

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
(Virtual Meeting)
OPEN SESSION MINUTES
November 18, 2022 at 8:30 AM**

Board Members in Attendance via Zoom

Missouri

Rose Windmiller
Fred Pestello
Vernal Brown
Nate Johnson, Secretary
Sam Gladney, Vice Chair

Illinois

Herbert Simmons, Chair
Irma Golliday
Derrick Cox – absent
Terry Beach, Treasurer
Debra Moore

Staff in Attendance via Zoom

Taulby Roach, President and Chief Executive Officer
Brenda Deertz, Director Executive Services
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Patti Beck, Sr. Director Media and Public Relations
Tammy Fulbright, Executive Vice President and Chief Financial Officer
Tom Curran, Executive Vice President Administration
Charles Stewart, Executive Director Metro Transit
Diana Bentz, Vice President Talent Management

Others in Attendance via Zoom

Rachel Priscu, ASL Interpreter
Chelsey Niezwaag, ASL Interpreter

1. **Open Session Call to Order**
8:42 a.m. Chair Simmons called the Open Session of the Bi-State Development Agency, Board of Commissioners Meeting to order at 8:42 a.m.
2. **Roll Call**
8:42 a.m. Roll call was taken, as noted above.
3. **Public Comment**
8:44 a.m. Myra Bennett, Manager of Board Administration, noted that several public comments were received from Mr. Shannon Villa. Topics included multiple issues, observations for the weekend of October 14-16, 2022, demanding accountability of Metro Service, no response to previous comments, Metro Wait Assessment Metrics, and renaming of stations. Ms. Bennett

noted that Mr. Chuck Stewart, Executive Director Metro Transit, has responded to Mr. Villa, regarding these comments and concerns.

4. Approval of the Minutes of the September 23, 2022, Board of Commissioners, Open Meeting

8:44 a.m. The minutes from the September 23, 2022, Board of Commissioners, Open Meeting, were provided in the Board packet. A motion to approve the minutes, as presented, was made by Commissioner Windmiller and was seconded by Commissioner Golliday.

The motion passed unanimously.

5. Approval of the Minutes of the October 14, 2022, Special Meeting, Board of Commissioners, Open Meeting

8:45 a.m. The minutes from the October 14, 2022, Special Meeting, Board of Commissioners, Open Meeting, were provided in the Board packet. A motion to approve the minutes, as presented, was made by Commissioner Brown and was seconded by Commissioner Golliday.

The motion passed unanimously.

6. Report of the President

8:45 a.m. President and Chief Executive Officer, Taulby Roach, reported that the Agency has moved forward with the Cost of Living Adjustment (COLA) for this year, and he noted that this information has been communicated to the employees. Mr. Roach reported that this will be a 5% COLA, reflective of the agreements with the ATU and IBEW, and stated that he feels this issue will be very important with regard to retention this year. He stated that this is also in line with several labor statistics regarding state and local governments, which have increased by 4.2%. Mr. Roach stated that it is also reflective of what our partners are doing, such as East-West Gateway.

President and CEO Roach reported that FY2024 budget discussions have begun, and the Agency is working to move the budget process up, so that this can be addressed at the beginning of the new year.

A memo was distributed to the Commissioners regarding an update on the status of the signal house repairs, and noted that there will be a Metro Transit service change that will go into effect on November 28th.

7. Report of the Operations Committee

8:48 a.m. Commissioner Windmiller reported that a virtual meeting of the Operations Committee was held on October 14, 2022, immediately following a Special Meeting of the Board of Commissioners, and the draft minutes of that meeting are included in the meeting materials under Item #7.

She noted that the Operations Committee is recommending approval of five (5) items, which are noted on today's agenda as Consent Agenda, Item #11:

B. 2022 Annual Surplus Property Holdings (Resolution #1233)

C. Contract Modification and Time Extension - East Riverfront Stair Replacement Project (Resolution #1234)

- D. Contract Modification: Microtransit Project Contract Extension (Resolution #1235)
- E. Sole Source Contract Award – Light Rail Vehicle Brake Caliper Overhaul (Resolution #1236)
- F. Second Amendment to the Second Memorandum between Bi-State Development and the City of St. Louis (Resolution #1237)

In addition, she noted that at the October Committee meeting, an Operations Report, including a Workforce Update, was provided by Charles Stewart, Executive Director Metro Transit. An Executive Session was not held at the October meeting.

8. Report of the Audit, Finance, & Administration Committee

8:50 a.m. Commissioner Beach reported that a virtual meeting of the Audit, Finance, & Administration Committee was held on October 14, 2022, immediately following the Operations Committee Meeting, and the draft minutes of that meeting are included in the meeting materials under Item #8.

He reported that the AFA Committee is introducing two (2) items on the Consent Agenda for consideration today, with the Committee's recommendation of approval. Those items are:

Item # 11:

- G. Sole Source Contracts for Hardware and Software Maintenance (Resolution #1238)
- H. Contract Modification: Talent Management Solution (Resolution #1239)

Commissioner Beach noted that, at the October meeting, several informational items were presented to the Committee, including:

- Internal Audit Follow-Up Summary – 1st Quarter FY2023
- Internal Audit Status Report – 1st Quarter FY2023
- Internal Audit State Safety Oversight Status Report –3rd Quarter Calendar Year 2022
- Treasurer's Report
- Quarterly Treasury Safekeeping Accounts Audit, ending June 30, 2022
- Procurement Report
- Update on Risk Management Insurance Program

9. Report of the Safety & Security Committee

8:51 a.m. Chair Simmons reported that a virtual meeting of the Safety and Security Committee was held on October 6, 2022, at 8:30 AM, and the draft minutes of that meeting are included in the meeting materials under Item #9.

He reported that the Committee is recommending one (1) item for approval today under Consent Agenda, Item #11. (A) Extension of Contract between Chestnut Health Systems, INC. and the Bi-State Development Agency for Transit Client Engagement Services (Resolution #1232).

In addition, he noted that at the October Committee meeting, a presentation was given regarding the “Get Help Application” program, and staff provided the Commissioners with the Bi-State Safety Oversight, 2022 Annual Update.

10. Adjustment of Consent Agenda

8:52 a.m. Chair Simmons asked if there are any adjustments to the Consent Agenda. There were no adjustments.

11. Consent Agenda Items

8:52 a.m. Consent Agenda Items:

- A. Extension of Contract between Chestnut Health Systems, INC and Bi-State Development Agency for Transit Client Engagement Services (Resolution #1232)
- B. 2022 Annual Surplus Property Holdings (Resolution #1233)
- C. Contract Modification and Time Extension - East Riverfront Stair Replacement Project (Resolution #1234)
- D. Contract Modification - Microtransit Project Contract Extension (Resolution #1235)
- E. Sole Source Contract Award – Light Rail Vehicle Brake Caliper Overhaul (Resolution #1236)
- F. Second Amendment to the Second Memorandum between Bi-State and the City of St. Louis (Resolution #1237)
- G. Sole Source Contracts for Hardware and Software Maintenance (Resolution #1238)
- H. Contract Modification - Talent Management Solution (Resolution #1239)

A motion to approve the Consent Agenda Items: Item A. through Item H. as referenced in the Committee Reports and as outlined on the agenda, was made by Commissioner Beach and seconded by Commissioner Windmiller.

The motion passed unanimously.

12. Amended and Restated 457(f) Executive Deferred Compensation Plan (Resolution #1240)

8:53 a.m. Diana Bentz, Vice President Talent Management, noted that when the Board approved the creation of the 457(f) Executive Deferred Compensation Plan, the Plan did not include the Chief Audit Executive as an eligible employee; however, upon further discussion by the Plan Administration Committee, it is recommended that this position be included in the Plan. She noted that this is a Contract position, and should be comparable to the positions of the Executive Vice Presidents. She reported that financial considerations of adding this position to the plan have been reviewed and are feasible.

Commissioner Beach made a motion to approve this item, as presented. The motion was seconded by Commissioner Gladney.

The motion passed unanimously.

13. Approval of the 2023 Board & Committee Meeting Schedule

8:55 a.m. Chair Simmons noted that a draft schedule of 2023 Board and Committee meeting dates was distributed to the Board of Commissioners in October, for review. He reported that staff has received no objections to the dates. Chair Simmons stated that if there are no objections, and no discussion is needed, he would ask for a motion to approve this item.

Commissioner Brown made a motion to approve this item, as presented. The motion was seconded by Commissioner Windmiller.

The motion passed unanimously.

14. Electronic Fare Collection System

8:55 a.m. A briefing paper was contained in the meeting materials regarding this item. Tom Curran, Executive Vice President, Administration, gave an overview of this item, noting that Bi-State Development issued a request for proposals for an electronic fare collecting system on January 14, 2021, and the request sought vendor proposals for an account-based electronic fare collection system through a cloud-hosted platform that would work with smart cards, paper barcodes and contactless credit cards. The RFP also asked for a customer-facing web portal, integration with mobile ticketing, and bus/light rail validators.

Mr. Curran noted that ten proposals were received and forwarded to an evaluation committee for scoring in April 2021, and four finalist firms were invited to give presentations. He stated that, in May 2021, the Operations Committee was presented with a request to pre-approve the highest ranking firm, even though a final recommendation had not yet been made by staff. Commissioners had questions regarding the proposed e-faring system in regard to cost and how the new collection proposal would fit into the total system, and as a result, a motion to table the recommendation from staff was approved, to allow for further discussion. Mr. Curran reported that, in order to obtain outside expertise and an objective review of our efforts to date, Bi-State issued solicitation *22-RFP342190-TJL- Fare Collection Program Consultant* on June 25, 2022, and Consult Hyperion was selected to assist in developing a new fare collection system for Bi-State. He noted that Consult Hyperion has completed its analysis of the 2021 RFP process, and Mr. Curran gave an overview of the findings, which included the following:

- Consult Hyperion's review of last year's recommended vendor, Masabi, and the three other finalists from whom best and final offers were received, shows that Masabi's proposal met 94.9% of Bi-State's requirements. The exceptions in the proposal have been deemed reasonable, and their phased approach was described as "well thought out". Masabi's central back end, the *Hub*, is a mature platform with financial reporting, customer reporting and asset monitoring, all in one tool. Masabi's responses to the Software-as-a-Service questionnaire provide assurances that their system is well supported and meets Payment Card Industry (PCI) compliance.
- Consult Hyperion is recommending that Bi-State complete the electronic faring RFP process that it began last year, by awarding Masabi with a contract for providing back end/back office support and validators. Consult Hyperion will continue working on the next six tasks of the Fare Collection Program scope of work, including: 1) affirming and refining project goals, 2) a Request for Information (RFI) for new fare equipment; 3) a Request for Proposals (RFP) for TVMs and fareboxes; 4) technical support for fare equipment replacement and integration; 5) revenue process security, and 6) project management.
- During the next two years, Consult Hyperion will continue working with Bi-State to create the new fare collection system, which is scheduled to conclude at the same time as the Safe Platform Plan.

Chair Simmons stated that he was originally skeptical of the project; however, upon review of this information, he is more comfortable with this project.

It was noted that this item was presented as information only, and no action by the Board is required.

15. Unscheduled Business

9:01 a.m. There was no unscheduled business.

16. Operations Report

9:01 a.m. A Metro Transit Service Performance Summary, information regarding the upcoming November service changes, and a Workforce Update were included in the meeting materials. Charles Stewart, Executive Director Metro Transit, provided a summary of the information. He noted that ridership continues to improve; however, it is still significantly lower than pre-pandemic. He stated that with regard to workforce, the Agency is still struggling. Mr. Stewart stated that, due to these issues, there will be service change which will go into effect on November 28th, in order to better match services to our current workforce. He provided details of the proposed changes, noting that although this is a very difficult process, these changes are necessary in order to provide the best service possible to the riders. He stated that the customers were taken into account, in all of the changes.

Commissioner Gladney thanked Mr. Stewart and his team for their work and posed questions related to the upcoming service changes. Mr. Stewart stated that he believes that the situation will turn around, and reported that some minor adjustments may be needed in March. Commissioner Gladney asked if the Agency continues to lose drivers, once they obtain their CDL. Mr. Stewart indicated that Metro Transit is attempting to hire employees who already have their CDL's, in order to address this issue. Commissioner Windmiller commended Mr. Stewart and his team, and stated that it is important to ensure that there is communication with our customers regarding the upcoming service changes. She asked if it may be possible to pair communications, such as this, through the new fare system that is being designed. Mr. Stewart stated that he will speak with Mr. Curran, to see if this is possible, but noted that the Agency has an extensive process in place currently, in order to notify customers of these types of changes. Commissioner Windmiller stated that she wants the public and our customers to be aware that the service changes are not about money, but rather, they are to address the issue that the Agency currently does not have the workforce to provide the additional services. Chair Simmons asked if the service changes will impact St. Clair County. Mr. Stewart stated that they will not.

17. Call for the Dates for Future Meetings

9:17 a.m. Myra Bennett, Manager of Board Administration, noted the following upcoming meetings:

Safety & Security Committee:	Thursday	January 12, 2022	8:30 AM
Operations Committee Meeting:	Friday	January 27, 2022	8:30 AM
Audit, Finance & Administration:	Friday	January 27, 2022	Following OPS
Board of Commissioners Meeting:	Friday	February 17, 2022	8:30 AM

18. Adjournment to Executive Session for the purpose of discussing legal, confidential, or privileged matters, as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080; (D) (1) – Legal, (D) (3) – Personnel, and (D) (10) Auditors.

9:17 a.m. Chair Simmons asked for a motion to move into Executive Session for the purpose of discussing legal, confidential, or privileged matters, as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080; (D) (1) – Legal. (D) (3) – Personnel, and (D) (10) Auditors. The motion was made by Commissioner Golliday and was seconded by Commissioner Johnson.

The poll of the Board being as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Sam Gladney – Yea
Nate Johnson – Yea
Fred Pestello – Yea

Herbert Simmons – Yea
Irma Golliday – Yea
Debra Moore – Yea
Terry Beach – Yea

The motion passed unanimously, and the Board of Commissioners moved into Executive Session at approximately 9:18 a.m.

19. Reconvene to Open Meeting

9:45 a.m. Chair Simmons noted that the Board has reconvened to the Open Meeting.

Commissioner Gladney made a motion to approve the Executive Session consent agenda items, as referenced in the Committee reports and as outlined on the Executive Session Agenda, as presented. The motion was seconded by Commissioner Johnson. The poll of the Board being as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Sam Gladney – Yea
Nate Johnson – Yea
Fred Pestello – Yea

Herbert Simmons – Yea
Irma Golliday – Yea
Debra Moore – Yea
Terry Beach – Yea

The motion passed unanimously.

Commissioner Gladney made a motion to approve the Draft - Year End Financial Audit (Resolution #1246), as presented. The motion was seconded by Commissioner Windmiller. The poll of the Board being as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Sam Gladney – Yea
Nate Johnson – Yea
Fred Pestello – Yea

Herbert Simmons – Yea
Irma Golliday – Yea
Debra Moore – Yea
Terry Beach – Yea

The motion passed unanimously.

Commissioner Brown made a motion to approve the personnel matter (Resolution #1247), as presented. The motion was seconded by Commissioner Moore. The poll of the Board being as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Sam Gladney – Yea
Nate Johnson – Yea
Fred Pestello – Yea

Herbert Simmons – Yea
Irma Golliday – Yea
Debra Moore – Yea
Terry Beach – Yea

The motion passed unanimously.

Commissioner Beach made a motion to approve the personnel matter (Resolution #1248), as presented. The motion was seconded by Commissioner Golliday. The poll of the Board being as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Sam Gladney – Yea
Nate Johnson – Yea
Fred Pestello – Yea

Herbert Simmons – Yea
Irma Golliday – Yea
Debra Moore – Yea
Terry Beach – Yea

The motion passed unanimously.

20. Adjournment

9:48 a.m. Chair Simmons stated that he would like to wish everyone a Happy Holidays. He asked if there was any further business, and being none, Commissioner Gladney made a motion to adjourn the meeting. The motion was seconded by Commissioner Brown. Unanimous vote in favor taken. The motion passed, and the meeting was adjourned at approximately 9:48 a.m.



Assistant Secretary to the Board of Commissioners
Bi-State Development