



# Board of Commissioners

## Open Meeting

Friday, November 17, 2023 at 8:30 AM

Virtual Meeting

Headquarters - Board Room, 6th Floor

One Metropolitan Square, 211 N. Broadway, Suite 650

St. Louis, Missouri 63102



## November 17, 2023 - Board of Commissioners, Open Meeting

### Notice of Meeting and Agenda

1. Call to Order	Approval	Chair Simmons
2. Roll Call	Quorum	M. Bennett
3. Public Comment	Information	Chair Simmons
A. Public Comments submitted as of 7:30 am, November 17, 2023 -5		
4. Approval of the Minutes of the September 22, 2023, Board of Commissioners, Open Meeting	Approval	Chair Simmons
A. Draft Minutes - September 22, 2023 - Board of Commissioners, Open Meeting - 56		
5. Report of the President	Information	T. Roach
6. Report of the Operations Committee	Information	Commissioner Windmiller
A. Draft Minutes - October 13, 2023 - Operations Committee, Open Meeting -89		
7. Report of the Audit, Finance & Administration Committee	Information	Commissioner Beach
A. Draft Minutes - October 13, 2023 - Audit, Finance & Administration Committee, Open Meeting - 96		
8. Report of the Safety & Security Committee - No Report	Information	Chair Simmons
9. Adjustment of the Consent Agenda	Approval	Chair Simmons
10. Consent Agenda	Approval	Chair Simmons
A. 2023 Annual Surplus Property Holdings (Resolution #1303)		
1. Briefing Paper - 101		
2. Attachment - Table 1 - 2023 Annual Surplus Property Holdings -102		
3. Resolution #1303 - 105		
B. Contract Award - Purchase of Non-Revenue Vehicles (Resolution #1304)		
1. Briefing Paper - 107		
2. Specifications - M2 106 CONVENTIONAL CHASSIS 2021 MODEL YEAR - 108		
3. Specifications - Metro bistate F350 crew cab w hy rails - 111		
4. Specifications - Metro Bi-State F450 Service Body Crane Hyrail -112		
5. Specifications - Metro Bistate F550 bucket palfinger DMF hyrail 22.5 wheels - 118		
6. Specifications - Metro F350 w ladder rack - 132		
7. Draft Resolution #1304 - 133		
C. Contract Award – WSP USA Inc. Major On-Call General Engineering Consulting – Civil and Structural Engineering and Surveying Services (Resolution #1288)		
1. Briefing Paper - 135		
2. Resolution #1288 - 137		
11. Contract Award - BSD Light Rail Vehicles (Resolution #1305)	Approval	T. Curran

A. Briefing Paper - 139		
B. LRV Contract Details - 141		
C. Resolution #1305 - 142		
12. Contract Award - Ticket Vending Machines (Resolution #1306)	Approval	T. Curran
A. Briefing Paper - 144		
B. Resolution #1306 - 146		
13. Board Policies, Chapters 10, 20, 30, 70 and 100 – Title change “General Counsel” to “Chief Legal Counsel” (Resolution #1307)	Approval	T. Roach
A. Briefing Paper - 148		
B. Current Policies		
1. Chapter 10 Board of Commissioners - 149		
2. Chapter 20 Organization - 192		
3. Chapter 30 Audit Finance and Budget - 196		
4. Chapter 70 Personnel - 223		
5. Chapter 100 Compliance and Reporting - 235		
C. Red-lined Version of Policies with Proposed Revisions		
1. Redlined Version with Proposed Revisions - Chapter 10 Board of Commissioners - 241		
2. Redlined Version with Proposed Revisions - Chapter 20 Organization - 284		
3. Redlined Version with Proposed Revisions - Chapter 30 Audit Finance and Budget - 288		
4. Redlined Version with Proposed Revisions - Chapter 70 Personnel - 315		
5. Redlined Version with Proposed Revisions - Chapter 100 Compliance and Reporting - 327		
D. Clean Copy of Policies with Proposed Revisions Included		
1. Clean Copy with Proposed Revisions - Chapter 10 Board of Commissioners - 333		
2. Clean Copy with Proposed Revisions - Chapter 20 Organization - 376		
3. Clean Copy with Proposed Revisions - Chapter 30 Audit Finance and Budget - 380		
4. Clean Copy with Proposed Revisions - Chapter 70 Personnel - 407		
5. Clean Copy with Proposed Revisions - Chapter 100 Compliance and Reporting - 419		
E. Resolution #1307 - 425		
14. Approval of 2024 Board and Committee Meeting Schedule	Approval	Chair Simmons
A. Tentative 2024 Board and Committee Schedule - 427		
15. Bi-State Safety Oversight (BSSO) Annual Safety Report	Information	A. Ghiassi / J. Stevanovich-IDOT / J. Sobeck-MoDOT
A. Briefing Paper - 428		
B. 2023 BSSO Annual Report to the Board of Commissioners - 430		
16. Unscheduled Business	Approval	Chair Simmons
17. Operations Report	Information	C. Stewart
A. Operations Update - 452		
B. Workforce Update - 455		

18. Call for the Dates of Future Board & Committee Meetings	Information	M. Bennett
<p>19. Adjournment to Executive Session</p> <p>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, Section 10.080 (D) Closed Records: Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); and Auditors under §10.080(D)(10).</p>	Approval	Chair Simmons
20. Reconvene to Open Session	Approval	Chair Simmons
21. Adjournment	Approval	Chair Simmons

**1) Name:** Barbara Sheinbein  
**Representing:** self advocate  
**Topic:** Serious Call-a-Ride problems

**Comments:**

Call-a-Ride service has gone downhill for a number of years even before the pandemic. It is claimed that worker shortage is the issue. If all these efforts have been made, how come drivers are not staying? Maybe the pay inequity between these drivers and those drivers on fixed routes is an issue. Maybe drivers do not feel they are respected and treated fairly. Why hasn't Call-a-Ride been modernized? New telephone service for reservations, online reservations, new trip routing software, no tracking of vehicles by the rider with their smart phone like ride share, at the moment still no fee payment via the transit app, and the list goes on. What about an operating plan which was last created in 1992? Where are the transportation professionals in this organization? What about the lack of responsiveness to the disabled community? Why are more and more riders with disabilities giving up on Call-a-Ride? The answer is that it does not go where we need it and is so unreliable that it is negatively impacting our lives. You have a lot of work to do to fix this system.

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**2) Name:** Marlena Sheinbein  
**Representing:** self  
**Topic:** Fix Call-a-Ride

**Comments:**

Hello,  
Call-A-Ride is important to my sister and many others to allow a full life. Also it is important to the business community to get business from 1/5 of the population. Public transit for me is important because I don't have a car for several reasons. I use the Manchester bus the most to get a lot of things done. When the Manchester does not appear, I can be stuck waiting another hour because the Manchester bus comes only once a hour. Public transit is very important for our region because it helps with the environment and economic issues.

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**3) Name:** JACQUELINE KIMBLE  
**Representing:** Barbara Sheinbein  
**Topic:** Call-A-Ride and accessible transit

**Comments:**

I have two family members who should be able to rely on "Call-A-Ride," and Metro transportation, but they can not. Metro has continued to cut routes, schedule rides and not show up (no call/no show). This has been so rampant, they often have to look for other ways to transport themselves to appointments, meetings, medical care, shopping, etc.

So instead of giving up, I am writing to find out why service is so subpar and what is your timeline to make it right for all the public transportation users int the St. Louis Metro area. The time is now, not next week or next year. Every day that you delay, someone is missing an important event in their lives (medical appointments, family dinners, church services, etc.)

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**4) Name:** Liam McCoy  
**Representing:** self  
**Topic:** accessibility

**Comments:**

To the BI-State/Metro Board of Commissioners,

I hope this message finds you well. My name is Liam McCoy, I am a blind resident who relies on public transit and am fully employed at Washington University. I am writing to voice my concerns and frustrations regarding the recent reductions in Metro St. Louis bus routes, frequencies, and the Call-A-Ride Paratransit services.

As a blind individual, my ability to navigate and move around our region is inherently intertwined with the transportation services provided by Metro. The flexibility to get around town safely and efficiently is paramount to my employment, personal independence, and overall well-being. The recent cutbacks have considerably hampered this mobility, turning routine tasks into substantial challenges as I try to adjust my work schedule or run errands around removed weekend and late evening route service. The reductions in services don't just affect me, but countless others who rely on public transportation. The decreased frequency and routes mean longer wait times, missed connections, and less predictability. For people with disabilities, especially vision loss, are commonly dedicated public transit users. In turn, public transit is a primary way that we can obtain our self-autonomy, independence, and our contribution to the St. Louis region, both societally and economically.

I earnestly request that the board reconsider the reductions and prioritize maintaining or, ideally, expanding services. St. Louis's reputation as a city that champions the needs of all its residents, including those with disabilities, is at stake.

Thank you for your time and consideration. I remain hopeful that, in collaboration, we can devise a solution for every Metro rider.

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**5) Name:** Elton Thomas  
**Representing:** SMART  
**Topic:** Call-A-Ride needs improvement

**Comments:**

St. Louis needs people with disabilities engaged in the community. When Call-A-Ride denies a ride it is cutting off that engagement. Furthermore, businesses need people with disabilities to shop and need people with disabilities to fulfill staff shortages. Call-A-Ride is a major source in empowering people with disabilities to be a vital resource in St. Louis. We need a modern paratrasit system.

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**6) Name:** Teona McGhaw  
**Representing:** Paraquad  
**Topic:** Call A Ride

**Comments:**

I would like to see better service from Call A Ride.

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**7) Name:** Tyler Moore

**Representing:** STL Metropolitan Alliance for Reliable Transit

**Topic:** Call-A-Ride/Metro Transit

**Comments:**

I am writing to you about the continued unacceptability of the service of Metro Transit and Call-A-Ride. As you may know many people with disabilities rely on metro transit and call-a-ride to live their lives, but not just people with disabilities this affects all people that need metro transit in order to get to places especially most importantly for jobs. It is unacceptable to the lives of this people and for the local economy to continue to have reduced and unreliable service. Services must be restored in the following ways:

– Continue to incentivize job applications and new workers. If it is proving unsuccessful, more must be offered towards unions or individual workers.

-Increase frequencies of arrivals at light rail station. Either restore previous status quo of two car trains, or continue with single car trains but increase the number of trains running to increase the frequency of train arrival to a station

-With offering increased pay and benefits to employees, the previous level of service before the pandemic must be restored, bus routes need to be reintroduced and services from Call-A-Ride should be restored.

Finally, restoration is only part of the task. Bi-State Development must develop the region for continued economic recovery and stability, no matter the cost, we owe it to each individual that they can be able to work and have transportation to recreational activities and to shopping.

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**8) Name:** Tina Wong

**Representing:** myself

**Topic:** Public Transit

**Comments:**

I am a resident of St. Louis. I ask that you:

\*\*get people on the transit commission that are activists within the disability community

\*\*bring in outside consultation to improve transit management. It seems stuck at the present.

\*\*Improve services going forward. There is enough technology and know-how to run an efficient and effective transit system for the disabled and all people. You need to be open to new ideas and work with the consumers.

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**9) Name:** Steven Foelsch  
**Representing:** Starkloff Disability Institute  
**Topic:** Necessity of Call-a-Ride were people with disabilitiesao

**Comments:**

My name is Steven J. Foelsch and I am a Public Policy Advisor at the Starkloff Disability Institute. I am a St. Louis city resident as well as a wheelchair user and I am reliant upon public transportation to maintain my employment and access vital medical treatment. Unfortunately, many of my friends and colleagues with disabilities who live in St. Louis County are not able to access buses or the Metrolink and are reliant upon Metro's Call-A-Ride to access not only essential medical services but to work, shop and contribute to our community. Accessible public transportation is not only for people with disabilities but it is essential for the economic health of our community.

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**10) Name:** ERIKA N PARKER  
**Representing:** Paraquad  
**Topic:** Accessibility for Disabled

**Comments:**

I believe adequate and accessible public transportation should be available to all especially those with limited mobility. Eliminating service to certain areas around the STL area has hindered this population of people tremendously. As well as the inadequate and subpar quality of service. I look forward to seeing more being done to rectify this issue.

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**11) Name:** April Gladu  
**Representing:** self  
**Topic:** vital importance of public transportation

**Comments:**

The downtown office I work in is almost completely full of able bodied people, even though our work does not require able bodies. We would like to employ a wider diversity of people but think that one of the barriers we are facing is the lack of effective public transportation near our building. A stronger public transportation system would allow us to build a stronger workforce. Thank you for listening.

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**12) Name:** David Carnahan  
**Representing:** Call a ride rider  
**Topic:** Public Transportation

**Comments:**

I have been Call A Ride for some time now and I have come to rely on it. I am able to attend weekly meetings that otherwise I would not have an affordable option to attend. When I do find employment I hope they will be available to get me to work and home again. I am blind.

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**13) Name:** Annette Nowakowski  
**Representing:** NFB St. Louis Chapter and Missouri Assn. of Guide Dog Users  
**Topic:** Call-A-Ride

**Comments:**

Thank you for implementing the pilot mobile pay option and looking into the reservation system. I long for the day when we can make our own reservations and check on the status of our rides. This would eliminate much wasted time and effort particularly on Fridays. People must go about their work particularly those who are employed and cannot afford to be on the phone for extended times waiting for an operator to answer.

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**14) Name:** Annette Nowakowski  
**Representing:** NFB St. Louis chapter and Missouri Assn. of Guide Dog Users  
**Topic:** Call-a-Ride

**Comments:**

After the recent two incidents of system hacking, can you assure us that our PII is safe. What are you doing to insure that this does not happen again? What backups are you implementing to keep the system running if another cyber attack occurs?

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**15) Name:** Michele Augustin  
**Representing:** People with Disabilities in the St. Louis area  
**Topic:** Decrease in Call-A-Ride Services

**Comments:**

Call-A-Ride services are essential for people with disabilities to engage in our community and I hope you are considering extending rather than reducing these services. My sister's brother-in-law was recently forced to retire due to many Call-A-Ride no shows where she had to drive from Wentzville to North County and back to get him to work. Unfortunately, he now lives a lonely life with no outlet for socialization due to his forced retirement. People with disabilities deserve the independence we all enjoy and having responsible transportation is essential to their quality of life.

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**16) Name:** LYNN M MCSORLEY  
**Representing:** MYSELF  
**Topic:** LONG WAIT TIME TO SCEDULE RIDES AND LONG RIDES

**Comments:**

I would like more people to answer the phone calls when setting up rides.  
Tuesday 10/31/2023 it took from 7:30 AM until 8:03 AM to get into the que. I completed the reservation 8:15 AM for Friday 11/3.  
Thursday 11/2/2023 I called at 7:30 AM and was able to complete my reservation within 3 minutes for Sunday 11/5/23.  
On Monday 11/6/2023 I started calling at 7:30 AM. I dialed 22 times and got into the que at 7:39 am. I was in the que for 8 minutes and completed the reservation at 7:50 AM.

I started using Call-A-Ride January 2012 while I was still working. I was able to call on Monday morning for Thursday & Friday reservations. I then called Friday Morning for Monday-Tuesday-Wednesday reservations. On both days I was able to get though around 5 minutes. I stopped working in June 2013. I have used Call-A-Ride more frequently in the past 4 years. I purposely try not to schedule doctor appointments Monday through Wednesday to avoid calling on Friday morning. Calling on Friday mornings repeatedly involve ½ to over 1 hour of constantly dialing and getting a busy signal each time. Once I get into the que, it can take 20-30 minutes to speak to someone.

I understand that Call-A-Ride is not a cab service. However, I think more drivers and vans would reduce the amount of time I am on the van. I have to set my drop-off time ½ hour before my appointment time to be sure I arrive on time. I always build in an extra hour after the possible end time of my appointment, in case the doctor or procedure is running late. The majority of rides include 1-3 other people on the van with me. This means it takes from 3-5 hours to leave and return home.

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**17) Name:** Charles Smith

**Representing:** SMART

**Topic:** Call ride services

**Comments:**

I depend on using colored services to get to Medical appointments. Many of my disabled friends and colleagues also use call ride. There are still many issues with being able to get a ride when needed. A lack of drivers may be part of the problem, but there are systemic issues you have had for years. I do believe it is necessary for some Outside Agency to supervise you. Thank you I believe the funding you get should be dependent on the proficiency at which the job is done.

Thank you for your time.

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**18) Name:** Charles Smith

**Representing:** St. Louis Metro Alliance for Reliable Transit (SMART)

**Topic:** Unreliable Service

**Comments:**

I rarely use call-a-ride these days. It was too difficult to get a ride. There are delays and unreasonable wait times. Some of these problems have been there for many years. A lack of drivers is no excuse. While call-a-ride has the potential to be a value service, I do not believe it can get to that level of service without outside intervention. I believe that your funding should be contingent on meeting series of goals and as a member of SMART, I'll be pushing for that. While i believe that average worker does their best for everyone, the problem lies on the board of commissioners and other management. thank you for your attention to this matter.

**19) Name:** Dawn Martin  
**Representing:** Myself and my son  
**Topic:** Call A Ride/Public Transportation

**Comments:**

As the mother of a person who has a disability and uses public transportation for all of his transportation needs, I ask that you resolve the problems that are present with providing reliable transportation for people with disabilities. My son uses these public services, and I have always been grateful that it helps to ease the burden of finding him transportation when I am unable to provide it. Many people with disabilities lose their independence when these services are not available. For someone facing challenges with a disability, not having reliable transportation is an extra burden that should not be an issue. Please fix the issues that are causing inconsistencies with reliable transportation for members of our community who need it most.

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**20) Name:** Noah Williams  
**Representing:** Noah Williams  
**Topic:** Public transportation

**Comments:**

I think that the main problem with the bus system is that the city is too big, or that there's not enough buses. This means that the buses can't get you everywhere because there aren't enough routes, they don't pass by very often so if you miss one then you're guaranteed to not get there on time, and the buses have to move fast so it's not the most pleasant ride.

If the city were more compact (and the roads were more even) then we might not have had to deal with global warming this badly. Our infrastructure is the problem, not a lack of electric vehicles.

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**21) Name:** Andi Blaylock  
**Representing:** St. Louis residents with mobility issues  
**Topic:** Call A Ride

**Comments:**

As a city resident and someone who cares about many people who have mobility challenges, I urge you to resolve the issues you are having with Call a ride service. For many, this is their sole means of transportation and independence. Please restore this vital service to those who are in need!

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**22) Name:** Alice McSorley  
**Representing:** Lynn McSorley  
**Topic:** Recommendations

**Comments:**

Call-A-Ride is a wonderful and much needed service. However, it is far from perfect. More people to answer the phones would greatly reduce the lengthy and aggravating time potential passengers have making appointments and/or ride reservations. I am told it can take up to 25 call

attempts and up to an hour just to get into the queue. Once in the queue, it can take up to 30 minutes to speak to a phone attendant.

Additionally, drivers, and maybe more vans, would reduce the amount of time each rider spends waiting their turn once inside the van. As is, it may take an hour just to get a ride to the local grocers and another hour for the return ride home. Again, for a ride in the neighborhood. That is, a short distance. Call-A-Ride again is a wonderful service and improvements are necessary in order to provide the quality of service your riders deserve.

Thank you,  
Alice McSorley

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**23) Name:** Raylah Pillar  
**Representing:** Community Member  
**Topic:** Call-A-Ride

**Comments:**

As a disability advocate and social worker, I know how important Call-A-Ride and other public transportation services are, specifically for people with disabilities. These services are necessary for community integration and equitable access to services. Unfortunately, these public transportation systems are currently not adequate to support the needs of people with disabilities and other citizens who rely on them. The substantial wait times, limited range, and unreliable scheduling make these services unreliable, despite their essential nature. Please designate the appropriate funding and resources for the public transit systems so the STL region can support successful transportation options. Thank you.

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**24) Name:** Jasmine Yang  
**Representing:** STL Metropolitan Alliance for Reliable Transit (SMART)  
**Topic:** Call-A-Ride

**Comments:**

Call-A-Ride is an essential service for the STL area. It provides necessary access to transportation. Oftentimes, using public transit is difficult to navigate, and not everyone has consistent access to private transportation. This makes a service like Call-A-Ride absolutely crucial for making time-sensitive appointments.

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**25) Name:** Jason A Smith  
**Representing:** Jason SMith  
**Topic:** Feedback

**Comments:**

Sometimes it can be too early or late but great price at just \$2

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**26) Name:** Liz Kramer  
**Representing:** Community Mobility Committee  
**Topic:** Access to Transit

**Comments:**

Dear commissioners,

I write on behalf of the Community Mobility Committee and in support of the SMART advocates calling for improvements to transit, especially paratransit services. Our members are particularly concerned with having a consistent, reliable MetroBus system that allows people to get where they can go, as well as a complete and accessible paratransit system. You can read one of our past letters to Mr. Roach and Mr. Stewart here: [https://1586e434-04fc-47f7-a158-8f1fbcf9c276.filesusr.com/ugd/a57948\\_925eafdc7e124124a344bce1e2afc9ed.pdf](https://1586e434-04fc-47f7-a158-8f1fbcf9c276.filesusr.com/ugd/a57948_925eafdc7e124124a344bce1e2afc9ed.pdf)

Transit is critical to our region, allowing people to safely and affordably get where they need to — and it's your duty to ensure that we all have access to it.

Thank you,  
Liz Kramer  
co-chair, Community Mobility Committee

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**27) Name:** David  
**Representing:** All St. Louis Pedestrians  
**Topic:** The need for covered well lighted Bicycle Rack at each Metro LINK Station.

**Comments:**

To Whom it May Concern,

Please plan, design, and implement Covered Bicycle parking racks at each Metro-Link station to provide the necessary effective mobility for individuals who don't have or don't want use a car to commute to and from there destinations and to effectively address climate change in the St. Louis Region by reducing car emissions.

This is a simple cost effective solution with countless benefits. Metro-Link should capitalize on this opportunity, to improve the Safety and ridership of All Users, of All Ages, and All Abilities on there transit system improving the quality of life for All in the St. Metro Area.

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**28) Name:** Joanne Fadem  
**Representing:** Concerned citizen  
**Topic:** Service shutdowns for Call-A-Ride

**Comments:**

It has come to my attention through a friend of mine who uses the services of Call-A-Ride that there has been many times when she cannot schedule a ride and many times when she would have to wait a significant time. This service is of utmost importance to her since she is blind. She told me that she cannot track the driver, nor is there an app to arrange/schedule rides. It is my thought that the system needs to be updated. The people that use this service NEED this service and they NEED it to be reliable.

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**29) Name:** Austin Archinal

**Representing:** Community Mobility Committee

**Topic:** Issues with Paratransit System

**Comments:**

The Metro Transit system is lacking many things for a community as large and as active as Metro STL. More bus drivers should be hired on at higher starting rates, which should allow for better coverage over popular routes and even a gradual increase in coverage over less popular routes. Routes that now only run once every hour should increase in popularity once their paces increase. Ridership should also increase once more popular stops have the appropriate coverage: benches, shelters, trash cans, ramps, etc.

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**30) Name:** Nancy

**Representing:** John and Robert Maurer

**Topic:** Handicap transportation

**Comments:**

Please try to expand the public transportation system for handicapped individuals. The current turnaround time for an appointment can be up to 5 hours. John Maurer is 93 years old and Robert is 64 and severely diabetic. Neither of them have the capacity to stay out that long. I know I'm not the only one with these concerns.

Thank you,  
Nancy Soke

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**31) Name:** MELVIN ROLL

**Representing:** Downtown St Louis Lions Club

**Topic:** Public transport Call-A-Ride

**Comments:**

Lions Clubs members that have eye sight disabilities depend on Call-A-Ride to get to medical appointments. It is essential that they have transportation services in the St Louis area.

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**32) Name:** Jeanette Mott ("J-MO") Oxford  
**Representing:** Paraquad  
**Topic:** Public Transit, especially paratransit

**Comments:**

Chairman Simmons and Members of the Board of Commissioners,

Paraquad, the independent living center for St. Louis City and County, continues to listen to the voices of people with disabilities who use Metro's light rail, fixed route buses, and Call-A-Ride services. These beloved neighbors report a range of experiences, but most say either "slight improvement" or "no improvement." We do know you are expending much effort, and we want to help you make your time productive. We share the goal of having an excellent public transit system in our region, including the paratransit that is vital to our staff and participants of our programming.

We are thankful that Mr. Roach sent a "Stakeholder" email to many on November 6, stating "We are committed to boosting the reliability of our service to serve you and our community better." He promised three investments that all sound like steps in the right direction, and we also appreciate his pledge that there will be periodic updates on progress.

We ask that this Board join this process of meaningfully engaging with people with disabilities – and all your customers – by changing your meeting schedule in 2024 so that at least half of your meetings take place in accessible public settings with hybrid capabilities. (There seems to be a preference for Zoom from people with disabilities with whom we interact.) Entities that receive public funds have a special responsibility to be open, transparent, and fully accessible by those they serve. We ask that your meetings include a public comment period of no less than one hour and that both those present and that those online have the chance to testify for up to three minutes with the Commissioners asking follow up questions if they have any.

I welcome any questions you may have.

Sincerely,  
Jeanette Mott Oxford  
Manager, Public Policy and Advocacy, Paraquad

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**33) Name:** Annie Donnell  
**Representing:** St. Louis Metropolitan Alliance for reliable transit  
**Topic:** More reliable public transportation options

**Comments:**

It is great to see that the pilot program for call a ride to pay via the transit app has been rolled out. When will the program expand to where any customer who uses Call a ride pay their two dollar fare via the transit app if they do not wish to use cash? I think it is a good option to Have both the digital payment option as well as keeping the cash option for those who wish to pay using cash moving forward. Also, it would be great to see via expanded and make the service a 24 seven service. It would also be great to see all the service zones go away and expand via in all counties in the St. Louis area and where Metro serves customers. This will ensure drivers stay because they have a more flexible schedule and it would be 24/7. Also, drivers wouldn't have to stress since all areas could have people picked up or

dropped off and they wouldn't have to worry about making sure they're in the correct zones if they want to pick up people. Also, this would alleviate a lot of issues for call a ride and would open the phone lines to those who prefer using call a ride the most. Also, please look into making Call a ride more efficient and providing an online methods to make reservations. I look forward to attending the meeting on November 17. Grateful for the progress that has been made so far and looking forward to even more improvements in the future!

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**34) Name:** Robyn Wallen

**Representing:** S.M.A.R.T and the Missouri Council of the Blind

**Topic:** We need change and oversight for our transit system.

**Comments:**

I am writing to express my concern and frustration regarding the state of our public transit system in St. Louis. Our community deserves a reliable public transportation system that serves all its residents equitably. As a concerned member of the community, I believe it is crucial to address the shortcomings within the current system and strive for meaningful improvements.

St. Louis has long awaited a public transit system that caters to the diverse needs of our metropolitan area. The present challenges, ranging from scheduling inconsistencies to infrastructure issues, underscore the urgent need for a comprehensive review and overhaul. It is unacceptable that our city has yet to experience the kind of efficient and accessible public transit system that is essential for the growth and prosperity of the community.

One key element in addressing these challenges is the implementation of outside oversight. It is imperative to have an unbiased and objective examination of the system's inner workings, particularly in how financial resources are allocated and whether management is making effective decisions. Transparent oversight ensures accountability and fosters public trust, which is essential for the success and sustainability of any public service.

I strongly urge the Metro Board of Commissioners to consider initiating a thorough investigation into the allocation of funds within the public transit system. This deep dive should explore not only the financial aspects but also the decision-making processes of management. An independent evaluation can provide valuable insights into areas that require improvement and guide the formulation of effective strategies to address existing issues. This investigation should focus on the procedures and practices within the entire system and not just on one aspect of it.

I encourage the Metro Board to engage with community stakeholders to ensure that the public's voice is heard in the decision-making process. Community input is invaluable in shaping a public transit system that meets the diverse needs of the community. By fostering collaboration between the board, management, and the community, we can work towards creating a transit system that we can all be proud of.

The Metro Board of Commissioners plays a pivotal role in ensuring that St. Louis has a public transit system that reflects the aspirations and necessities of its residents. I implore the board to take proactive measures, including outside oversight, to address the challenges within our public transit system and pave the way for a brighter future for St. Louis.



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**35) Name:** Mark Detjen

**Representing:** S.M.A.R.T member

**Topic:** Metro is severely impacting my life

**Comments:**

I am writing to express my deep concern and frustration regarding recent decisions made by Metro Call A Ride that have had a profound impact on my life. The cuts in service have severely limited my ability to move around independently, resulting in significant financial strain and safety concerns.

The reduction in service has forced me to rely on ride-sharing services, where trips that used to cost \$2-\$4 each way have now skyrocketed to \$20 or more. As someone whose sole source of income is social security, this financial burden is especially challenging, particularly since my income does not keep up with the current inflation rates. The increased transportation costs are affecting not only my daily activities but also my overall quality of life.

Furthermore, I am troubled by decisions made without adequate public input. While I understand the need to make efficient and cost-effective choices, decisions that impact the community should be made collaboratively. It is disheartening to learn that some choices, such as the introduction of new vans, were made without engaging the larger community. While these vans may be beneficial for wheelchair users, they pose potential dangers for individuals like myself with balance issues and those reliant on crutches or walkers.

I am aware that a small sample of individuals was consulted, but this falls short of engaging the broader community as a whole. It is crucial to consider the diverse needs and challenges faced by the entire Metro Call A Ride user base to ensure that decisions are inclusive and prioritize the safety and well-being of all passengers.

I urge the Metro Board of Commissioners to reconsider recent decisions and take into account the broader impact on individuals like myself. Additionally, I request a more transparent and inclusive decision-making process that involves the input of the entire community. Their commitment to serving the needs of all residents is paramount, and I hope you will take the necessary steps to address these concerns promptly.

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**36) Name:** Kea Wilson

**Representing:** STL citizen

**Topic:** Call-a-ride/paratransit

**Comments:**

I'm writing to support StL Metropolitan Alliance for Reliable Transit's efforts to restore and expand paratransit and Call-a-Ride service in our region. Our community is not complete if those with mobility-limiting disabilities cannot get where they need to go and participate fully in society; thank you for your attention.

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**37) Name:** Sarah Bohnert  
**Representing:** People with disabilities  
**Topic:** Call A Ride Service

**Comments:**

Please do all that you can to provide safe and reliable service to our St. Louis area residents with disabilities. Support Call-A-Ride transit and provide appropriate pay and benefits to their drivers. Thank you.

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**38) Name:** Steven Spencer  
**Representing:** Paraquad  
**Topic:** Call A Ride/Metro

**Comments:**

Call A Ride has never been perfect. Growing up, my family has dealt with and accepted that it was never a perfect service. But we were grateful for it. It was a solution when other options weren't available. Unfortunately, it's no longer tangibly available. Over the past few years, Metro and Call A Ride have both reduced services to a point that as an Employment Specialist with Paraquad, I can no longer even advise my clientele that Call A Ride is an acceptable plan to get to work. I have seen more and more people lose or have to quit jobs because of our Metropolitan Saint Louis Transit Agency cutting bus lines and flat out not be able to accept ride reservations at all during some periods. One instance, the person left a job they held for over 20 years because a bus route was cut. The People with Disabilities Community already are required to overcome obvious stigma and bias when seeking employment, and now they have to face one of the most vital services a city's infrastructure requires being removed from them. These shortcomings by Metropolitan Saint Louis Transit Agency are discriminatory and flat out unacceptable in a city that prides itself on equality and progressive nature. Change must happen immediately.

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**39) Name:** NINA Marie VILLANO  
**Representing:** The disabled  
**Topic:** Call a Ride

**Comments:**

My name is Nina Villano and I am a 62-year-old legally blind veteran. I am also a graduate student pursuing my second master's. The first one in communication and the one in pursuit is a MA in Political Science. I am also a member of the Lewis and Clark chapter of NFB. I am making this statement on behalf of many. First, the blind and low-vision community has taken a major hit with Call a Ride and its new travel options and changes. When you are visually impaired and you rely on a particular means of transportation and it is taken away from you, a major loss of independence sets in. It is no difference in having a driver's license and then you lose it. Call a ride gives a disabled person a sense of freedom. I am advocating for the elderly who also use Call a Ride as a means of getting to and from church. Imagine how you would feel if your means of transportation were taken away from you. I used to be able to visit my mom using Call a Ride. Unfortunately, that route has been canceled. This is a senior citizen apartment complex that is now without means for its occupants to freely come and go. I understand that the pandemic has made living situations different and difficult but this transportation

issue did not help. I would like to believe that you will take into consideration what I have said. It would be nice to feel that you too believe that this is an issue of grave importance. Please understand the elderly and disabled have been handicapped by this. We need and are asking for immediate help in figuring out how to compensate the elderly, disabled, and visually impaired. Thank you

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**40) Name:** Noah G

**Representing:** Myself

**Topic:** Prioritize service over fare gates

**Comments:**

Fare gates on metrolink would have severe consequences for the usage of this system, and would even further reduce confidence in the system by daily users. Returning to double car service and increasing frequency to 15 min on each line should be the number one priority at metrolink, and a \$56M money sink into enclosing our open-format metro system due to private interests cannot take precedence over these more systemic issues.

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**41) Name:** Nancy E Aguilera

**Representing:** Self

**Topic:** Public Transportation

**Comments:**

As a person with disabilities, public transportation funding is important to me. In the past, I have primarily relied on public transportation to get to work and class. Unfortunately, I stopped using Call A Ride, because I couldn't book a ride; I kept getting busy signals when I called; I gave up on this service. This is despite that I'm very low vision and that some of my classes got out late at night. There is no reason that the Call A Ride service should be in such disarray. Other cities that have comparable services use Yellow Cab or Uber to book excess rides. For most of my life I lived in the west coast and I never experienced the transportation barriers that I've experienced in St. Louis. This transportation challenge has made me consider leaving St. Louis once I receive my graduate degree. I want to live in a place again in which I don't have to worry whether I'm able to get transportation or book a ride or whether I have enough money for Uber to get to and from places.

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**42) Name:** Justin Wallen

**Representing:** self

**Topic:** Concerns regarding service cuts and impacts on employment accessibility.

**Comments:**

Dear Members of the Bi-State Board of Development,

I am writing to express my deep concerns and frustrations regarding the recent bus service cuts, which have had a severe and detrimental impact on the ability of many individuals to reliably access employment opportunities.

In 2008, utilizing the bus services provided by Bi-State was a reasonably efficient means of transportation, with trips taking approximately 1 hour to reach various destinations. However, the recent cuts to the bus services have resulted in a significant decline in reliability and efficiency. What once was a one-hour journey now often extends to an excruciating 3-hour ordeal, making it increasingly challenging for individuals to maintain gainful employment.

This extended travel time has far-reaching consequences on the economic well-being of our community members. Longer commutes not only lead to increased stress and fatigue but also limit the time available for individuals to dedicate to their jobs and personal lives. The unreliable and prolonged bus service is particularly burdensome for those who depend on public transportation as their primary mode of commuting.

It is crucial to recognize that reliable and efficient public transportation is a cornerstone of a thriving community. Access to timely and affordable transportation is directly linked to employment opportunities and economic stability. The current state of the bus services undermines these fundamental principles, jeopardizing the livelihoods of many hardworking individuals who rely on them. I urge the Bi-State Board of Development to reconsider and prioritize the restoration of bus services to their previous levels. Doing so will not only alleviate the hardships faced by commuters but also contribute to the overall well-being and prosperity of our community. I believe that by addressing these issues promptly, we can work together to build a more resilient and accessible public transportation system that serves the needs of all members of our community.

Thank you for your time and attention to this matter. I trust that you will consider the impact of these bus service cuts on the lives and livelihoods of those who depend on public transportation.

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**43) Name:** Wendi Neckameyer  
**Representing:** concerned citizen  
**Topic:** paratransit

**Comments:**

I am not directly impacted. But I can tell you of numerous friends and colleagues who rely on Call-A-Ride for transport to work, medical appointments, food shopping, and other basic needs. They do not have the luxury of having unexpected issues or emergencies – if they need to see the doctor, they cannot rely on Call-A-Ride (since three days in advance are required, and the reservation may not be accepted). If a doctor's visit needs to be rescheduled, they are penalized for not using the original date. There is simply no flexibility. Hold times for calls are unacceptable (I have directly witnessed colleagues on hold for more than an hour trying to get a ride scheduled). I have colleagues who have spent 3-4 hours on the bus just trying to get home after a full day's work. Obviously, using Call-A-Ride for leisure activities is thus not feasible – which has a direct impact on area restaurants, shopping, event facilities, etc. The lack of public transportation means that St. Louis is an inaccessible city – not good for tourism, and certainly not good for its residents.

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**44) Name:** Kelly Stewart  
**Representing:** Paraquad  
**Topic:** Transportation

**Comments:**

I live and work in St. Louis county and have heard and seen the crisis with reliable transportation specifically for the disabled community. Safe and reliable transportation is a key predecessor for community members to gain employment and have equitable opportunities. Please consider prioritizing the transportation shortfalls that cause systematic issues.

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**45) Name:** Cynthia Wunderlich  
**Representing:** Citizens  
**Topic:** Call-a-Ride

**Comments:**

Call-a-Ride services are extremely valuable for getting people that do not or cannot drive to medical appointments.

Additionally, the service made it possible for a former co-worker's relative to get to his job at one of the Sheltered Workshops, making a huge difference in his life and enabling everyone in their household to get to their jobs on time.

We do need to assist those who cannot drive to get to appointments and help them realize as much independence as they are capable of.

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**46) Name:** Seyoon Choi  
**Representing:** Myself – & my allies  
**Topic:** Public Transit is My Gateway to Economic Freedom and Personal Independence

**Comments:**

To the BI-State/Metro Board of Commissioners,

I'm a 23-year-old graduate student at Saint Louis University, I rely heavily on the Metro transit fixed-route buses, Metro Link and call-a-ride services. The recent cutbacks in bus routes, frequencies, and particularly in Paratransit services, have drastically affected my daily life and that of many others in our community.

As a blind individual, my independence and ability to contribute to our city are heavily connected to the accessibility and reliability of public transportation. The recent reductions have turned simple tasks, like commuting to internships at Paraquad to my part time job at the west county center, engaging in leisure activities, and attending to essential errands, into significant challenges. I'll further stress that these changes do not just impact me but also severely affect many who depend on public transportation for their autonomy and societal participation.

The modernization and prompt improvement of the Metro Paratransit system is crucial. As our city evolves, so should the support systems for people with disabilities. The Call-A-Ride Paratransit services

are not just a mode of transport but a lifeline that empowers us to navigate our city with dignity and normalcy. The current state of this service, hindere severely dby delays and inefficiencies, directly impedes on our ability to live independently and actively engage in our community.

While I understand the complex operational challenges, including recent labor shortages, that influence transit service decisions, we must look to other metropolitan cities that continues to operate modern, efficient fixed-route and Paratransit services. I urge the board to consider the profound impact of these service reductions on the lives of people with disabilities and those who unfortunately continues to feel discouraged from using metro transit in a fear that it's simply too unsafe nor infrequent. Our public transportation system should epitomize inclusivity, rooted in the word "public". Public transit meaning for everyone. It's only possible when the system grows and makes sense for our community members to depend on.

I strongly advocate for the board of commissioners to re-evaluate the recent cutbacks and prioritize the enhancement and expansion of services, including a modern, efficient, and responsive Metro Paratransit system. The commitment of St. Louis to inclusivity and the welfare of all its residents, especially those with disabilities, is paramount and should be reflected in our public transportation policies. I further urge Metro to consider engaging with Metro's customers to better understand and collaboratively work as a team on what a modern public transit system should look like, and engaging with external public transit consulting firms and experts in this area.

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**47) Name:** Ginny Orthwein

**Representing:** Stephen Orthwein Center

**Topic:** Transportation

**Comments:**

Every single person that comes to The Stephen A Orthwein Center comes there because they want the best quality of life they can have with their disability. We have provided unique equipment not found anywhere else in the region for people with disabilities. Now they need to be able to be transported to the Center when they do not have a way to get there. They all are working for the highest quality of life they can have. Thank you, Ginny Orthwein

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**48) Name:** Aamna Anwer

**Representing:** self

**Topic:** paratransit system

**Comments:**

Hello, I care about people with disabilities, and now is the time to solve the problems with the paratransit system in the St. Louis region. Thank you.

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**49) Name:** Wendi Neckameyer  
**Representing:** Paraquad, Inc.  
**Topic:** paratransit

**Comments:**

I am commenting on behalf of several friends and colleagues who are Call-A-Ride Users. My first attempt has not been acknowledged. My friends and colleagues depend heavily on Call-A-Ride for basic needs – healthcare, food, employment. They do not have the luxury of using it for leisure activities because it is overly time consuming to make reservations, there are several restrictions, and there is no flexibility if needs change. This significantly impacts their quality of life as many times there are issues addressing the basic needs mentioned above. Integration into the community is not possible without fluid access to public transport for individuals with disabilities. I have personally witnessed friends and colleagues have rides cancelled, who cannot come to work because they were unable to get transportation, or who endure rides to or from the appointment/place of employment lasting over a few hours. The impact on the St. Louis economy is significant – obtaining transportation is so difficult that they must reserve it for basic needs and limit any leisure activity use.

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**50) Name:** Deanna Snowden  
**Representing:** self  
**Topic:** Importance of public transportation and Call-a-Ride

**Comments:**

When I worked at Webster University's main campus in Webster Groves, MO, I studied the timetables of the Bi-State mass transit system, and I determined that it would take WU's students in the North City and County areas of STL as much as three hours to get to campus for a class. Our public transportation system is not only essential, it needs to be improved. Have you priced automobiles, licensing them and insuring them lately? Inflation has added a terrible burden on those who thought they were part of a middle income group. You may be able to deduce that the financial burden of the poor makes it imperative to have public transportation readily available to relieve some of that burden.

When I was a caregiver for my mother, it was a Godsend to have Call-a-Ride a phone call away for doctors' appointments. It was also a blessing to be able to pay our way for non-medical outings.

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**51) Name:** Robyn Wallen  
**Representing:** Self  
**Topic:** The economic cost to a segment of the population typically on fixed. incomes.

**Comments:**

Dear Commissioners, I think it is vitally important you fully understand how much it costs a disabled person or a senior when there is no viable public transit option that works. Unfortunately, because most of you have access to a car you are not truly able to understand so I am going to show you what we can spend. Here is a breakdown of the places we often go and the cost. This past weekend we went to two meetings at the St. Louis Society for the Blind. One was Friday night and one was Saturday afternoon.

Friday night using Uber from our home in the West County area to Manchester and Brentwood it was \$23 including tip to go and \$22 including tip to return. Saturday afternoon it was \$22 going and \$21 returning for a total of \$88 split between my partner and I in just two days. If we need to take an Uber (cheaper than a taxi) to our local grocery store it will be about \$7.50 before a tip of probably \$3 each way which means a simple trip to the grocery store will cost me around \$21. If we go to our Ophthalmologist appointment which is in Ladue it will cost us \$25 each way for a total of \$50. if we want to go shopping at West County Mall our closest it will cost us \$20 each way for a total of \$40. So if we just do these trips in one week we will have spent a total of \$199.00. That is a lot of money for anyone but particularly when you are living on retirement and or social security. Keep in mind these are during non-peak times. That is basically \$200 that could go to food rent and utilities. Even if we don't do these things every week they do add up quickly.

I understand some of you will say what about relatives and friends. Many people don't have that option and even if you do there are usually emotional and logistic costs. There is no autonomy in relying on others and more often than not as nice as people can be they cannot always go when we need or want them to go somewhere. How would you like for someone to dictate when you could go to the store or go shopping as opposed to making your own choices?

We also know some of you will say what about the delivery services. Sure they work but if any of you have ever used them you understand that most food costs are marked up significantly and that there are other fees even with memberships. Not to mention the fact that sometimes you cannot get what you want and you cannot choose the quality of your meat and produce. Online shopping is great but not always for clothing and sometimes you just want to browse.

I understand that a lot of you are unaware of the economic cost and can only see this from the lens of an outsider so I am putting it right there in front of you. You may ride the buses by choice but for many of us buses and Call-A-Ride were our only economical way to navigate the area. When routes were cut and Call-A-Ride services were lost you put a huge financial burden on us all.

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**52) Name:** kerry R baider

**Representing:** All persons who require public transportation

**Topic:** Paratransit Services are crucial for disabled residents

**Comments:**

11-13-2023

I am writing to express my concerns about the problems with the Call-a-Ride system. Their cuts in services have significantly negatively affected persons with disabilities..I understand that there are staffing shortages, but many disabled people rely on these services daily, including work, medical appointments and so many other things that people without disabilities take for granted.

People with disabilities already encounter so many obstacles in their lives. I believe this issue should be a priority for our metro area. Other cities have addressed this situation with on-demand paratransit, which frees up vans and drivers to use the wheelchair equipped vehicles to go where they need to go. This has been a great solution in other cities. There are probably numerous ways to solve this problem . However. the problem seriously needs to be addressed.

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**53) Name:** Michaela H Purcell

**Representing:** Self

**Topic:** Transportation security for disabled individuals

**Comments:**

Good day,

I have been a resident of St. Louis Metropolitan area for more than 60 years and am a nurse by training.

It has come to my attention that a large number of physically disabled persons rely on but are hampered by inconsistencies in accessible public transportation. Transportation is essential to those with disabilities in order to keep and succeed in employment, effectively participate in their health care as well as vital activities of daily living.

Please focus on making public transportation for those with disabilities more available and reliable as is required by law.

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**54) Name:** Dianne Cummins

**Representing:** SMART

**Topic:** Call-A-Ride

**Comments:**

I can not go to the LDS St. Louis building, which is where there are 2 yearly meetings. The building address is 15081 Clayton Rd, Chesterfield, MO 63017. The buses don't run on Sunday. It seems to me that that is working against my freedom of religion. I used to go to that church every Sunday on Call A Ride and then they enforced the rule of the bus routes and I had to move to the Frontenac Ward. But now I am not able to go when it is the St. Louis Stake Bldg. I just think that there should be a way to pay a special fare.

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**55) Name:** Anna Schell

**Representing:** S.M.A.R..T

**Topic:** Call A Ride has had problems for a long time.

**Comments:**

The problems with Call-A-Ride are not new and have been going on long before 2020. It is not just a labor shortage or money issue. These problems have been ongoing for a long time. It is time to take a hard look at the problems. I feel that an outside consultant could do this objectively and could point out the real solutions. Someone who can be objective and unbiased. Nothing is going to change if the Board of Commissioners does not insist on this.

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**56) Name:** Tracy Anderson  
**Representing:** SMART and MCB  
**Topic:** Metro funding

**Comments:**

We would like to see Metro increase the number of drivers from 50% to 80 to 90% of the Para transit drivers they are funded for. we would like to see the pay be equal to that of the fixed route drivers. We would like to see improvements in the software used for scheduling by offering real time notifications to passengers of schedule times and changes.

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**57) Name:** Tina Anne Wong  
**Representing:** smart advocates  
**Topic:** the board

**Comments:**

I propose:

\*\*that at least a few people who identify as disabled or elderly be on the board

\*\*all board members need to use public transit at least once a month (if not before)....and all forms of it....bus, train etc.

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**58) Name:** Tracy Anderson  
**Representing:** SMART and MCV  
**Topic:** Community engagement

**Comments:**

I would like to see Metro, create a focus group, including the public in decision, making for transit service in St. Louis. The meetings Metro has are required to be public, yet we are only able to leave public comments and not engage with the members of Metro. The focus group should include writers, Management and elected officials. We would like to have some input on things that serve the public.

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**59) Name:** Rachel Heeb Desai  
**Representing:** Paraquad  
**Topic:** Call-A-Ride Paratransit

**Comments:**

When public transportation, including paratransit services, don't meet the needs of St. Louis community members, everyday life is majorly disrupted. From gym workouts and therapy sessions to lunch with friends and a part-time job, these important life activities are much harder to accomplish. We are relying on you to better support our community's transportation infrastructure! Please do better.

---

**60) Name:** Rev. Mary Albert  
**Representing:** St. Louis Residents Living with Disabilities  
**Topic:** Restoring Call-Ride Service

**Comments:**

I strongly urge you to keep working at solving the issues with Call-A-Ride which led to denying 7,000 requests for rides in the month of August! That means 7,000 missed opportunities for necessary appointments and life-supporting connections. As a community we can, and we must, do better than this. I applaud you for having hiring events to address your shortage of drivers, and I appreciate your pledge to handle calls in a more timely fashion. Our community needs you to keep making efforts to repair and rebuild our Call-A-Ride service. Please make this a priority. Keep working on it until our neighbors living with disabilities let you know you have succeeded!

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**61) Name:** Sylvie Williams  
**Representing:** Myself  
**Topic:** Transportation call-a-ride

**Comments:**

I have serious concerns for the disabled people in our community who cannot get to work due to public transportation problems. Our most vulnerable citizens are trying to hold down jobs and rely on call a ride. We need to be better for them.

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**62) Name:** Alison Chancellor  
**Representing:** Myself  
**Topic:** Lack of public transit, and Metro that sees no problems

**Comments:**

What public transit? I used to go everywhere but now, I have anxiety about how independent I can be on a given day. I'm visiting another state in a few weeks just to get some autonomy back. It's so sad, really.

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**63) Name:** Vernon Kays  
**Representing:** Epiphany UCC  
**Topic:** Improve dial-a-ride for disabled

**Comments:**

I am from a community of faith that cares about the needs of our neighbors – and many of our neighbors DO need public transit to get to work, shop, medical appointments, visit family and friends, etc.

The August 2023 operations report from Metro shows there were more than 7,000 denied Call-A-Ride trips that month.

Our region must find a way to provide reliable transportation to neighbors living with disabilities.

---

**64) Name:** Wes Buchek

**Representing:** Those who need transportation

**Topic:** Call-a-Ride

**Comments:**

Hello,

I hope you are taking seriously the needs of many people in St. Louis who depend on Bi-State and Call-a-Ride. Is it true that more than 7,000 Call-a-Ride trips were denied? I can understand that things happen...so a number like 10 or 20 or 50 or even 100 might happen. But...7,000? That's shameful. That's problematic. That's 7,000 people who can't get to where they need.

I hope you will keep working to provide transportation for all!

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**65) Name:** Charlotte Kathleen Logan Smith

**Representing:** Self

**Topic:** Call a Ride & Transit

**Comments:**

Dear Bi-State,

I write as a person who is a member of a community of faith that cares about the needs of our neighbors – and many of our neighbors DO need public transit to get to work, shop, medical appointments, visit family and friends, etc. I know people of all ages and abilities who absolutely rely on public transit – to the extent that it may be relied on. The blind, disabled, elderly, young, and ambitious in our community can be reliable parents, reliable employees, reliable volunteers, reliable voters, reliable shoppers, reliable citizens & creators, and reliable tax payers when they can rely on Bi-State to get them to appointments, interviews, laundromats, schools, events, stores, and family members. And sadly, they cannot rely on BiState at this time. The disabled community is particularly impacted when Call-A-Ride is down.

The August 2023 operations report from Metro shows there were more than 7,000 denied Call-A-Ride trips that month.

For the sake of our own success, our region must find a way to provide reliable transportation to neighbors living with disabilities. A disability does not eliminate one's ability to contribute to community, to be happy, and to maintain relationships. All of us can experience disability at times in our life and we will need help getting places when we cannot drive due to injury or illness. Let's get the Call-A-Ride system working well for everyone.

I know that even more people would use Bi-State transit if it was reliable. So many young folks 16-30 have no interest in driving and with the price of automobiles and insurance, have no means to travel by personal automobile. When they can trust that BiState will get them to their destination safely, they will jump aboard.

We appreciate your efforts to address the labor shortage and commitments to upgrade software, and improve phone capacity for peak call times. Signing a contract with an ADA consultant is good and would yield even more robust results if you listened directly to your riders and would-be riders. Please consider spending a day yourselves, as a board, together traveling from the Bi-State Office to north county, the Metro East, South County, West County, and back on public transit with no special accommodations except a chair of the meeting, a microphone, lunch and bathroom stops along the way. The understandings you would gain would strengthen your leadership of this essential agency.

Thank you for your service to our region.

May you be guided with compassion and wisdom, and find the support and strength you need.

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**66) Name:** Karen Sell

**Representing:** Self

**Topic:** Reliable transportation for the disabled.

**Comments:**

I am a retired dialysis social worker. I have been retired for seven years. When I was still working, Call-a-Ride was the most reliable transportation for non-driving dialysis patients. I hope that in the near future, Bi-State can again provide excellent service to the disabled in our community.

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**67) Name:** CallLois Yatzeck

**Representing:** Epiphany UCC

**Topic:** call-a-ride availability

**Comments:**

People with disabilities need special help with transportation, even if they have a car. Without one, their life can become unmanageable. I urge you to make an effort to provide reliable service for those who need your help. Thank you.

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**68) Name:** Mary Hale

**Representing:** Mary Hale

**Topic:** Metro Transit system

**Comments:**

November 13, 2023

Bi State Board of Commissioners,

As a consumer of the Metro Transit system I have seen it deteriorate. When I moved to St Louis I was informed that the St Louis Paratransit Call A Ride was working really well & very helpful. It was nice to be able to have a transit system that I could depend on. It was reliable to the point where if I had a medical appointment, I knew I could call in 3 days ahead & get reasonable times for pick up & return to home.

Most of the drivers were extremely nice, very helpful & knowledgeable of how to deal with people with disabilities.

Unfortunately the current Metro Transit system is broken. It is not reliable. It is not dependable. If a ride is even available, the times offered are just not suitable. As a Deaf-Blind person, I can not be expected to be dropped off at a location before it even opens or picked up after it closes. I can not wait in the outside weather elements of cold, snow, rain or extreme heat, especially now that many arrival times are running late.

I truly feel that the Metro Transit system has let the city of St Louis down. It reflects bad on the city to have a transit system that is obviously not managed well. Using old computer system is just one of the issues. All the former good Call A Ride drivers are gone. Replaced with new drivers that simply do not understand the needs of those with various disabilities. Common courtesy [or common sense] is no longer there in many cases.

I feel that any board of commissioners, needs to be filled with commissioners from all walks of life that it oversees. This includes the many qualified from the large list of those with disabilities. Please consider to do the right thing & fill the empty commissioner seats appropriately with the recommendation of the many who are qualified & actually care.

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**69) Name:** Amanda Verbeck

**Representing:** Self

**Topic:** Call-a-Ride services

**Comments:**

There are so many people who depend on reliable and accessible Call-a-Ride services. For many of them, it is their only option for transportation. You have the ability to make sure these services are provided. Please do!

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**70) Name:** Brad Hale

**Representing:** Mary Hale

**Topic:** Metro Transit

**Comments:**

11-14-23

Bi State Board of Commissioners,

I am writing to you in regards to the current status of the Metro Call A Ride situation. My Mother relies on public transportation to get to her various medical appointments, errands and activities. She is a very proud and independent woman.

However she can not rely on Call A Ride the way she used to. I have seen her wait many times for longer times for many delayed arrivals. She is always on time for her pick up time given. In fact she always is ready and waiting even before the pick up time given so she will not miss it. How sad is this?

I know there is an issue with shortage of employees everywhere these days. But I also understand that the Call A Ride drivers are paid much less than the fixed route drivers. This does not make sense at all. It is very obvious that Call A Ride drivers have a higher level of responsibility. Helping others with the so many different levels of needs due to disability requires more.

I am in hopes that someone on this board of commissioners will actually do the right thing and step up and make it possible to correct and improve the Paratransit Call A Ride again. What is happening these days for everyone, not just those with disabilities is deplorable.

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**71) Name:** Lee Hladky

**Representing:** Unsure

**Topic:** Call a ride

**Comments:**

Call A Ride deserves more resources. It should be 100% dependable to ensure that disabled and elderly folks are not discriminated against or limited in opportunity. Many people with issues that lead to them being unable to drive have appointments and activities that are crucial to their continued health, betterment, and productivity in our society, and if those people aren't able to consistently be transported to those, then the City of STL is leaving them behind and neglecting members of our population. This is unacceptable. Please improve the dependability of Call A Ride.

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**72) Name:** Mark Harris

**Representing:** Self

**Topic:** Call A Ride

**Comments:**

Don't use Call A Ride currently. Have given up. Wait time in phone, if you get thru at all, make Call A Ride way inconvenient. When you do get thru, convenient or reasonable times for trip one way or round trip either are not available or not convenient. Would like to see "on demand" ride share service available for all Call A Ride trips.

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**73) Name:** Brita Weight

**Representing:** Citizen

**Topic:** Accessible, efficient and functional Transportation for Everyone!

**Comments:**

Commissioners,

I have worked in the St. Louis Region serving individuals with disabilities for the past 29 years. Transportation has been a challenge for all of that time! There have been times it has functioned a little better than other times, but generally inefficient and as of yet only minimally helpful in helping those with disabilities to access the broader community. I realize that public transportation is never a money maker and always needs public dollars to effectively full fill it's role in communities. In light of the constant challenge in todays world to find people willing and able to work, it seems to me that a greater

investment in public transportation that works efficiently for everyone – including those with disabilities is a critical piece of the puzzle. Statistics show that those with disabilities are more likely to be unemployed and underemployed – I believe this also hold true for those that struggle with the impacts of poverty. Public Transportation that functions efficiently and opens up community life in the broadest way has the potential to be a significant contributor to maximizing human potential and full participation in Life!

Thank you for what you do as a Commission, I know it is not easy but it is critically important for individuals, families and for our community as a whole!

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**74) Name:** Tina Anne Wong

**Representing:** SMART

**Topic:** access and availability

**Comments:**

I do not identified as disabled. But I believe transit should be accessible to all. I believe the council needs to have at least a few people disabled people on the board. Plus ALL board members need to use public transit at the very least, once a month. Safe, affordable, accessible transit is a necessity for all because of climate change and leaving a livable world for our children and everybody.

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**75) Name:** Katie

**Representing:** SMART

**Topic:** Friends cannot come over.

**Comments:**

My wheelchair using friends can no longer come to my house. Bi-state is not fair. I use a chair too and know limitations. Changing routs like you have is cruel and discriminatingly painful.

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**76) Name:** Jamie Gilley

**Representing:** Public Transportation

**Topic:** Public Transportation

**Comments:**

Dear Commissioners: I am a resident of Maryland Heights. I believe that the St. Louis Region cannot succeed without a public transit system that works for ALL people, including folks with disabilities. Right now, many of the more than 325,000 people with disabilities in the St. Louis metropolitan area are having difficulty getting to work, shop, medical appointments, houses of worship, recreational opportunities, and to social time with family and friends. People with disabilities deserve full and active lives instead of being treated like second class citizens. Please do all you can to repair Metro's broken system, and do this as fast as you safely can.

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**77) Name:** Nancy Billingham  
**Representing:** Myself  
**Topic:** BiState Call-a-Ride

**Comments:**

Problems with the BiState transportation systems, and especially with Call-a-Ride, have recently come to my attention and concern me greatly. The St. Louis area cannot thrive without a safe, clean and responsive public transportation system that adequately meets the needs of its citizens. Reliable service for elder and disabled members of our community must be part of the equation. I urge you to take whatever steps may be necessary to correct the issues brought to your attention by the STL Metropolitan Alliance for Reliable Transit (SMART).  
Thank you for your attention to these matters.

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**78) Name:** Laura Cohen  
**Representing:** self  
**Topic:** Service for people with Disabilities

**Comments:**

Dear Commissioners:

I live in the City of St. Louis and believe that our region cannot succeed without a public transit system that works for ALL people, including those with disabilities.

Many people with disabilities in the St. Louis metropolitan area are having difficulty getting to work, shop, medical appointments, etc. People with disabilities deserve the same service as everyone else! Please do all you can to restore Metro's service ASAP.

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**79) Name:** Elizabeth Brown  
**Representing:** Myself and others similarly affected  
**Topic:** Para-Transit System

**Comments:**

I no longer utilize Call-A-Ride because I've found it totally insufficient to meet my mobility needs. Things such as late arrivals or not arriving at all make it difficult to utilize this service. The fact that only curb to curb service has been available since the conception of this particular para-transit system makes it impossible for many who have multiple disabilities to utilize their existing service.

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**80) Name:** Rev. Dr. Susan M. King  
**Representing:** myself  
**Topic:** Persons with disabilities

**Comments:**

Public transportation is part of what makes a community livable and accessible to all. It is especially important that our public transportation services serve persons with disabilities. Please keep these neighbors in mind when making plans and decisions. Thank you!

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**81) Name:** Latoya Chauncey  
**Representing:** Paraquad, Inc  
**Topic:** SMART Virtual Rally for Public Transit that Works

**Comments:**

Greetings Commissioners. I am a south city resident that lives in Holly Hills. I was my mother's care giver for several years, and I know what a blessing Call A Ride can be to those of us who need it. When my mother lost her legs, and I was no longer able to drive her, Call A Ride was a godsend to allow us to go out to the store and restaurants and helped add to her/our happiness. I could not have transported her without Bi-State, and I will always be eternally grateful. Regretfully, I have also seen people who have been stranded after a drop off and forced to wait for hours after long, painful doctors' appointments and long days at work. I have witnessed those disappointed because their pick up was so late that they missed an important event. It is unacceptable and not right. People need reliable, accessible transportation. Our Declaration of Independence says that people have the right to life, liberty, and the pursuit of happiness. Please, support people with disabilities and do all and everything you can to help our St. Louis transit system pursue those rights.

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**82) Name:** Stephanie the bottom McDowell  
**Representing:** Self  
**Topic:** Reliable, transportation

**Comments:**

Reliable transportation is very important to my daily life. I use it to get to work, doctors appointments, grocery shopping and more. Better transportation is, the more I will be able to be part of my community and enjoy the wonderful thing St. Louis has to offer.

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**83) Name:** Kathleen Reilly  
**Representing:** Individuals with developmental disabilities  
**Topic:** Lack of transportation

**Comments:**

I serve individuals who have developmental disabilities. Many of the people we serve have elderly parents and little support. They need to attend day programs for health and safety reasons. Without transportation, they are at risk. There are not enough providers to meet the needs of the individuals served.

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**84) Name:** Stephanie McDowell

**Representing:** SMART

**Topic:** Reliable transport

**Comments:**

I have used public transportation, my whole adult life. I use it to go to work, doctors, appointments, shopping, and other things. It allows me to be part of my community and enjoy what it has to offer. Please update equipment and policies to provide better services for all.

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**85) Name:** Chance Fox

**Representing:** SMART

**Topic:** Call-A-Ride

**Comments:**

I write you today to implore for improved Call-A-Ride access, including manpower and funding. Many members of our church congregation with disabilities would benefit exceedingly from improved transportation options. As is, it is difficult for them to find means to the meetinghouse on Sundays. Call-A-Ride has become dysfunctional and is no longer an option for many. I greatly appreciate your consideration of this request.

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**86) Name:** Lea Anne Little

**Representing:** Lea Anne Little

**Topic:** Quality Call-A-Ride services for Metro St. Louis

**Comments:**

To Whom It May Concern:

People with disabilities share the same values as people without disabilities. We want to participate socially, be employed, and as self-sufficient as possible. For these quality of life issues to be available we need dependable, quality transportation. We need to be able to make calls in a timely manner to make our medical and other appointments. We need to get to work on time and return home following our work day without waiting for our transportation to arrive. We need to grocery shop and have a way to go to visit friends and so on. Call-A-Ride, the public transit in St. Louis, has needed upgraded to truly assist disabled people in St. Louis Metro for a long, long time. I fully support Bi-State repairing this broken public transportation system.

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**87) Name:** K Wentzien

**Representing:** Senior citizens

**Topic:** Call a Ride

**Comments:**

It has come to my attention that reliable public access to Call a Ride is dysfunctional. For 2 years I drove my husband to dialysis treatment 3 days a week. I would see the Call a Ride vans and since we are in our

80s and we were on walkers Davita encouraged me to use them instead. I had started to look into it but my husband passed in May and I stopped. But what I learned was they were overwhelmed and there was no way we could have used them. Fortunately I have family options and resources, but many do not and reliable service is critical to their health. Please fix it! I know it's not easy but thank you for whatever you can do!!!

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**88) Name:** Lori Becker

**Representing:** Starkloff Disability Institute

**Topic:** Urgent call to restore service

**Comments:**

My name is Lori Becker, and I am writing to you as the CEO of Starkloff Disability Institute, a nonprofit organization dedicated to advocating for the full and equal participation of people with disabilities in all aspects of society. As a person who is legally blind, I am deeply affected by recent decisions made by the Bi-State Development Agency and Metro Transit that have led to severe budget cuts and service reductions, particularly impacting the paratransit system, Call-a-Ride.

I am not only expressing my personal dismay but also voicing the collective frustration and anguish of the community we serve. The decisions to curtail public transportation services, especially those designed to cater to individuals with disabilities, have left many members of our community stranded and isolated. The ramifications of these cuts extend far beyond inconveniences—they infringe upon the fundamental right of individuals with disabilities to access their communities, medical facilities, educational institutions, and employment opportunities.

It is disheartening to witness such a disregard for the needs of the largest minority group in our society, a group that already faces numerous challenges in navigating a world that is often not accommodating to their needs. The intersectionality of disability with other marginalized identities further compounds the barriers faced by our community members, exacerbating the inequality and isolation they experience.

As a person who is visually impaired, I rely on public transportation, just like many others in our community. These recent decisions have not only impacted my personal mobility but also shaken my confidence in the commitment of Bi-State Development Agency and Metro Transit to uphold the principles of inclusivity and accessibility.

I implore you to reconsider these drastic cuts and work towards a solution that ensures the uninterrupted access of people with disabilities to public transportation. Our community deserves the right to move freely, participate fully, and contribute meaningfully to society.

I urge you to work collaboratively with the members of advocacy groups, listen attentively to their requests, and explore collaborative solutions that prioritize the well-being and inclusion of people with disabilities in our community. Please consider this letter not only as an expression of my personal disgust but as a plea for empathy and understanding.

Thank you for your time and attention to this critical matter. I look forward to your prompt and positive response.

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**89) Name:** Evie Hemphill

**Representing:** Myself

**Topic:** Ongoing hardship for riders and operators

**Comments:**

Hello, Bi-State leaders. The decisions of late to further cut bus service and also run only half trains (now for six or more weeks and counting) have created distress for riders, operators and security personnel. I know times are tough, but as a public agency, Bi-State/Metro owes the public and particularly its rider base transparency and clear information about this ongoing, stressful situation (the single-car MetroLink operations). I appreciate your operators and their fellow on-the-ground workers so much, and transit is truly one of the most key ingredients to address the urgent issues facing our city, our nation and our world. But we need to know what's going on, how long this obviously failed "pilot" will last, why our pleas about the problems it's causing go unanswered, etc. It is shameful to talk up the idea of a N-S MetroLink and splash celebration about the U.S. secretary of transportation's visit and new MetroLink cars when your average current bus and train commuters (and operators) have it so hard. We are literally part of the solution to things like climate collapse, congestion, traffic violence and more ... and we get a shorter and shorter end of the stick. I have been a St. Louis transit enthusiast for 13 years now, and I am heartbroken at the continuing lack of progress. Please make this right!

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**90) Name:** Keasha Orban

**Representing:** S.m a.r.t

**Topic:** Callaride map

**Comments:**

I've used call a ride for many years and just when I needed the most the map of the pickup area shrunk and part of my street is now not on the map and I happen to live on that part of the street. So now I have to walk a third of a mile down to a neighbor's house to be picked up. And I don't live on a street really I live on a lane so there are no sidewalks and it's very hilly. I'm not looking forward to this winter when I need to get to my knee doctors appointments. I am waiting to see when they are ready to do a knee replacement on me.

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**91) Name:** Gail Ahumada

**Representing:** Myself

**Topic:** Call a ride

**Comments:**

Call-A-Ride is essential to permit disabled people to be self-supporting. I urge you to do everything possible to strengthen this service.

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**92) Name:** Rick Zucker  
**Representing:** Myself  
**Topic:** Call-A-Ride

**Comments:**

As you can see from the large majority of comments, Call-A-Ride has problems. Comparing 1Q '24 to 1Q '23, bus ridership is down 1% while Call-A-Ride is down 17%. The Call-A-Ride service has become so bad, disabled people are giving up on the system. For the people who are still requesting Call-A-Ride, 1 out of 6 (16%) is being denied a ride due to unavailability.

The Call-A-Ride problems are solvable.

1. Listen to the disabled community: Open meetings should have an interactive, comment session. (See Jeanette Mott Oxford Comments)
2. Represent the disabled community: At least 1 of the 10 commissioners should have experience with disability issues.
3. Hire more Call-A-Ride Operators: eliminate the pay disparity between bus operators and Call-A-Ride operators.
4. No need to reinvent the wheel: Hire a consultant to advise on best practices for serving the disabled community, including modernizing technology.

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**93) Name:** Dominick Del Azodi  
**Representing:** Personal  
**Topic:** Para-Transit

**Comments:**

Hello,

I am writing to express my support for improved para-transit in the St Louis region. Many of the people relying on services like call-a-ride have no other options and the failing state of that service and others is having a severely negative impact on their lives. So I encourage you to take the necessary steps to stabilize and modernize the transit systems that many people need in order to support themselves and contribute to our region.

Thank you,

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**94) Name:** Veronica Morrow-Reel  
**Representing:** S.M.A.R.T. Advocates,  
**Topic:** Allow Individuals with Disability to provide input on decision regarding services

**Comments:**

Mr. Roach,

I am sure that it is your intent to assure MetroBus, MetroLink, and Call-A-Ride provide top quality service for those that utilize these forms of transportation. I offer to you that when one seeks to look for ways to improve upon services it offers the clientele it serves and future clientele, that the last thing that should be done is to seek information or ideas from individuals who do not utilize those services.

Would you consider a possible meeting with some of our leadership so you can hear firsthand the many great ideas for FREE as to ways we can work together to improve MetroBus, MetroLink and in particular Call-A-Ride Services?

When many individuals hear the word disability, they think those that may fall under this category as being unable to contribute anything of great importance to society. But this caused them to miss an opportunity to work with critical thinkers, experts in a variety of fields and just all-around great folks.

We don't take lightly what you are trying to do with Call-A-Ride or its importance to St. Louis and surrounding communities. Many individuals with disabilities and families of individuals with disabilities view Call-A-Ride as one of the most unique ways to assist in promoting independence within the disabled community. This unique form of transportation has allowed many who in the past would be relegated to staying home, to now being able to be employed, attend church services, attend social events, and become well rounded community members.

We realize that in many agencies' employee shortages and other concern plague all of us, but as you seek solutions, please remember a great place to start is by engaging those that utilize your services but do so from an inclusionary lens.

Thank you for this opportunity to share and we are ready, willing, and able to assist you with suggestions, ideas and even revisions to help MetroBus, MetroLink and Call-A-Ride be the best transportation systems in the nation,

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**95) Name:** Aimee Wehmeier

**Representing:** Myself as a person with a disability

**Topic:** Call-A-Ride and public transportation

**Comments:**

Dear Commissioners,

Thank you for the opportunity to provide comment. As a person who has never walked or driven, I understand why transportation is identified as one of the top two greatest needs for people with disabilities. Imagine not having the ability to drive and using a 350-pound motorized wheelchair that can't be transported by a typical vehicle. The cost of a modified vehicle, depending on your needs, can be comparable to a Tesla. Not to mention the cost of a driver. Your access and freedom would be greatly limited. It is a broken system that is inaccessible to most people with disabilities. As a result, public transportation is often the only option. Imagine if public transportation moved from the only option to the best choice for our community, regardless of disability. I remember how amazing Phoenix Arizona was when I visited because I was able to independently access public transportation. For once, I got to experience a city without barriers. St. Louis was the first city to put lifts on buses. Let's work toward being a leader again, not doing the minimum for compliance. I know the disability community would rally around Bi-State and celebrate our collective success. Please don't ask people with disabilities to be grateful for minute improvements that would never meet your personal needs – we can do better.

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**96) Name:** Colleen Burdiss  
**Representing:** Paraquad  
**Topic:** Bi-State Transportation for Call-A-Ride

**Comments:**

Many people with disabilities are on limited income and relies on public transportation to get out of their homes to interact out in the community. They have social lives. They work part time. They have families and friends that they would like to go visit. They rely on transportation for medical appointments, hair appointments, grocery shopping or whatever they need. I am hoping to see better services and better coverage all over metro STL so people with disabilities can continue having a life and make our community more inclusive.

Thank you for taking the time to read this.

Colleen Burdiss

Independent Living Specialist for Paraquad

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**97) Name:** Paul Lonigro  
**Representing:** SMART  
**Topic:** Call-A-Ride

**Comments:**

Call-A-Ride needs to be available, accessible, and reliable for people with disabilities to meet their employment, education, medical and social needs. Unfortunately, there are significant issues with wait time, a limited service area and unreliable scheduling. I am hopeful that sufficient resources become available to address these issues.

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**98) Name:** philip deitch  
**Representing:** community member  
**Topic:** para transit

**Comments:**

I have been a disability advocate for 50 years. St Louis has done a good job building up a para transit system. This is a great help to many individuals I know personally providing them with independence and the ability to live complete lives which includes work that benefits the community at large. I am also active with several area chambers of commerce and see the benefits we get from this service. I just participated in an economic forecast breakfast gathering hosted by STL Inc which attracted over 600 business and civic leaders. We are all working hard to come together and move our region forward. Do not give this regional effort a black eye. PLEASE DO NOT CUT BACK ON THIS SERVICE. If anything we should be looking for ways to expand this.

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**99) Name:** Vett  
**Representing:** rider  
**Topic:** Thank YouFor Listening

**Comments:**

IMAGINE a well- compensated, happy & healthy Metro ST Louis Bi-State complex to include support services for drivers, engineers, facilities maintainers, mechanics, dispatchers, coordinators, union reps & management encompassing: :  
-24/7 access to affordable & qualified mental health professionals, road rage DE-stresses (physical & massage therapists, yoga, meditation, praying, reflexology, Reiki professionals;  
-Listen to the users then ergonomically design & apply.. Imagine bouncing around these streets for 8 -10 hours;  
– a 24/7 state-of-the-art Child Care facility on both sides of the River.  
Public transportation is necessary and can sustain a well-compensated, happy & healthy complex.

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**100) Name:** Christine Dragonette  
**Representing:** St. Francis Xavier Church  
**Topic:** public transportation

**Comments:**

In our ministry at St. Francis Xavier College Church, we do our best to help neighbors who are seeking housing, secure employment, and other necessary resources by supporting them with access to a photo ID or birth certificate.

Lack of dependable transportation is another barrier that many have to overcome. Most of our clients do not have income that makes car ownership possible. The reduction of fixed route bus options has made it harder for people to get to their many required appointments (job interviews, apartment viewings, meetings with probation and parole staff members, etc.).

We hope that a more robust public transportation system can be developed for the St. Louis region, including a paratransit system that meets the needs of our neighbors with disabilities.

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**101) Name:** Rev. Dorothy Gannon  
**Representing:** St. Louis community  
**Topic:** Transportation

**Comments:**

Dear Bi-State Development Board,  
Please know that you are in my prayers and the prayers of many others as you strive to adequately serve the patrons of transit and para-transit services in our region. Thank you so much for the commitment you have made to upgrade software and the phone system to better facilitate scheduling. Thank you for your ongoing hiring efforts. Thank you for consulting an ADA expert. Now I hope you will have the humility to reach out to cities like Phoenix and Boston who have found ways to make their systems serve the public more effectively in the same labor market and financial environment we find

ourselves in. Please seek the input of those who have found better ways. Please be open to the creativity of your peers. Please.

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**102) Name:** Sarah Coyle

**Representing:** People with disabilities

**Topic:** Call-A-Ride

**Comments:**

I am a St. Louis city resident and I use Call-A-Ride. Public transportation is vital in keeping a community strong. People with disabilities need to be able to have accessible transportation so that they can go to work, go to school, go to religious services and enjoy recreational activities in their community. Metro needs to restore the service cuts in St. Louis County they made which cut off services for those residents with disabilities and increase the number of trips they provide. They need to improve their telephone reservation system so it is not unnecessarily difficult to book trips.

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**103) Name:** Tim Murphy

**Representing:** SMART

**Topic:** Call a ride and Via metro

**Comments:**

I am a member of SMART. My area is no longer served by CALL A RIDE. I can use Via Metro St. Louis though. My aide also uses Via Metro 3 days a week here and then home. I used to live in a nursing home. Now not only can I use Call a Ride at all but ViaMetro does not go to my doctor's appointments either. One benefit of Via metro is that i can take it to church on Sundays. Three weeks ago I could not get to church because the system was down. I am also having trouble using the Via metro app. Sometimes my aide or me have trouble booking a ride or it takes a long time. I wish that I could take VIA metro anywhere in the St. Louis area. If I could then the system would be great! I do feel that Bi-State is making an effort to work for everybody. Thanks for letting me share my opinion.

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**104) Name:** Steven Schenck

**Representing:** self and people with disabilities who work or want to

**Topic:** Funding Too Little, Bus Routes Cut, also Call a Ride should use minivans sometimes

**Comments:**

As an individual with a disability who uses a wheelchair and cannot drive, public transit matters quite a lot. It was very disappointing to me when all the bus routes I used on a regular basis were cut either before or during the pandemic. There once was a route that went north down laclède station to the Shrewsbury metrolink. It let me roll from house to the stop at laclède station near Kenrick Park and catch the bus to the metrolink. Even more frustrating was before that when the bus route that went through the brentwood metrolink station and traveled through the dogtown area, down oakland and to the central west end metrolink. I used that route almost every day until it was cut. St Louis doesn't prioritize public transit the way other cities do – our funding for the public transit system is way too little compared to other cities, Seattle and Washington DC area for example. As someone who works in the employment supports /social services field I see people struggle all the time because of transportation,

especially with Call-A-Ride. We need more public transit funding for the St Louis Region period !! We need to modernize the computer reservations system for Call A Ride. Also why does call a ride not use any minivans for some trips ? Especially for individuals that don't need wheelchair accessible transportation it would seem to make sense. I would think you might be able to find more people willing to work as drivers if they knew they would only be driving a regular minivan. I'd love to see more funding for St Louis Public Transit, even if I have to pay a little more in some kind of taxes to fund it. It would be great, if one day we could brag how great our system is – equal to a place like Seattle or Washington DC. We really can't right now. Thank you for hearing me out. Sincerely, -Steven C Schenck

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**105) Name:** Xandi Barrett

**Representing:** Self

**Topic:** Reliable Public Transit

**Comments:**

I am writing in solidarity with SMART and as someone who relies on the 70 bus line to commute to work. Everyone deserves safe, frequent and accessible ways of moving around the region. For many disabled people in our region, that means a Call-A-Ride service that is reliable and can get them where they need to go when they need to get there.

Over my 8 years in St. Louis, I have seen an active decline in the reliability of transit as someone who relies on the transit system and my bike to get around. Specifically, three times in the last month, I have waited 45 minutes to an hour for my bus on the 70 line. The 70 line is our busiest bus line and is supposed to run every 15 minutes during evening rush hour (when I was waiting). This means that 2-3 buses should have come in the time that I waited. Previously, when this happened, there was no real-time data to let me know that I was going to wait that long. But even yesterday, when it happened again, the real-time data told me two buses would be coming in that time frame and then abruptly disappeared from the tracking system.

I choose Metro because it is good for the planet, good for my safety, good for my city, and good for my mental health. But the increasing reliability issues with transit are making it more and more difficult to move around the region. I have recently heard of several people (myself included) who have thought about opting for cycling more often because the buses aren't meeting our needs. If our ridership declines on unreliable bus service, it is not a symptom of a lack of desire to have a vibrant and useful transit system. But rather the need to have transportation that works when the current transit system is failing us. We need to build up a bus, train, and Call-A-Ride system that we can count on to show up when we need and expect it.

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**106) Name:** Alan Orban

**Representing:** myself

**Topic:** Problems with Call A Ride

**Comments:**

My wife and I moved to this specific area because of it's location for her need to use Call A Ride. Now she has to walk 1/3 mi to get into the pickup zone then the bus goes by our house after picking her up to get to the end of our dead end street to turn around and then goes by our house again to get back to

the main cross street. The option of Via will only pickup and drop off in North county. My wife has to often go to Barnes West which is NOT in North County so she can't get there that way. I've also come to learn that Via only is available IF a Via vehicle is available. If not then she can't get there especially since Via does NOT take reservations so there isn't a guarantee of a ride to or from somewhere. I now have to take time from work to get her to some appointments because C.A.R. isn't always available and Via doesn't always go where she needs to go. Sometimes she would have to take a Via to someplace where she can catch C.A.R. All of this because we are 1000 ft outside of the region that C.A.R. serves but has to drive by to turn around at the end of our street.

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**107) Name:** Keasha Orban

**Representing:** S.m a r t.

**Topic:** Callaride

**Comments:**

We moved to our street bc their was a bustop within a .5 mile and within the callaride pickup area. I had only a few problems with callaride until covid. And it was about then I found out that the bus down Howdershell blvd was canceled Then the callarde pickup area map was decreased and I found out that my address was no longer in the pickup area even though the first part of my street was. But I was told I could go to the beginning of my street and be picked up. But when the call a ride bus came to pick me up it went down the street and turned around and drove right past my house to come and get me!!!! This just seemed to ironic that they can't pick me up at my house but they're allowed to drive by my house.

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**108) Name:** Micheal Hamm

**Representing:** self

**Topic:** Call A Ride is not reliable.

**Comments:**

When I use Call-A-Ride many times they pick me up way outside the late window. Off and on I have trouble getting trips. I am not happy about the ramp on the vans because I am afraid I will fall and often drivers will not help. There is nothing to hold on to as you try to find your seat. There used to be bars you could hold on to and I feel insecure finding my seat. Sometimes I wait over half an hour on the phone.

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**109) Name:** harry m baidar

**Representing:** All persons who require public transportation

**Topic:** Paratransit Serices are crucial for disabled residents

**Comments:**

I was disappointed that the County Council changed course as fast as they did. I can only hope there is oversight for this money and it is not just going to be the same old story and nothing really changes.They need to be transparant on where the money goes. The people that rely on these services deserve to be treated with dignity and respect. That is why you are providing the service to begin with. I believe the St. Louis metro area can and should do better.

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**110) Name:** Linda Hanson

**Representing:** Myself

**Topic:** Metro Transit

**Comments:**

I wish to offer my support for better public transit in St. Louis. I have lived here since 1981—my husband is a native St. Louisan and he and his late parents/relatives have told me about the years when St. Louis had an excellent public transit system which included street cars and convenient and accessible schedules. My late father-in-law didn't own a car until he was 36-years-old because he said "why did I need a car when I could catch a bus every 10 or 15 minutes?" Unfortunately, those days are just memories of how things used to be: I would love to live to see that kind of service again in St. Louis.

I took MetroLink to/from work beginning the first Monday day it began until I retired in 2020. It was wonderful—over those years I made friends who also rode it. I continue to use MetroLink when attending events downtown and use it getting to my volunteering activity with the League of Women Voters when we register new citizens at the U.S. Courthouse (Eagleton building). In the many years I rode Metrolink, there were only a handful of occasions where there were problems with disruptive passengers. I believe my experience taking public transportation gave me a true sense of community and also empathy for the many people who had/have no choice but to use public transportation. I am fortunate that I have a car and now retired, only use public transportation occasionally (a few times a month).

I have read all of the previous commenters who are totally dependent on Call-A-Ride, MetroLink, and our buses and I find it heartbreaking that the people who most depend on public transportation in St. Louis have become so disenfranchised. We, all of us, must do whatever is necessary to bring accessibility to those who rely on safe, dependable, and convenient public transportation. I ask that every person on the Board of Commissioners please put yourself in the shoes of even just one of our citizens who have commented about how much more difficult and stressful their (already challenged) life is when they cannot trust our transportation system? Do you not think we should be accountable to their basic needs such as the opportunity to go to work, get medical care, shop, or enjoy leisure activities? Please do the right things to allow all of our citizens, especially our disabled community, the right to have accessible and reliable transportation—especially the Call-A-Ride service. I will be following your conclusions.

Thank you for reading my sincere concerns.

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**111) Name:** Malik Lendell

**Representing:** Myself

**Topic:** Revive Our Public Transit

**Comments:**

Public transit is essential for people like me to access healthcare, employment, and government services. However, public transit has faced constant cuts. Bus service times have been reduced. Trains have been reduced to single car service. Call-A-Ride has been scaled back. These cuts should not be treated as a cold calculated necessity for "efficiency." These cuts mean cutting off access to people's

basic needs, keeping riders out in the cold longer, and preventing people from returning to their families. This causes frustration in riders, and this frustration negatively impacts operators as well. Public and sustainable transit should be prioritized to promote a future of accessibility, opportunity, and environmental sustainability. It's time for St. Louis to stop allowing classism and racism influence the future of transit in the region. Reliable public transit is needed everywhere in our region. Even in communities where the loudest voices oppose it. Perhaps even more so. We need transit. And we need it to be better than our old normal.

---

**112) Name:** Anneliese Dace

**Representing:** Self

**Topic:** Why public transportation is important

**Comments:**

Hi my name is Anneliese. I've been a life-long St. Louis resident, and a student at Webster University. While I'm fortunate enough to drive to get to various places, I know not everyone around me is able to own a car or drive one. I know several people in my life who are deeply affected by our area's unreliable and unsafe public transportation to get to school, work, places of worship and social gatherings. I believe that more reliable, safe, and easy to use public transportation for college students like myself and others could make a difference for the public who depends on them. I stand with people who are advocating for change in public transit system and hope that there will be major improvements as soon as possible.

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**113) Name:** Margaret Murray

**Representing:** Myself

**Topic:** Winter schedules

**Comments:**

Better winter information on winter schedules.

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**114) Name:** Suzanne Chisum

**Representing:** myself

**Topic:** Call-a-Ride Service

**Comments:**

Hello.

I am a person with a disability. I have used Call-a-Ride Services.

I decided to allow my Call-a-Ride card to expire as I have not had good luck getting to my doctor appointments on time. I was so late on the last occasion that I was required to go home without see the physician and had to wait three months for a new appointment.

Bi-State is capable of doing better than that.

Thank you for providing this valuable service!

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**115) Name:** Rachel Rimmerman  
**Representing:** Self – City of St. Louis Resident  
**Topic:** Improving Call-A-Ride System

**Comments:**

As a resident of St. Louis City, I am writing today to express how critically important the Call-A-Ride system is for the Metropolitan St. Louis area. Public transportation needs – and is required by law – to be available equally to people with and without disabilities in the St. Louis region; however, operation of the Call-A-Ride system has been severely lacking to the point of disfunction.

Not having adequate access to public transportation causes negative impacts in people’s lives and creates additional barriers to countless activities, such as attending medical appointments, getting to work, buying groceries and other shopping, connecting with friends, family, and communities – and these are just a few examples out of the countless needs for transportation.

People with disabilities are important members of our community. Neglecting Call-A-Ride is neglecting our neighbors, family members, friends, colleagues, coworkers, leaders and partners with disabilities. Bi-State Development Corporation needs to make significant investments and improvements in the Call-A-Ride system immediately to make it fully functional, safe, and reliable. To delay improving this vital public service would be an injustice.

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**116) Name:** Amelia Preis  
**Representing:** Myself  
**Topic:** Call-a-Ride Improvements

**Comments:**

I am a resident of St. Louis City, and I am writing today to express how critically important the Call-A-Ride system is for the Metropolitan St. Louis area. All people with and without disabilities need public transportation; in fact, it is required by law. The state of the Call-A-Ride system in the area, though, has been severely lacking to the point of disfunction. The lack of access to public transportation negatively impacts people's lives and prevents individuals from fully participating in society (from attending appointments, meetings, grocery shopping, and other critical needs). Bi-State Development Corporation needs to make significant investments and improvements in the Call-A-Ride system immediately to make it fully functional, safe, and reliable. To delay improving this vital public service would be an injustice.

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**117) Name:** Maureen Barr  
**Representing:** Saint John Mo  
**Topic:** Transportation for the disabled

**Comments:**

There are people in my area that new transportation to Dr’s and other places. Please consider getting them the transportation they need. thank you.

---

**118) Name:** Holly Chapman  
**Representing:** Myself as Wash U employee  
**Topic:** Metro Bus Rides

**Comments:**

Hello,

I am writing to express my concern over the loss of public transportation services. Often I ride the 59 route to and from work. The hours have been cut and there have been times in the past couple years where no bus showed up for those of us at the stop waiting for an expected ride.

The reduction in service and unreliability have been a hardship for many who rely on the buses.

I heard the Board of Commissioners is meeting this Friday. Please, when you meet, find a way to improve the services for your riders. Thank you

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**119) Name:** Jason Zhang  
**Representing:** Access STL  
**Topic:** Metro Call-a-ride

**Comments:**

Paratransit is an incredibly important and valuable service for the St. Louis area. As you're more than aware, it has seen quite severe challenges following the pandemic-related operator shortage. However, people with disabilities and other individuals who rely on paratransit are feeling the brunt of the impact from service reductions. Now is the time to solve the problems with the paratransit system in the St. Louis region- every day we wait, we hold individuals back from accessing basic services and resources. We need to act now.

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**120) Name:** Gretchen Jenson  
**Representing:** Self  
**Topic:** Call-A-Ride/Public Transportation

**Comments:**

I am an able-bodied person who doesn't solely rely on public transportation to get from point A to point B. I do however occasionally take the bus to work. I would utilize it more often if the bus were more reliable and had more frequent stops. I shudder to think how different my life would be if I needed to rely on public transportation as my sole means to get around in the world. Smaller cities have had better implementation of public transportation than St. Louis has. Public transportation is vital to this community. It levels the playing field for those who are less able-bodied than others. I implore those who have the power to make public transportation more accessible and reliable to do so for the greater good.

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**121) Name:** Jessica Trout  
**Representing:** SLU Center for Social Action  
**Topic:** Call-A-Ride Improvements

**Comments:**

We support improvements to the Call-A-Ride system. We understand this is a vital service provided by Bi-State for individuals with disabilities to be able to be more mobile and get to appointments. We hope you will work with disability advocates for improvements.

---

**122) Name:** Sophia Wilson  
**Representing:** Myself  
**Topic:** better improvement for public transportation

**Comments:**

Hello I am a sophomore at Saint Louis University. I have been blessed with the ability to be able to get to where I need to be in a fairly decent amount of time. Many students and those who rely on public transportation to get around are struggling in Saint Louis. Our public transportation system isn't reliable, timely, and not safe. It is unfair that those who have no other option but to take public transportation everyday have to overcome these challenges. We all deserve to feel safe on public transportation and it is necessary that they can rely on the transit system to get them where they are headed in a timely manner. It is necessary that the public transportation system needs to be improved as soon as possible, and not be ignored.

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**123) Name:** Randy Carmack  
**Representing:** Myself  
**Topic:** MetroSTL

**Comments:**

We have all seen it, Drivers behind the wheel who should have given up driving 10 or more years ago. These drivers are a menace to other drivers, pedestrians and buildings that are doing nothing more than just standing there minding their own business. With the Baby Boomers moving into their senior years this problem is only going to get worse. I believe that the reason that these people are terrified to give up their car keys is a dirty little secret that all of the disabled community knows all too well, "Safe and reliable transportation equals independence."

Unfortunately, the BiState Development Agency/MetroSTL offers neither safe nor reliable public transportation. This agency is plagued with allegations of gross mismanagement, nepotism and a complete lack of compassion for its consumers. These allegations are reinforced by a continuing increase of crime, service and customer service complaints and a continuing decrease in their overall service area. The mismanagement allegation is also reinforced by an ever increasing problem of employee retention. I strongly believe that there needs to be huge changes made at MetroSTL including the replacement of the current management team.

When it comes to customer service this corporation wrecks of apathy. When the disabled community calls the Call-A-Ride number and when Metro does eventually answer their phone, you are more likely

to be denied your trip than you are to have your trip accepted. On the Call-A-Ride program the consumers have all of these rules imposed by Metro and Metro gives their consumers “strikes” when the verbal contract for the ride is broken by the consumer, enough “strikes” and the consumer is suspended from the Call-A-Ride program. When Metro breaks the verbal contract (and they often do) there is NO recourse for the consumer to take against Metro.

As far as consumer recourse goes, this agency does not provide anyway for consumers or consumer groups to be heard. The BiState Development Agency who is supposed to oversee MetroSTL will not allow the public to address the Board of Commissioners in person, commissioners who are appointed by our elected officials. When consumers finally do get their voices heard, this agency only makes excuses and empty promises. I have never heard one apology.

My own wife suffers from complete blindness and many of my dear friends are in the disabled community. I fear for their safety every time they utilize the MetroSTL system.

I implore you, think about your own Grandmother, your Grandfather, your Mother, your Father, your disabled child and someday eventually yourself or your spouse. Would you trust this agency with the safe and reliable transportation of your loved ones? Remember, none of us are getting any younger.

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**124) Name:** Jenny Carmack  
**Representing:** S.M.A.R.T.  
**Topic:** increase to fixed routes

**Comments:**

It was said that there were going to be an increase of frequency for fixed routes in the next quarterly change. Upon reading the changes set for November 27, I see no changes in frequency, only minor changes to schedules or routes. I am very disappointed in this.

I see so many comments on social media from people who really want to use the busses and train, but aren't/can't due to the lack of service. This is very sad, frustrating, and disappointing.

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**125) Name:** Danny Lawrence  
**Representing:** self  
**Topic:** customer service and Call-A-Ride

**Comments:**

I do believe that Call-A-Ride is purposefully ruining the service. The reason I say this both externally and internally they have a hammer nail relationship with their clients and employees. You are always punished if you acquire an infraction but you are never compensated for any inconvenience or problem may you have. They say they are short of drivers if this is the case how come there are many drivers for things like Uber and Lyft? I don't think Call A Ride will change their perspective without competition. In other states, there are models they could use. Also, you never get passed the watchdogs to talk to someone who can make a difference. I find it offensive, that a company that can provide a service to the disabled does not hire the disabled. That is discriminatory. We don't want to sue to make the problem go away, we would rather solve the problems.

**126) Name:** Mark Detjen  
**Representing:** Self  
**Topic:** international employees

**Comments:**

I find it concerning that Metro does not have a more robust international workforce. There are many immigrants in the St. Louis area with diverse backgrounds in operations and engineering. These people are eager to work and often have already gone through substantial background checks. It seems incredibly sad to me that Metro has not fully taken advantage of a resource that could alleviate some of the staffing shortages. St. Louis has a very diverse population who are willing and able to work. I sincerely hope that Bi-State and Metro will start tapping into this resource for reliable, eager workers.

---

**127) Name:** Jessica Barreca  
**Representing:** Community  
**Topic:** Call-A-Ride

**Comments:**

I am a resident of St. Louis City and want to state how essential the Call-A-Ride system is for the Metropolitan St. Louis area. Public transportation needs to be available equally to people with and without disabilities in the St. Louis region.

Without adequate access to public transportation, individuals face multiple barriers and disruptions in their lives. As we are all aware, access to reliable, public transportation is critical for economic self-sufficiency, health and well-being. People with disabilities face additional challenges in accessing reliable transportation. As a resident, I encourage Bi-State Development Corporation to make significant investments and improvements to the Call-A-Ride system. This should occur immediately to provide consistently reliable, safe, and functional transportation to our community.

---

**128) Name:** Rebecca Skaggs  
**Representing:** Myself  
**Topic:** Paratransit system

**Comments:**

A safe, affordable, accessible, and reliable para transit system is necessary in St. Louis. I have a close friend who is blind, and she depends on the service. Public transit of this type is essential for our region. Thank you!

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**129) Name:** Tarika Walton  
**Representing:** Public Transit riders across all of St. Louis  
**Topic:** My Life on Public Transit

**Comments:**  
Greetings, Commissioners and Public.

As a child, I accessed the city with my mother through buses and the light rail. At a point, my mother accompanied me to and from elementary school via the bus stop right across the street from the school. After losing most of my sight at the age of 17, Call-A-Ride paratransit was integral while acclimating to blindness and learning mobility skills to use public transit independently.

In my 20s, commuting between two campuses of STL Community College, the light rail and buses were essential in allowing me to continue my education. As a student attending university, the light rail connected me to the north side of campus and the rest of the city with a short walk from my dorm.

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**130) Name:** Liz Wiley  
**Representing:** SMART  
**Topic:** Public transit

**Comments:**  
Many people rely on metro/ public transit to be able to get to work, which also benefits commerce. Please continue making improvements to the system, as it benefits the community as a whole.

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**131) Name:** Rebecca Crump  
**Representing:** SMART  
**Topic:** Keep our buses and trains running

**Comments:**  
Buses are vital to keep St. Louis running. So are the Metro trains. Many people depend upon public transportation including those with disabilities. We must endeavor to keep and improve our public transportation. We have a long way to go. Thank you.

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**132) Name:** Clarissa Reel  
**Representing:** S.M.A.R.T.  
**Topic:** Call-A-Ride/Metro Transit

**Comments:**  
Hello! I'm a neurodivergent person who, because of my disorders, uses Metro Transit regularly. I do not feel comfortable behind the wheel, and thus Metro Transit is more than helpful in my everyday life. It greatly concerns me how many of the changes at Metro have been negatively impacting the folks who use Metro Transit services as a part of their daily routine. From Call-A-Ride Services to MetroLink, the citizens of St. Louis county and City are counting on the folks at Metro Transit to listen to the concerns of its users. We are asking for many changes, including meetings that are easily accessible in a myriad of

formats, wage increases for all Metro Transit drivers and operators, bus routes and MetroLink expansion, and disability inclusion in meetings when talking about accessibility for disabled folks using transit. Thank you for reading our comments. Please don't just read these comments. Take them to heart.

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**133) Name:** Ryan Barker

**Representing:** Self

**Topic:** Public Transit for people with disabilities

**Comments:**

Dear Bi-State Board of Commissioners-

I'm writing today to express how vitally important public transit is for people with disabilities who cannot drive themselves. Recent decisions by Metro have disproportionately impacted those who rely on public transit the most. While I understand workforce shortages are a real issue, I would strongly ask that you meet regularly with customers in-person to understand how your decisions are impacting real lives and to understand what is and is not working. Transparency and accountable are vital in a relationship and as a public entity, you are in relationship with the public, especially those who rely on your service the most. I ask that you open yourselves to input and dialogue with the community so that we can move forward in our region.

Thank you

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**134) Name:** Dennis Fiudo

**Representing:** Self

**Topic:** Paratransit

**Comments:**

Dear Commissioners,

I write to you as a concerned citizen regarding the increasingly difficult conditions and issues residents of the St. Louis have been facing in the Paratransit system. A fully accessible city is not just an ideal, but a necessity. It ensures that every individual, regardless of their physical ability, can participate in all aspects of modern life. From public transportation to public spaces, ensuring an accessible city is a crucial step towards inclusivity, equality, and enhancing the quality of life for all its residents. Accessibility is not a luxury, it is not ideological, but a fundamental human right that reflects the compassion of the entire community. For our city and region to succeed, our public transportation must improve, must be for everyone.

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**135) Name:** Eleasah Brown

**Representing:** Orthopedics

**Topic:** Pick up/drop off

**Comments:**

I work in a doctor's office and hear many complaints about not being picked up or the long wait times. I also have a visually impaired parent who has had issues. She asks to be picked up at a certain spot and

no one is there. She gets a call saying they are. From what I understand a ride can come 15 minutes early or late. Late puts people behind even if they schedule an early pick up. Then most people I know end up waiting hours to be picked up.

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**136) Name:** Claire  
**Representing:** SMART  
**Topic:** Public Transit

**Comments:**

Call-a-Ride is how I get to work. Without Call-a-Ride, I would not have anything to do during the day, have the ability to make money, or make an impact in the families' lives that I work with. When Call-a-Ride was not available, I had to scramble at the last minute to find another option for transportation. Luckily, I was fortunate enough to have another option, but not everyone has that option. A challenge I've encountered while using Call-a-Ride has been when I have an early pickup time and my place of employment cancels mid route for inclement weather. I am then responsible for paying for a round trip when I did not have to work at all. Some of the seatbelts on Call-a-Ride do not tighten and I do not always feel safe during my ride. Scheduling can be a hassle as well.

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**137) Name:** Joy Kaplan  
**Representing:** SMART  
**Topic:** Public Transportation

**Comments:**

Please keep the public Transport easy and helpful for people with disabilities. There's plenty of people who cannot drive cars and need this service!

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**138) Name:** Josh Privitt  
**Representing:** S.M.A.R.T.  
**Topic:** We Need Metro

**Comments:**

Living in North County and working with numerous folks who use Metro as their primary form of transportation causes me to know without a doubt that we need Metro and it's transportation service. It is the only affordable way to get around. That being said there are NUMEROUS ways Metro could be more effective and reliable (wider range of stops and routes, more accurate time schedules, etc.) All in all we need Metro and we need a better Metro.

---

**139) Name:** Etefia Umana  
**Representing:** Smart  
**Topic:** Changes needed at Metro

**Comments:**

I am a frequent writer call Wright. It has been a disastrous and systemic failure. There are several changes that are needed. First, there needs to be a nationwide search for new leadership replacing both Mr. Roche and Mr. Stuart. The leadership search must entail nationwide search to include leadership that is sensitive to the needs of the individuals that ride metro and utilize. It must be technologically sophisticated and forward thinking. It does not make any sense to reward individuals who have been detrimental to the metropolitan area that amounts to a level of malfeasance with maintaining stable employment, benefits, and continued lack of accountability. Second, a community and partners must collectively hire an outside consultant to analyze the managerial structure of Metro, the technological structure of Metro, the service reliability, and reporting that information back to the community of stakeholders with recommended changes and a tentative plan with a specific timeline for Metro to engage in. Third, there must be raises for the Karla right drivers. A 40% deficiency in drivers is indicative of mismanagement and poor leadership and a rate of pay that is out of sync with current market demands. Fourth, rides must be increased in terms of reliability and the area and which rides are available as well as the times. Fifth, there must be transparency and accessibility to all meetings.

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**140) Name:** Danny Lawrence Senior  
**Representing:** Myself  
**Topic:** Call a ride

**Comments:**

I am a frequent writer for Metro and have experienced long wait times, unreliable times of pick up that do not suit the visit that I am trying to take, kick out from the phone system while trying to call. And just abysmal Customer Service. There needs to be a change in Colorado from the top to the bottom. Leadership obviously is questionable. The drivers are often complaining of wages and multiple various shifts that they have to take.

It is probably a managerial problem that must be remedied in order to provide suitable service in this new age for the writer experience.

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS MEETING  
(Virtual Meeting)  
OPEN SESSION MINUTES  
September 22, 2023 at 8:30 AM**

**Board Members in Attendance via Zoom**

**Missouri**

Rose Windmiller  
Sam Gladney, Vice Chair  
Fred Pestello – Absent  
Vernal Brown  
Nate Johnson, Secretary (in attendance, but technical difficulties)

**Illinois**

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

**Staff in Attendance via Zoom**

Taulby Roach, President and Chief Executive Officer  
Brenda Deertz, Director Executive Services  
Lisa Stump, Legal Counsel  
Myra Bennett, Manager of Board Administration  
Tammy Fulbright, Executive Vice President and Chief Financial Officer  
Tom Curran, Executive Vice President Administration  
Charles Stewart, Executive Vice President and Chief Operating Officer Metro Transit  
Mary Lamie, Executive Vice President, Multi-Modal Enterprises  
Kevin Scott, General Manager Security  
Vernon Summers, Director of Field Security  
Dave Toben, Senior Director, Total Rewards  
Rochelle Ross, MetroLink/Allied University Security Supervisor  
Kelly Hamm, Senior Director of Capital Projects

**Others in Attendance**

Hannah Hayes, ASL Interpreter

- 1. Open Session Call to Order**  
**8:36 a.m.** Chair Simmons called the Open Session of the Bi-State Development Agency, Board of Commissioners Meeting to order at 8:36 a.m.
- 2. Roll Call**  
**8:36 a.m.** Roll call was taken, as noted above.
- 3. Recognitions**  
**8:36 a.m.** Chair Simmons stated that he would like to share with everyone the good news that MetroLink/Allied University Security Supervisor, Rochelle Ross, was awarded Outstanding Security Officer, as one of the 2023 US Outstanding Security Performance Awards recipients,



which were revealed on September 10<sup>th</sup> at an awards reception held at GSX in Dallas, where security professionals gathered to celebrate the best of the best from the US Security Sector. He stated that Rochelle Ross has dedicated nearly two decades of her life to safeguarding the light rail transportation system in St. Louis. As the shift supervisor for one of the busiest MetroLink zones in the city of St. Louis, Rochelle not only serves as a mentor to new officers, but also as a familiar and friendly face to passengers and Metro staff. Chair Simmons stated that Rochelle can always be counted on to offer a historical perspective to the Allied management team, allowing managers to better tailor staffing and deployment changes based on successes and failures in the past. He commended her for this achievement.

Rochelle Ross addressed the Board of Commissioners, stating that in her 20 years of service, she has been dedicated to Metro, and she loves being here. She stated that it has become difficult, due to the changing times. Ms. Ross thanked the management team for helping staff to do some of the things that they do. She thanked the Agency for acknowledging her 20 years of service.

The Board of Commissioners congratulated Ms. Ross and thanked her for her many years of service.

President/CEO, Taulby Roach, noted that on June 3-4, 2023, a great Illinois 300 NASCAR event was held by our partners at Worldwide Technology Raceway. He noted that, contained in the meeting materials, is a very nice thank you letter to our great staff who assisted at the event. He noted that an event such as this is huge to the economy of the region. Mr. Roach stated that there was extreme heat in the area during the event, and the Agency supplied emergency cooling buses for the event. He stated that Mr. Francois, the owner and operator of the raceway, specifically acknowledged the standout performance of Trenise Winters, Terry Fondren, and Darren Lee, and the dedicated Metro staff.

President/CEO Roach also acknowledged Ms. Ross, stating that the Agency has hundreds of people representing the Agency, and these are the faces that are actually moving Illinois and Missouri. He stated that they should be acknowledged and deserve our support, and he is very pleased to be able to highlight some of them this morning.

#### **4. Public Comment**

**8:41 a.m.** Myra Bennett, Manager of Board Administration, noted that the Agency received 59 public comments for the meeting, primarily pertaining to Call-A Ride services. She noted that all of the comments were distributed to the Board of Commissioners and staff for review, prior to the meeting, and that the comments, in their entirety, will be incorporated into the online meeting materials upon conclusion of today's meeting, and they will also be included in the minutes from today's meeting. (Verbatim comments noted below.)

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Name: C. James Verde  
Representing: Verde Consulting  
Topic: Metro Transit

Comments:

I am seeking to register my concerns in regarding how unsafe and inadequate service is.

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Name: Rachel Desai  
Representing: Parquad  
Topic: Call-A-Ride Paratransit

Comments:

As an ally of the St. Louis disability community, I would like to draw your attention to the impact that Call-A-Ride's failures have had on people with disabilities across St. Louis. Whether it be missed medical appointments, being forced to leave work early or arrive late, or feeling socially isolated, people with disabilities should not have to face these barriers to having a good quality of life, and that starts with better paratransit services.

As a research scientist working with folks with disabilities living in the St. Louis community, I would also like to highlight our recent findings which have been published in a well-known, peer-reviewed scientific journal (see <https://doi.org/10.1016/j.dhjo.2023.101503>). We found that those who used paratransit as their primary mode of transportation reported the greatest community participation and ability to engage in social roles and activities (visit with friends, dine out, attend worship services, etc.) compared to those who primarily used public transit, taxis, personal vehicles, or relying on family and friends for rides. Our research demonstrates the importance of paratransit for this population.

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Name: Kerry R Baider  
Representing: All persons who require public transportation  
Topic: Public transportation that works

Comments:

The St. Louis community will not thrive if we do not support public transportation for all!! Public transportation should be available for all people in our metropolitan area. So many people rely on this service to get to work, medical appointments and for leisure activities. It is great that so many can do this independently. However, now is the time to consider those who require these services to live the life they deserve! They are after all contributing to our metropolitan area. It is past time to make sure that ALL citizens have access to safe, affordable, readily available transportation. Thanks for your time, Kerry Baider

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Name: Amanda Verbeck  
Representing: Those with mobility issues  
Topic: Call a Ride

Comments:

As a city resident and someone who cares about many people who have mobility challenges, I urge you to resolve the issues you are having with Call a ride service. For many, this is their sole means of transportation and independence. Please restore this vital service to those who are in need!

---

Name: Anna Schell  
Representing: self  
Topic: service cuts

Comments:

I am very concerned about the number of service cuts that our Transit agency has made. This is particularly hard for the disabled community because these cuts affect Call-A-Ride. This means many elderly and disabled customers are cut off from vital transportation that they need in order to live productive lives. This means many are trapped in their homes unable to access medical care, jobs and the ability to participate in Social activities.

---

Name: Michael Hamm  
Representing: self  
Topic: Unreliable paratransit services

Comments:

I am concerned because I feel disabled people deserve reliable paratransit service. Currently there are still entirely too many denials and all too often riders are kept on the vans much too longer than they should be. Van rides should never exceed what it would take to use a fixed route bus including getting to and from the bus stop.

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Name: Liz Kramer  
Representing: Self – resident  
Topic: Necessary improvements to our transit system

Comments:

Dear Board of Commissioners,  
As you know, our region cannot succeed without a robust, efficient, and functioning public transit system. We need transit to get to work, to medical appointments, to school, and to enjoy the things the St. Louis region has to offer. I'm writing you today in solidarity with the calls of people with disabilities — who also need a paratransit that functions for them so they can live their lives without barriers in the way.

It's painful to see Metro invest so much money in "security", when so little is being invested in the basic infrastructure that makes a transit system: accessible bus stops, operator retention, expanded paratransit services. Despite having made choices about where I live based on nearby bus routes, I can no longer rely on the bus to get me where I need to go — I now walk, bike, or drive in order to avoid the inevitable delays and discomfort I have waiting in the sun for a bus that may or may not come.

I have heard that Metro has been working as hard as they can to address the operator shortage and restore both bus and paratransit service, but from the outside it seems like there is a struggle to create a job that operators want long-term. Please — invest your funds in addressing this gap so we can have a system that serves all St. Louisians.

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Name: Annette Nowakowski

Representing: National Federation of the Blind; Missouri Assn. of Guide Dog Users

Topic: Call-a-Ride

Comments:

Your alleged shortage of drivers is just an excuse to cover up your poor management, your outdated service plan dated 1992, antiquated booking process where I waste at least an hour on the phone on Fridays trying to book trips for the next week, your failure to treat Call-A-Ride drivers fairly with wages and benefits equal to fixed route drivers, your notion that you think you are right and don't need to look at other cities where comparable paratransit services are working better than here, not wanting to be creative like looking to expanding Via and more on-demand services.

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Name: Annette Nowakowski

Representing: Missouri Assn of Guide Dog Users, National Federation of the Blind of Missouri. of G

Topic: Call-a-Ride

Comments:

The cuts in Call-a-Ride routes and lack of reliable service are causing more isolation for me and other people with disabilities leading to depression and neglecting one's health. I can no longer get to doctors when I need to or to recreation centers for exercise to maintain healthy quality of life.

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Name: Annette Nowakowski

Representing: Missouri Assn. of Guide Dog Users and National Federation of the Blind of Missouri

Topic: Call-a-Ride

Comments:

You say you are trying to fix the problem of driver shortage which takes time. What are we to do as people with disabilities in the meantime. Every day, we face the problem of how we will get somewhere. This is taking a toll on us mentally and physically. I have constant anxiety about how I'm going to get somewhere and who I can call upon when I can't get a Call-a-Ride. All your words to appease us are meaningless because you board members personally are not feeling what we feel. Take away your cars and see how you would feel. We are helpless and dependent on a broken system.

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Name: Kerry Smith

Representing: self

Topic: unreliability of Call-A-Ride

Comments:

I hadn't used the service since before the pandemic because it was so unreliable. I have severe allergies and all too often they did not show up on time and I had to stand outside waiting. They used to pick me up in my driveway but now they say the vans are too big and as a blind person this makes it difficult for me because I have to walk all the way to the front of the complex where there is no where to wait inside.

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Name: Rev. Dorothy Gannon  
Representing: St. Louis community  
Topic: Transportation

Comments:

Dear public servants,

I have worked with folks with disabilities for a large part of my professional life, and there are many people in my life who live with significant disability. Therefore, I am deeply concerned about the decline in transportation services for our region in general and for folks with disabilities in particular. I understand that you have worked hard to fill a high number of vacant positions. I don't pretend to understand all the challenges to our local public transportation system. But I know that the future of our region depends on many factors including reliable public transportation and the ability for every person with work skills to get to and from work. Because I believe you are also committed to the future of our region, I ask you to consider bringing in people from other areas who are working outside the box and seem to be having some success, places like Boston, or even Kansas City. And I implore you to deal with ATU in the upcoming negotiations with trust that their intentions are as honorable as yours in an effort to find agreement around the best possible contract for them and for our region.

Thank you for doing what must often feel like a thankless job.

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Name: Robyn  
Representing: S.M.A.R.T, Missouri Council of the Blind, and self  
Topic: The dismantling of our transit system has to stop

Comments:

I watched over the last several years as our public transit system has slowly been dismantled piece by piece. The problems started long before the pandemic or the staffing shortages and continued to worsen. Service cuts were happening before the pandemic and Metro Call-A-Ride had some of the same problems so it is time to look past the excuses and look for viable solutions. We should have a public transit system we could be proud of and one where not just those who "HAVE" to use it use it, but where people from all walks of life flock to it. The most thriving cities are those with good transit options and St. Louis has never had them. In order to attract those customers it isn't about rearranging routes and hurting customers who rely on the system but about providing quick, efficient, and safe service. No one is going to give up driving their car to get somewhere in 30 minutes that will take them two hours on a bus. A viable transportation system is important to economic health in our region.

I understand their staffing shortages but frankly in the past year, Metro has bled operators faster than they can hire them. Why aren't they staying? Particularly with Call-A-Ride, hiring younger inexperienced drivers is not the answer, nor is overworking current staff. Hiring bonuses don't work because in most cases people stay long enough to get them and leave and it alienates current staff.

The real answer here is if the current management cannot figure out the current problems maybe it is time for new blood and a new perspective because what I am seeing from the current management is a whitewashed version of what is really going on. In recent months things have not gotten any better in fact they are worse and most riders know the truth. It is your job as the board of commissioners to hold the management accountable and to replace them if they are not doing their jobs effectively. Right now

you are running a system that is mainly used by the members of the community who have no choice and we should all be ashamed of that. If you love this city and you want it to grow now is the time for change.

---

Name: Barbara Sheinbein  
Representing: self advocate  
Topic: Reduced and unreliable service

Comments:

The deterioration of the entire Metro system is embarrassing for the entire community. For those who do not drive/own a car it is vital that a comprehensive, reliable transit system be a part of this community. Call-a-Ride is nearly useless with the reduction in service, the fewer and fewer drivers, out-of-date technology etc. Buses do not show up and there is no reliable method to track this even with the transit app. How can citizens rely on this service to go to work, for health appointments or just social activities. It is forcing folks to give up these activities, dealing with pay losses at work, and complications for health appointments or social events. The result is either staying at home or if possible paying for transportation at a rate not affordable.

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Name: Mark  
Representing: former frequent Customer and S.M.A.R.T member  
Topic: why a good transit system is important for economic development.

Comments:

Sadly we have never had the kind of public transportation system our city deserves and that fact has inherently affected the economic downfall of our region. Good public transit leads to economic growth. Here are just a few examples of what I mean. First of all for every \$1 spent on public transportation there is a \$5 return. 87% of public transit trips have a direct impact on the local economy. 50,000 jobs are supported or created for every \$1 billion in investment for public transit. Home values increase in areas with frequent public transportation. Cities that thrive have a public transit system everyone wants to use.

I am sure you already know these facts per the current commercial running on KMOX and probably other stations but saying that you understand the economic impact of public transportation is not enough. Doing something to make a workable and viable transportation system is far more important than the words being spoken. Our transit system has been shrinking for a long time and right now as has openly been said you have more money than in the past so it is time to stop talking and start making changes and investing in a transportation system that works. It is time to stop shrinking a system and start making the changes that will grow it into something our city could be proud of. It is time to change the culture within Metro Transit and to make it a place people want to work and a system people want to ride, not one where staff is underpaid and overworked and where the only customers are those that HAVE to ride.

I appreciate your time and hope you will take my plea to heart.

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Name: Victoria Mowrey  
Representing: National Federation of the Blind  
Topic: Improvement for Call-A-Ride system

Comments:

Chairman & Commissioners:

I'm writing to request an examination by you of our current public transportation system, in particular, the Call-A-Ride system. The Call-A-Ride system, or program, is a great idea and at some time probably worked well. But I've been made aware of some issues with its accessibility and use.

I'm requesting you to take a close look at the whole process for time and ease of use, starting with scheduling a ride, being picked up and returned home. I recommend that you listen to several people who actually use Call-A-Ride or who have attempted to use it.

Finally, I'm asking that you make every effort to solve some of the problems with this transportation service so that many citizens of our community will be better served.  
Thank you for reading this.

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Name: Karen Sell  
Representing: Self  
Topic: Reliable Transit

Comments:

Disabled people and the elderly absolutely need reliable transportation.

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Name: Lois Yatzeck  
Representing: self  
Topic: caller ride

Comments:

I feel strongly that there needs to be availability for people to get the help they need, especially if they are disabled. Because everything is out of walking distance, transportation is necessary. Our disabled population needs to get public support for transportation, especially if they cannot afford a taxi. Please figure out a way to make this help possible.

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Name: Miranda Root  
Representing: Paraguard  
Topic: Call-A-Ride

Comments:

Individuals with disabilities who rely on Call-A-Ride for transportation deserve to have a reliable service. I work with individuals who are working or looking for employment and transportation is one of the biggest barriers they face. The St. Louis public transportation system is not comprehensive enough to meet the needs of all of its residents and people with disabilities need Call-A-Ride to fill the gaps. It is not acceptable for people with disabilities to be expected to make do with sub par services that

drastically impact their quality of life.

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Name: Clarence J Heller

Representing: Myself

Topic: Public Transportation for those with disabilities and limited resources

Comments:

I urge you to do whatever is possible to improve the transportation available to those with disabilities, particularly those with limited economic resources. This is a matter of justice and dignity which is measured by how the least advantaged are treated. Please consider yourself and those you love as in the shoes of the people who need help in this way the most, and then act accordingly.

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Name: Seyoon Choi

Representing: Myself

Topic: Public Transit is a Key to My Future in St. Louis

Comments:

To the BI-State/Metro Board of Commissioners,

I hope this message finds you well. My name is Seyoon Choi, and I'm a 23-year-old graduate student at Saint Louis University (SLU). I am writing to voice my concerns and frustrations regarding the recent reductions in Metro St. Louis bus routes, frequencies, and, most critically, the Call-A-Ride Paratransit services.

As a blind individual, my ability to navigate and move around our city and county is inherently intertwined with the transportation services provided by Metro. The flexibility to get around town safely and efficiently is paramount to my academic success, personal independence, and overall well-being. The recent cutbacks have considerably hampered this mobility, turning even routine tasks – such as commutes to my internships, leisure activities, and commutes to my part time place of employment, or running essential errands – into substantial challenges. The reductions in services don't just affect me, but countless others in our community, particularly those who rely heavily on public transportation. The decreased frequency and routes mean longer wait times, missed connections, and less predictability – all of which present added difficulties as a person who requires a reliable systems that works to meet the busy demands of a student who happens to be blind. Public transit is my only way, and for many, our only way that we obtain our self autonomy, independence, and our contribution to the St. Louis region, both societally and economically.

Furthermore, I cannot overemphasize the significance of the Call-A-Ride Paratransit services. This is a lifeline for many of us with disabilities, allowing us to traverse our city with dignity, safety, and a semblance of normalcy. The decision to curtail these services doesn't merely inconvenience us; it erodes our autonomy and the quality of our daily lives. While I recognize the multifaceted challenges that inform decisions about transit service in the mist of labor shortages impacting transit agencies such as Metro, including budgetary considerations, I implore the board to reflect on the broader implications of these reductions. Our city's transportation infrastructure is not just about moving people; it's about ensuring equitable access, inclusion, and opportunities for all, regardless of one's income levels and our



abilities and disabilities. We want to affirm that public transportation is truly for the masses, and we are the members of the public who call for greater quality and reliability of our regional public transportation infrastructures.

I earnestly request that the board reconsider the reductions and prioritize maintaining or, ideally, expanding services. St. Louis's reputation as a city that champions the needs of all its residents, including those with disabilities, is at stake.

Thank you for your time and consideration. I remain hopeful that, in collaboration, we can devise a solution for every Metro rider.

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Name: Bob Keller  
Representing: myself  
Topic: Call-A-Ride

Comments:

Please continue to work on improving Call-A-Ride service. This is a justice issue for those who need this service.

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Name: Aimee Wehmeier  
Representing: Paraquad  
Topic: Call-A-Ride

Comments:

On March 14, 2023, I wrote Jeff Butler to request the cuts to Call-A-Ride routes and times of service be delayed for at least six months. I stated this would allow time to study alternative solutions to current staff shortages without adversely affecting people with disabilities, employers, families, and other circles of support. I also stated that Metro had not meaningfully engaged with people with disabilities related to transportation planning.

Unfortunately, cuts were not delayed, and the reductions took place on the announced timetable. The changes have not improved paratransit service to the St. Louis region. Many of our staff and program participants continue to report they cannot access safe, reliable, and affordable paratransit. Some have difficulty accessing healthcare providers. Many cannot depend on transportation for school or work. Social interactions are reduced, harming quality of life.

A story in the September 18 St. Louis Post-Dispatch reported that the starting salary for Call-A-Ride operators is more than \$5 per hour less than that of Metro bus and light-rail drivers and that this gap widens with experience. We know that your contract with Call-A-Ride operators will be renegotiated in January, and we ask that you eliminate this pay disparity. Call-A-Ride operators deserve to make as much as other drivers, if not more due to the special skills needed to use vehicles with lifts for motorized wheelchairs and to provide appropriate support to riders with various types of disabilities. Pay equity is essential to addressing staff shortages.

Name: harry m baider  
Representing: All persons who require public transportation  
Topic: Public transportation that works

Comments:

I believe the St louis metro region should be able to provide adequate public transit for especially for people with disabilities. Which I think at the present time is not being adequately provided. With recent press coverage about all of the overtime that metro paid out last year and the CEO defended that by saying that it saved metro three million dollars by having fewer employees. This is somewhat disturbing to me and makes we wonder how hard they are trying to hir e and retain an adequate number of employees.

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Name: Dianne Cummins  
Representing: SMART  
Topic: Call-A-Ride

Comments:

In order for Metro to be a reliable transportation system the frequency of fixed route buses and the Metro Link has got to be increased. The problem that Metro states it has is a lack of available drivers. Try hiring bus drivers on a part time basis. If fixed routes are increased the public will be more likely to take the bus or Metro Link. I believe that the bus would be more popular as things like Global Warming becomes more obvious. The price of private commuting is edging further and further out of reach. Unfortunately those things will not happen at the same time. But St. Louis has the chance to be ahead of the curve and become a really successful city. We have to use Stan Kroenke's money some how.

And what is good for the fixed routes, is good for everyone, including the disabled.

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Name: Elton Thomas  
Representing: Paraquad  
Topic: Improve Call-A-Ride

Comments:

A lot of time, effort, and money is spent by many organizations to improve the employment situation for people with disabilities, and the unreliable state of public transit and paratransit in St. Louis is working against these efforts.

We need to modernize Call-A-Ride by partnering with on-demand systems like Uber and Lyft, and expanding Via. In the last quarter quarterly report, Via gave more rides than Call-A-Ride, with less vehicles and smaller budget, this is a testament to what a modern system is capable of.

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Name: Elton Thomas  
Representing: LHB Industries  
Topic: Improve the Economy with Public Transit

Comments:

According to HUD, over 50 percent of St. Louisians are in Qualified Census Tracts QCTs, which is below the poverty level. With this level of poverty we NEED a reliable public transit system to empower our economy.

We need more routes, more frequency, and more captains to pilot the vessels that truly drive our economic engine. We can be a place of prosperity! But not without a reliable public transit and paratransit system.

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Name: Timothy Murphy  
Representing: Self  
Topic: Call a ride and Via metro

Comments:

I am in an area that call a ride no longer services starting April 10th of 2023. In June Via Metro started operation in my area. My aide takes Via Metro here 3 days a week. She is able to get here 2 other days a week. That has been a blessing. She had been my aide for 6 years and I used to be in a nursing home. I can't take VIA Metro to my doctor's and that is a burden.

---

Name: Christian Frommelt  
Representing: Myself  
Topic: Transportation for All

Comments:

Hello,

People in the STL region cannot thrive unless our public transit and paratransit systems are working efficiently, reliably, affordably, and safely. Employers count on public transit to get their employees to work. Employers count on an educated workforce, and many students also depend on public transit to get to school and to jobs. People with disabilities depend on Call-A-Ride to get to their medical appointments. Missing appointments means declines in health, lost productivity, increased spending on hospitalization – sometimes increasing our state's Medicaid spending as well, not to mention human suffering.

People with disabilities deserve a high quality of life without barriers in their way. We must be able to work, shop, participate in social gatherings, attend places of worship, improve ourselves through education. Transportation is needed for all of this.

Thank you,  
Christian Frommelt

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Name: Mary Hale  
Representing: myself

Topic: St Louis Call a Ride

Comments:

The St Louis Metro Bus Transit system in has declined tremendously over the recent past years. Many people depend on public transportation to get to work, school, medical appointment, church, shopping, etc.

The decline of service with the Metro Bus fixed routes has greatly had a huge impact on the Paratransit Call a Ride service. The disability community needs reliable, dependable, timely, consistence, safe service from their local public transportation.

Eliminating and cutting back of service has a very negetive impact on the disability community, general public and as a whole reflexs badly for St Louis area.

Myself and many others have had to reach out to other sources away from Call a Ride. Relying on family or friends is not the answer to the independence we deserve, to get where we need to be.

If Metro Bus Transit can not make the improvements needed, perhaps an out side contract service is needed instead.

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Name: Christy Henke Ratliff  
Representing: self  
Topic: SMART transportation

Comments:

People with disabilities depend on Call-A-Ride to get to needed medical appointments. Missing appointments means decline in overall health, lost productivity, increased spending on hospitalization – sometimes increasing our state’s Medicaid spending as well, not to mention human suffering. Every human being has a birthright to dignity, and quality healthcare and the transportation needed is part of human dignity.

People with disabilities deserve a high quality of life without barriers in their way. We must be able to work, shop, participate in social gatherings, attend places of worship, improve ourselves through education. Transportation is needed for all of this.

In the spirit of Ubuntu,  
Christy

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Name: Jeanette Mott Oxford  
Representing: Paraquad  
Topic: Transportation for people with disabilities

Comments:

Commissioners and Mr. Roach,

I live with a disability and so do many of my friends and family members. Statistics even tell us that 25 percent of U.S. residents have a disability, and data shared in a meeting that I attended at East-West Gateway yesterday indicated that there are 325,060 people in their region who live with some form of disability.

For people with disabilities to have a high quality of life, affordable, safe, and reliable transportation is essential. Presently we are not receiving this from Metro. Many of us cannot be confident that we will find a way to get to work, to shop, to medical appointments, to worship, and to social engagements. The magnitude of the impact of this must be faced and addressed.

On June 21, eleven representatives of the STL Metropolitan Alliance for Reliable Transit (a name we chose AFTER that date) met with your Board chair and vice chair by Zoom. We received 30 minutes to offer our comments. The next day, we held a press conference at Paraquad, and we shared this list of demands which we then emailed to Mr. Roach:

1) Metro should open its Board meetings to the public. As an entity receiving public funds, we believe that Bi-State Development Corporation has a special obligation to hold board meetings that are publicly accessible – either virtually or at locations announced with adequate public notice – and to listen directly to their transit users. At least some of Metro’s meetings should be in person so that leaders interact directly with those who use your services instead of within the sterile environment of a teleconference. There’s also a digital divide, so many with low incomes cannot access a virtual meeting.

2) Metro should end the disparity in paratransit wages and benefits. It is our understanding that Call-A-Ride drivers receive 30 percent less than Metro fixed route bus drivers. In upcoming contract negotiation with ATU Local 788, raise wages and improve working conditions for these hard-working employees who are providing an invaluable service for the health and success of our region.

3) Metro should press reset on its level of engagement with people with disabilities and recruit a large and diverse group of people living with disabilities to give input to all planning processes. This was not done with recent service reductions. The reductions were not mentioned at the February 1 meeting of the Regional Disability Transportation Network, yet Metro issued a press release about reductions on February 28. Surely plans for this were in the works long before February 1.

4) Metro should bring in a consultant with expertise in managing an efficient and modern public transportation system. Clearly fresh ideas are needed.

We continue to believe these are reasonable demands. We welcome the opportunity for further dialogue.

---

Name: Anna Corbitt  
Representing: Paraquad  
Topic: Metro setbacks

Comments:

Commissioners and Mr. Roach,

I live with a disability and so do many of my friends and family members. Statistics even tell us that 25 percent of U.S. residents have a disability, and data shared in a meeting that I attended at East-West Gateway yesterday indicated that there are 325,060 people in their region who live with some form of disability.

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We continue to believe these are reasonable demands. We welcome the opportunity for further dialogue.

---

Name: Latoya Chauncey  
Representing: Paraquad, Inc  
Topic: SMART Virtual Rally for Public Transit that Works

Comments:

People with disabilities depend on Call-A-Ride for so much- to get to their medical appointments, to get to work, to get to school, to shop, to socialize. We all have needs to be fulfilled to help enhance our quality of life. Call-A-Ride is a blessing to those who can access it- to help people get their needs met. Please, continue to be and provide this essential blessing of accessible transportation to those who need your services.

---

Name: Jenny Carmack  
Representing: disabled community  
Topic: driver shortages

Comments:

I follow Metro on Facebook and I see the number of applicants who are offered a job during the job fairs. I do understand that everyone who is offered a job doesn't make it all the way through the process, but I would hope that at least 1/3 of them are making it. Does this mean that there are less driver vacancies? I believe the last numbers I heard were from June, all forms of transit were in need of drivers, especially Call-A-Ride. If there are still a significant number of vacant driver positions, what is the plan going forward? If the number of drivers has increased, when can riders expect to see service increases?

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Name: Christina Mary Ingoglia  
Representing: Self  
Topic: Transportation & Call a Ride

Comments:

Hello,

I am writing as the parent of a child with disabilities who one day will rely on public transit including Call A Ride to get around. She will want to go to church, shop for groceries, work, and more. In order for her to contribute to society and to become more independent, she will need a robust public transit system that supports people with any disability. We also know that this benefits the local economy and businesses as more people are able to participate in their communities.

Thank you!

---

Name: Wendi Neckameyer  
Representing: Paraquad, Inc.  
Topic: unavailability of public transport for individuals with disabilities

Comments:

Numerous problems include:

1. extremely limited service areas
2. No straight door-to-door service
3. outdated scheduling platform
4. aging and mechanically compromised fleet
5. Obstacles to ease of payment for services

Accessibility is key to vibrant, inclusive communities. The lack of accessible public transport for individuals with disabilities, and the disregard for their needs, is a violation of the ADA. This significantly and negatively impacts their health (limited access to medical appointments), employment and educational opportunities, recreational and social options.

---

Name: Michael Browning  
Representing: 9th Ward of the City of St. Louis  
Topic: Call-A-Ride, Via, and accessible transit

Comments:

As the Alderperson of the 9th Ward in the City of St. Louis, I am writing today to ask Bi-State Development to prioritize accessible transit.

While I understand that Bi-State Development has been working to recover from labor shortages, the continued lack of services for our disabled residents has left them unable to live their lives. I routinely hear from constituents and residents throughout the region that Bi-State Development is not offering consistent services for people that require accessible transit. Whereas other transit riders without disabilities can sometimes adapt to a lack of services, the absence of a reliable system hurts those who depend on that system as their only way to get around. There have been frequent reports that Call-A-Ride does not show up; if it does show up, many times it is not within the federally required time frame. Adding insult to injury, the app that informs people what bus services are available and when they might arrive is often inaccurate or misleading. Accuracy and ease-of use is essential to your riders so they can make plans accordingly.

I write today to ask that Bi-State Development prioritize what can be fixed quickly. A clear and accurate app would be a tangible step in the right direction, and show that Metro cares about the experience of its riders while it works to fix driver shortages and other issues.

While Call-a-Ride is being fixed, the expansion of Via into the City of St. Louis and additional parts of St. Louis County would fill the need that Call-A-Ride is not currently meeting.

Please prioritize accessible transportation, as this could be a disabled person's only option for transportation. Everyone deserves to be able to make their way around our city. If there is anything that I, or the Board of Aldermen, can do to assist you in this effort please reach out to me and the other members of the Transportation and Commerce committee.

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Name: Tracy Anderson  
Representing: St. Louis metropolitan alliance for reliable transportation IM receiving some denials on



trip scheduling either one way or no service at all. It is really hit or miss whether I can get some thing scheduled. The people in customer service are helpful and polite. The drivers are polite and helpful. I wish Metro could provide more reliable service. One of my wish Chaise would be that there be an automated. More reliable service. One of my wish Chaise would be that t here be an automated text alert that you could receive of the various times that you are scheduled for. It's hard for visually impaired person to manage the days pick up times drop off times, especially when they are not what you requested . To make a better riding experience, I think that would be helpful.

Topic: Call a ride service

Comments:

I am still receiving denials on trips, sometimes one-way sometimes no trip available at all. The phone lines have been improved. Customer service answers better, and the representatives are polite. I would like to see an improvement in the availability of the service and I would like to see metro offer an alert system. , a alert system that could keep customers up-to-date on times, scheduled pick ups, and/or late drivers. This would help create a better experience for passengers who are disabled, and have to keep up with a variety of times. Especially, when those times are not the ones you requested and you don't want to miss the ride.

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Name: Sarah Coyle

Representing: People with disabilities

Topic: Call-A-Ride

Comments:

To have a healthy community, you must have a healthy transportation system that benefits everybody. People with disabilities must have accessible transportation so that they can fully access their community and be able to work, get an education, go to medical appointments, go to places of worship, enjoy recreational activities. That is not currently happening with the deficiencies in the Call-A-Ride paratransit system. Metro needs to do better.

---

Name: Tyler Moore

Representing: STL Metropolitan Alliance for Reliable Transit

Topic: Call-A-Ride/Metro Transit

Comments:

I am writing to emphasize the critical importance of restoring our public transit and paratransit systems in the STL region. Efficient, affordable, reliable, and safe public transit and paratransit is vital the economy of the STL Region, and is vital to it's future development. There is an untapped workforce waiting to be able find to find a job they can reliable transport themselves. Employers rely on these systems to make sure their workers can arrive to work, on-time. This especially applies to many students which rely on transit to get from campus to their jobs.

In addition, People with disabilities, who form an integral part of our society, rely on services like Call-A-Ride to access essential medical appointments. Missing these appointments not only leads to declines in health but also places a burden on our healthcare system and public funds. Let's strive for a barrier-free community where everyone can access employment, shopping, social gatherings, places of worship, and

education without hindrance.

But we owe it to everyone disenfranchised by the lack of availability and reliability of public transit to provide them these services, not just for the quality of life, but the society as a whole. The expansion in available of public transit will spur demand and spur quality mixed-use development of affordable housing, and affordable spaces for small businesses. You must throw away the mentalities of the past, and think outside of status quo that has existed in the United States since World War 2. We must stop continuing with the damaging policies that we have known to not work since 90s, and adopt an inclusive transportation network for all, not just those who want to drive, or can afford an automobile.

In conclusion, I urge you to prioritize the enhancement of our public transit and paratransit systems. The benefits extend beyond mere convenience; they impact our region's economic vitality, educational opportunities, and the well-being of all our residents, particularly those with disabilities. I propose the following actions:

- Lobby for increased funding for public transit infrastructure and maintenance.
- Promote awareness campaigns on the importance of accessible public transportation.
- Continuously engage with the community to gather feedback and make improvements.
- Work towards a comprehensive improvement to workplace conditions, substantial increase to worker pay, along with other benefits. A comprehensive employment package will be important towards attracting workers, and if what you propose isn't attracting more workers, you must offer even more.

Thank you.

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Name: Charles M Smith  
Representing: SMART  
Topic: Can't use my heart doctor.

Comments:

To get to my heart doctor I would have to travel Avia to Hanley station, the red line to Forest Park Station, the connecting train to shrewsbury, and then take a via to the hospital. I am not allowed to be on my foot a lot right now so this would cause me difficulty. I could change doctors, but I like my heart doctor and Trust them. I should not have to change. Your current Services leave an entire Hospital out of the loop and will probably affect a lot of people. The right to decent Medical Care is a human right. The right to choose who you want to care for you is also very important. By completely isolating that hospital and making it very hard for those with disabilities to get there you are violating people's rights. I would ask that you consider a route close enough to the hospital and that would serve the students possibly at merrimack, that would allow color ride to get to the hospital there. Thank you for your time

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Name: Teona McGhaw  
Representing: SMART Paratransit  
Topic: Call A Ride

Comments:

The STL region cannot thrive economically unless our public transit and paratransit systems are working efficiently, reliably, affordably, and safely. Employers count on public transit to get their employees to

work. Employers count on an educated workforce, and many students also depend on public transit to get to school and to jobs.

People with disabilities depend on Call-A-Ride to get to their medical appointments. Missing appointments means declines in health, lost productivity, increased spending on hospitalization – sometimes increasing our state’s Medicaid spending as well, not to mention human suffering. People with disabilities deserve a high quality of life without barriers in their way. We must be able to work, shop, participate in social gatherings, attend places of worship, improve ourselves through education. Transportation is needed for all of this.

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Name: Jenny Carmack  
Representing: disabled community  
Topic: service changes

Comments:

I follow Metro on Facebook and I have seen that many people are offered jobs at the job fairs. I understand that everyone who is offered a job does not end up as an employee, but I hope that it is at least 1/3 of the applicants. This tells me that the number of driver vacancies should be going down, which means that service levels should be increasing. I hope this reasoning hold some truth, St. Louis City and County desperately need reliable transportation, especially those of the most vulnerable populations.

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Name: Justin Wallen  
Representing: Myself  
Topic: Call A Ride Services

Comments:

I grew up riding public transit almost daily. As the son of 2 blind parents, the bus and call a ride were how we got somewhere. They were the reason my parents were able to take me to the zoo. The reason I got to spend time at the science center. The only way my mother could make it to her job at TWA. Without public transit, those things would not have been attainable for us. We didn't have the money to be able to take a cab everywhere. They are incredibly expensive. Rideshare didn't exist, and it still shares the same cost restrictions as cabs. I have fond memories of the forest park shuttlebug. But sometimes my parents would want to take me somewhere a bus didn't go, or the time it took to take a bus wasn't worth it. Because of Call A Ride services, we were able to go on those outings as well. More importantly, doctors appointments for me growing up, dentist appointments, eye doctor appointments, call a ride made those much easier to get to. Without public transportation, my mom would not have gotten to find a job and industry she fell in love with. An industry that I myself now work in today. These services are vital to the community, and made a huge difference in allowing my mom to give me a normal childhood, where her disability didn't hinder where she could take me or what I could do. Over the past 10 years, I've seen my mom and stepdad lose a large portion of their independence. Some is health, but a lot is because the options for reliable public transportation have either become unreliable, or are not cost effective. I really hope Bi State will focus on bringing more services to the area, and return the services they have already taken.

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Name: Vernon Kays  
Representing: Self  
Topic: support of transportation for people with disabilities

Comments:

I'm writing in support of improved transportation for persons with disabilities. It is a major human need to be able to have transportation in the USA. You can do better. I strongly support the needs of persons with disabilities.

Please do better.

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Name: Diane Wieland  
Representing: Disability Community  
Topic: Call-A-Ride

Comments:

Commissioners and Mr. Roach,

For the last seventeen years, I observed my employee with a disability using Call-A-Ride as her mode of transportation getting to and from her job. My employee often struggled with getting trips to and from work. Often times, she requested a different starting time in order to accommodate the Call-A-Ride schedule. As a person with a disability, I was more understanding than most employers regarding her transportation needs.

I also observed over the years for this same employee was experienced Call-A-Ride decreasing their service. The employee once again struggled to find another mode of transportation to get back and forth to work. This caused additional stress on the employee worry about her transportation. Once she figured out how to take the bus fixed routes. Then, Metro decided to cut the bus route.

I strongly encourage Metro to increase the pay and the benefits for the Call-A-Ride drivers. Metro also should be listening to the people with disabilities because they are your riders.

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Name: Charlotte Bellmyer  
Representing: Public Transportation User  
Topic: Paparransit

Comments:

Even trying to schedule a trip 3-5 days in advance I still can't get a ride a majority of the time. I have a hard time getting to doctors appointments. Long trip mostly on the way home are difficult because I use oxygen.

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Name: Rev. Kristofer K. Avise-Rouse  
Representing: Epiphany United Church of Christ, 2911 McNair Ave. 63118  
Topic: Call-a-Ride

Comments:

I serve a congregation full of low or fixed income individuals, many of whom have disabilities. The cuts to call-a-ride service have adversely affected the lives of so many people in the metro. From disabled workers who can't complete their scheduled hours because call-a-ride will only pick them up at a particular time to those who are outside the service area and can't afford private transport making them effectively prisoners in their homes. This is unacceptable in a wealthy, developed nation. Please find a way to restore these vital services.

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Name: Annie Donnell

Representing: St. Louis metropolitan alliance for reliable transit (SMART)

Topic: Making public transportation accessible to everyone through expanding paratransit options

Comments:

My name is Annie and I am a guide dog user, as well as a cane user. I have been born blind all my life so this is all I know. I am advocating for more reliable and accessible paratransit options for everyone which includes making call a ride service better, as well as expanding Via. I would love to use Via to get around the St. Louis area, more efficiently and affordably, however, Villa is currently not available in my area, and I believe via should be expanded everywhere. This will also improve people to have the ability to choose which public transit and paratransit options work best for them. Call a ride service could also be improved because there would be fewer wait times on the reservation phone line system if other people chose to use Via if that was an option more readily available to everyone who needs it, who has a disability. It is designed to be a door-to-door service with drivers who are specialized in transporting people with disabilities safely to point A and to point B. I understand that Villa can be used in other capacities such as schools, places of employment, as well as other groups can have contracts with Via. However, if Villa is used through Metro, the drivers would know how to handle guide dogs and it wouldn't be as big of an issue as it is on other rideshare platforms. I hope we can all work together to make this happen. I think it's important that we all talk about these issues together and if possible, also have more face-to-face, hybrid, and virtual options so we can all come to the table and share perspectives and ideas. We are a community so it's important for all of us to come together to make our public transportation systems the most accessible that they can be going above and beyond the Americans with Disabilities Act and being a model for other cities not just standing back as the show me state first, but rather the leading state and city. St. Louis has the power to be. Thanks so much for reading.

Annie

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Name: Jamie Gilley

Representing: Paraquad supporter

Topic: Public transit emergency

Comments:

On June 22, people with disabilities gathered at Paraquad to share about the public transit emergency & I want to express my belief that Metro must act swiftly to provide affordable, safe, and reliable public transit to people with disabilities.

Name: Robyn Wallen

Representing: self and disabled parents and grandparents.

Topic: The lack of reliable transit affects more than the disabled.

Comments:

I am going to add to what my son commented on. If it had not been for buses and Call-A-Ride when he was growing up there are so many things we could not have done together. On any given Saturday we would take the bus and Metrolink to the Zoo, or sometimes just go out to the airport to watch planes. We did shopping trips and train rides. We would take Call-A-Ride for some things. Metrolink for some, and buses for others. It all depended on where we were going and how complicated it was to get there.

When my son was little in preschool he would play bus on the tricycles on the playground and have all the kids join in. Sometimes we would take one of his friends into Clayton just to ride the bus and they loved it. Something they didn't do with their own parents. Thanks to Call-A-Ride and Metrobus we were able to take him to the Forest Park Balloon Race or to other festivals. It made my life as a disabled parent a lot less limited and I was able to do a lot of the things with him that most people can drive to do. Because of all of this when he grew up, he wasn't afraid of riding a bus and did it often until he could drive. More importantly, as a child he didn't miss out.

My point is sometimes it is not just the disabled people who are affected by the lack of transit but their families. In the past year there were so many things I have missed I would have liked to do like the Chihuly exhibit at the Botanical Garden, the International Festival, the Foundry, and the Armory. However, because of the lack of reliable transit, those things might as well have been a thousand miles from me. I have gotten to the point that I look forward to trips out of town so that I can be a part of things and go and do. I fight every day to keep from falling into a deep depression because the world is so limited.

You might say well you have a son who can drive but here is the reality. He has a family of his own and a job and it is not his job to take his parents everywhere they want to go. It shouldn't be. Plus there are many people that don't have family at all.

What has happened to our transit system affects everyone and what has happened here is unthinkable. You as the board of directors and Metro have an obligation to fix it.

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Name: Jenny Carmack

Representing: disabled community

Topic: call-a-ride and bus service

Comments:

According to many Facebook posts, many people have been offered a job with Metro during the last several job fairs. It is understood that all of these people do not make it through to being fully trained employees, but one would think that at least 1/3 of them do. One would also think that this should

result in fewer driver vacancies. So, hopefully that means we will be seeing increases in bus and call-a-ride reliability.

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Name: Renee Fletcher  
Representing: riders and friends.  
Topic: unreliability of Call-A-Ride

Comments:

I am writing because of my concern about what has happened to Transportation in St. Louis. I no longer live there but I used to be a Metro bus user when my car would break down. The system was never perfect but it is slowly being dismantled. I literally watched a co-worker struggle to get to work every day on Metro Call A Ride. I remember her having to arrive at work at 9:15 a.m. to start an 11:30 shift or to have to be picked up at 9:30 when she got off an hour earlier. That is a long day for anyone and she had a son and an ill mother waiting for her at home. I also remember the many times she was late for work and the times I would see her standing and waiting outside for a van to pick her up an hour after she got off work. Still, it was something. Now you have taken that service away from many in the disability community. I and her other friends took it upon ourselves to get her to work so she didn't lose her job. Why can't Metro figure this out?

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Name: Kevin Lamont Sims Barnes  
Representing: Self and board member of Paraquad  
Topic: Essential uses of Call-A-Ride and Metro

Comments:

I have a disability and depend heavily upon Call- A-Ride and Metro transportation for my local travel needs: to medical appointments, visits to family, work, and entertainment. After a life of active sports, I now can hardly move without an electric chair and not at all after a two-block struggle on foot. The adjustment to public transportation was a shock as well since I had no time to adapt to a new lifestyle with a sudden disability. Public transportation increases my independence many times over. A reliable well-connected Metro service helps me avoid streets that are not maintained (or simply under construction) and the nearly impossible task of transporting my chair: common obstacles that I never thought of in my previous life. Public transportation contributes to the greater good also because there is less traffic, pollution, and overall cost for shared transportation. When disabled persons have freedom, we also have the means to act on our nature to contribute our time and talents to others; I taught civic and law classes to high school students without salary. Increased scheduling of rides to shared destinations like the shopping malls and grocery stores would also increase the efficiency of transportation for us.

I speak for myself in the perspective given above but must also add the voice of my elder sister who has had invisible disabilities since birth and cannot write or speak effectively for herself. As one of her remaining siblings and her guardian, I can attest that Dial-A-Ride is an essential means that she can use for travel safely between our homes without private or commercial systems and their inherent disadvantages of misinterpretations of directions and payments.

Kevin Barnes is an attorney who advocates for the elderly, indigent, and disabled persons in his private practice.

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Name: Debra Penna-Fredericks  
Representing: Self  
Topic: Public Transportation

Comments:

Public transportation is vital to everyone, but especially to people with disabilities and people who are low income. As a disabled woman, I live with the fear of losing my ability to drive every time I feel my disease causing me to struggle to walk and each time I have to lean heavily on my cane to help me stand or take a step. As our public transit system shuts down more routes and makes waiting between rides longer, it makes life more difficult for people with disabilities like me who may need to get to a doctor's appointment, go to work, or go to the grocery store. And when bus routes get canceled and when Metro stops going to some places in the community, the possibility of having a life has been cut off for anyone who is disabled and cannot make it to a bus stop too far away. No longer are they given equal opportunity to participate in the St Louis community.

When prices go up on transit, people on limited income and low wage jobs can no longer afford to ride the bus or Metro. That means countless jobs are lost, numerous doctor's appointments are missed, and people sit at home because they cannot attend family gatherings on the holidays. I know people all of these things have happened to due to fare increases. And many people skip medicine or groceries just so they can buy their bus pass to go to work.

I am asking that we, as a community, focus on increasing public transit and making it more affordable. We will never be able to grow and compete with other communities as long as we are shutting down and cutting back transit and as long as it is out of reach due to cost for so many people.

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Name: Etefia Umana  
Representing: SMartA  
Topic: Issues with Metro call a ride

Comments:

Good morning. I am writing these public comments to address multiple issues with Metro call A ride. From the perspective of a writer, it is obvious that there is a significant and substantial need to make medical appointments,, Recreational appointments, educational and work appointments. The management and administration make things exceptionally difficult for the writer because of a lack of intelligence, creativity, and commitment to achieving the Basic goals of the Ada. This is from the top down. From making a reservation, to self reporting some of the issues which can be collectively captured technologically, to scheduling a ride, being on time for a ride, a culture of negativity, pay for drivers, service area capacity, and many more. There must be an external oversight board and individuals who our regular recipients of services on the commission in order to make sure that there is some sensitivity to what is going on. And remedy them as such. th ere also must be structured penalties on behalf of the administration and commission for a failure to complete basic task. What are you doing? The lack of accountability is excessive. it is apparent that the administrative agency that runs Metro and they commission do not except a basic, rudimentary, level of accountability for their lack of performance. Things have to be performance base. Anytime youOur Apple writing at a deficit as such that needs to be significant changes. Again, th ere needs to be a broadening of the commission and



probably the introduction of newer types of I consultants that can actually address the issues that confront Metro to make it a more functional, optimally operating environment. I have some ideas.

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Name: Wes Buchek  
Representing: St. Louis citizens, people with disabilities, myself  
Topic: Need support for people with and without disabilities

Comments:

What is is going to take to get the region up to speed with public transportation and para transit? It seems like we are going backwards—not getting better.

Is it a matter of funding? Staffing? Or something else? Because I think we all know that everyone benefits from a robust system that doesn't leave anyone out. People need to get places, and public transit is the only option for many people. So what is needed to make this work?

Thank you.

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Name: Danny Lawrence Senior  
Representing: Myself  
Topic: Call a ride

Comments:

The current organizational framework, service delivery, and customer satisfaction with call a ride and Metro is not sustainable. That needs to be immediate analysis an overhaul of the administration, consultants, border commissioners, and a real writer centered focus on deliverables. I am a rider that constantly has to negotiate four basic rides on the service. I rely on Colorado to get to places of worship, organizational meetings, work, friends, and so forth. From making a reservation, to getting on the ride to departing to ride at times becomes an unbearable experience not because of the drivers but because of the poor administrative capacity and oversight. This must change.

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5. **Approval of the Minutes of the June 23, 2023, Board of Commissioners, Open Meeting 8:42 a.m.** The minutes from the June 23, 2023, Board of Commissioners, Open Meeting, were provided in the Board packet. A motion to approve the minutes, as presented, was made by Commissioner Beach and seconded by Commissioner Brown.

**The motion passed unanimously.**

6. **Approval of the Minutes of the July 14, 2023, Special Meeting of the Board of Commissioners, Open Meeting 8:43 a.m.** The minutes from the July 14, 2023, Special Meeting of the Board of Commissioners, Open Meeting, were provided in the Board packet. A motion to approve the minutes, as presented, was made by Commissioner Moore and seconded by Commissioner Windmiller.

**The motion passed unanimously.**

**7. Approval of the Minutes of the August 10, 2023, Special Meeting of the Board of Commissioners, Open Meeting**

**8:43 a.m.** The minutes from the August 10, 2023, Special Meeting of the 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 seconded by Commissioner Windmiller.

**The motion passed unanimously.**

**8. Report of the President**

**8:43 a.m.** President and CEO, Taulby Roach, acknowledged the 59 public comments received. He noted that the Agency is struggling with service, not only with paratransit, but with our regular operations. He stated that the Agency recognizes the struggle that individuals are going through, and staff is taking every action available to combat the workforce shortage issues. Mr. Roach thanked the Board of Commissioners for their support of these actions, and he reported that the agency has advanced salary pay, along with \$5,000 sign-on bonuses, and 401(k) opportunities for employees. He stated that the Agency has had very successful hiring events, and through the last three hiring events, over 170 employment offers have been made. He noted that a revised contract with the ATU has been completed, and the Agency has revamped training.

Mr. Roach noted that on September 12, 13, & 14, under the triennial review process, the FTA sent specific reviewers to the Agency, including paratransit. He reported that, on September 14<sup>th</sup>, the lead reviewer, Mr. Richard Garety, who has over 44 years of experience in consulting on paratransit, reviewed our operation in detail, and at the exit interview, he reported that the Agency had no findings. Mr. Roach stated that, albeit, with the very real concern of the continuing employment crisis, the Agency will continue its efforts to attract and maintain workers. He reported that a written report of this review should be available to the public during the second week of October.

Mr. Roach stated that he understands the concerns being expressed; however, we have a dedicated staff working hard to improve the situation, and he stated that he will push back on the statements that this Agency “does not care”. He stated that we care very much, and will continue to take every measure available to improve the situation.

Chair Simmons stated that Mr. Roach has kept Vice Chair Gladney and himself informed of the issues and the efforts being made to improve the situation. Mr. Simmons stated that, speaking for the Board, this issue is at the top of the priority list. He also noted that the report referenced was performed by the FTA, during a routine audit of the Agency. It was not conducted by a hired firm. Commissioner Windmiller stated that she appreciated the comments that were submitted by the public. She stated that it is important that those most effected submit their comments and concerns. Vice Chair Gladney reiterated that the Board appreciates the comments. He stated that he understands that people want the Board to take action; however, he stated that the Board has taken action, as well as the CEO and staff.

**9. Report of the Operations Committee**

**8:53 a.m.** Commissioner Windmiller stated that a virtual meeting of the Operations Committee was held on August 18, 2023 at 8:30 AM, and the draft minutes of that meeting are included in the meeting materials today under Item #9.

She reported that the Operations Committee is recommending approval of eight (8) items, which are noted on today’s agenda as Consent Agenda, Item #13:

- B. St. Louis Downtown Airport - Six (6) Surplus Property Holdings (Resolution #1286)
- C. Contract Time Extension – Downtown Tunnel Repairs and Standpipe Replacement Design and Construction Phase Services (Resolution #1287)
- D. Contract Award – WSP USA Inc. Major On-Call General Engineering Consulting – Civil and Structural Engineering and Surveying Services (Resolution #1288)
- E. Contract Award – On-Call General Engineering Consulting Services - Multiple Disciplines (Resolution #1289)
- F. Contract Award – Northside-Southside (Jefferson Alignment) Program Management Consultant (PMC) – Phase II (Resolution #1290)
- G. Contract Award – Fleet Tire Requirement (Resolution #1291)
- H. Contract Award - Illinois Bus Cleaning (Resolution #1292)
- I. Contract Modification – Light Rail Vehicle Brake Caliper Overhaul (Resolution #1293)

Commissioner Windmiller stated that Tom Curran, Executive Vice President of Administration, gave a presentation at the August Committee meeting, regarding a “Contract Modification for Track System Upgrades”, and that item is also on today’s agenda, for approval, under Item #14.

She reported that, at the August Committee meeting, an Operations Summary and Workforce Update was provided by Chuck Stewart, Executive Vice President and Chief Operating Officer for Metro Transit. She noted that an Executive Session was not held at the August meeting.

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

**8:55 a.m.** Commissioner Beach reported that a virtual meeting of the AFA Committee was held on August 18, 2023, immediately following the Operations Committee Meeting, and the draft minutes of that meeting are included in the meeting materials today under Item #10.

Commissioner Beach reported that the AFA Committee is recommending approval of four (4) items, which are noted on today’s agenda as Consent Agenda, Item #13:

- J. Contract Award - Independent Audit Services (Resolution #1294)
- K. Contract Modification - Talent Management Solution (Resolution #1295)
- L. Sole Source Contract - Finance Management Software - Kronos Dimensions Upgrade (Resolution #1296)
- M. Revisions - Board Policies, Chapter 30 – Audit, Finance, and Budget (Resolution #1297)

He reported that, at the August meeting, several informational items were presented to the Committee, including:

- Internal Audit Department - Follow-Up Summary – 4th Quarter, FY2023

- Internal Audit Department - Status Report – 4th Quarter, FY2023
- Internal Audit Department - State Safety Oversight Status Report - 2nd Quarter, Calendar Year 2023
- Update on Risk Management Insurance Program
- Financial Statements
- Treasurer's Report
- Procurement Report
- Pension Plan, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of June 30, 2023

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

**8:56 a.m.** Chair Simmons reported that a virtual meeting of the Safety & Security Committee was held on August 10, 2023, at 9:15 AM, immediately following a Special Meeting of the Board of Commissioners, and the draft minutes of that meeting are included in the Board Packet today under Item #11.

He reported that the Committee is recommending approval of one (1) item, which is noted on today's agenda as Consent Agenda, Item #13:

- A. 2023 Public Transportation Agency Safety Plan (Resolution #1285)

**12. Adjustment of Consent Agenda**

**8:57 a.m.** Chair Simmons asked if there were any adjustments to the Consent Agenda. Commissioner Gladney asked, on behalf of staff, that Consent Agenda Item #13.D. Contract Award – WSP USA Inc. Major On-Call General Engineering Consulting – Civil and Structural Engineering and Surveying Services (Resolution #1288) be removed from the Consent Agenda, and postponed until the next meeting, for further review by staff.

**13. Consent Agenda Items**

**8:58 a.m.** Consent Agenda Items:

- A. 2023 Public Transportation Agency Safety Plan (PTASP) Update (Resolution #1285)
- B. St. Louis Downtown Airport - Six (6) Surplus Property Holdings (Resolution #1286)
- C. Contract Time Extension – Downtown Tunnel Repairs and Standpipe Replacement Design and Construction Phase Services (Resolution #1287)
- ~~D. Contract Award – WSP USA Inc. Major On-Call General Engineering Consulting – Civil and Structural Engineering and Surveying Services (Resolution #1288)~~
- E. Contract Award – On-Call General Engineering Consulting Services Multiple Disciplines (Resolution #1289)
- F. Contract Award – Northside-Southside (Jefferson Alignment) Program Management Consultant (PMC) – Phase II (Resolution #1290)
- G. Contract Award – Fleet Tire Requirement (Resolution #1291)
- H. Contract Award - Illinois Bus Cleaning (Resolution #1292)
- I. Contract Modification – Light Rail Vehicle Brake Caliper Overhaul (Resolution #1293)
- J. Contract Award - Independent Audit Services (Resolution #1294)
- K. Contract Modification - Talent Management Solution (Resolution #1295)
- L. Sole Source Contract - Finance Management Software - Kronos Dimensions Upgrade (Resolution #1296)
- M. Revisions - Board Policies, Chapter 30 – Audit, Finance, and Budget (Resolution #1297)

A motion to approve the Consent Agenda Items: Items 13.A. through 13.C. and Items 13.E. through 13.M., as referenced in the Committee Reports and as outlined on the agenda, was made by Commissioner Beach and seconded by Commissioner Moore. For clarification, it was noted that item 13. D. will be held for consideration until either the next Regular meeting or Special Meeting of the Board of Commissioners.

**The motion passed unanimously.**

**14. Contract Modification - Track System Upgrades (Resolution #1298)**

**9:00 a.m.** A briefing paper was included in the meeting materials, requesting that the Board of Commissioners authorize the President & CEO to execute a contract modification to adjust the contract value in accordance with the established additional scope elements, and extend the contract period of performance to December 31, 2024, with RailWorks Track Services, in an amount not to exceed \$5,230,296.41, which includes 10% contingency. Tom Curran, Vice President of Administration, gave an overview of this item, noting that when this item came before the Operations Committee in August, it contained several items relating to the St. Clair County Transit District (SCCTD). He reported that the St. Clair County Transit District has not yet acted to approve those items; therefore, those items have been removed from the proposed contract, resulting in a lower project cost. Mr. Curran stated that, should SCCTD move forward with approval of these items, staff will bring the item back before the Board of Commissioners for consideration, at a future meeting. He noted that Kelly Hamm, Senior Director of Capital Projects, is participating in today's meeting, if there are any technical questions regarding the project. Commissioner Windmiller asked if the SCCTD issues were noted at the Operations Committee meeting, and Mr. Curran stated that those issues were discussed.

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

**The motion passed unanimously.**

**15. Amendment #4 to the 401k Retirement Savings Program (Resolution #1301)**

**9:03 a.m.** A briefing paper was included in the meeting materials, requesting that the Board of Commissioners approve Amendment #4 to the Bi-State Development Agency 401(k) retirement savings program. Dave Tobin, Senior Director of Benefits, gave an overview of this item noting that on August 10, 2023, the Board of Commissioners approved the Tentative Collective Bargaining Agreement with the Amalgamated Transit union ("ATU") Local 788 O&M Division Unit and the Clerical Division Unit ("CBA"), which included a requirement that the O&M and Clerical employees be eligible to participate in the Agency 401(k) Plan, and for certain contributions to be made. He stated that Board Policy 70.050(G), Employee's Pension & 401(k) Retirement Savings Plans, provides that the Board of Commissioners shall approve Plan amendments. Mr. Tobin stated that, due to timing, this item was not presented to the Audit, Finance and Administration Committee; however, in order for staff to move forward implementing the 401(k) for the newly eligible employees, the President and CEO has allowed this item to be placed on today's agenda.

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

**The motion passed unanimously.**

**16. Husch Blackwell Strategies Contract for Lobbying/Consulting Services (Resolution #1302)**

**9:03 a.m.** A briefing paper was included in the meeting materials, requesting that the Board of Commissioners authorize the President & CEO to enter into a three-year, two phased contract with HBS for lobbying/consulting services, in the not-to-exceed amount of \$895,500.00. President and CEO Roach gave an overview of this item, noting a strong federal relationship with this consultant. He reported that the initial phase of the contract would be at a lower cost, and there are provisions to cancel, should the need arise. Chair Simmons reported that Mr. Roach has kept him informed of the negotiation of this contract, and feels that it is a proactive approach.

Commissioner Beach noted the current contracts with other firms, and asked if these contracts would remain in place. Mr. Roach noted that they would. Commissioner Beach posed questions regarding the competitive nature of federal funding, and potential conflicts that could arise if HBS is representing more than one entity. Mr. Roach stated that could be possible; however, he does not contemplate any issues, at this time. Commissioner Windmiller posed questions regarding the contract amount. Mr. Roach provided additional information regarding the breakdown of costs for phase I and phase II of the contract. Commissioner Windmiller asked who set up the initial meetings, and it was noted that Commissioner Gladney was involved in the process of setting up the initial meeting. Commissioner Gladney noted that the Agency envisioned the first phase, but not necessarily the second phase. Additional discussion was held regarding the number of consultants currently used by the Agency and the amounts of those contracts. Commissioner Windmiller stated that she is uncomfortable approving a 36-month contract, and she would suggest that the Board consider removing phase two from the contract, to reflect only phase one, for 18 months. Commissioner Moore stated that she feels the Agency may need to pull back a bit, and allow the Board to have a larger discussion of the entire consultant issue. President and CEO Roach stated that he feels that the proposed 18-month contract is reasonable. He stated that he wants to be responsive to the Board, but feels that this contract is necessary. He stated that he would like to request that the Board move forward with the modified 18-month contract, for phase one only, as suggested by the Board.

Commissioner Windmiller made a motion to approve only the 18-month, phase one, portion of the proposed contract with HSB, as presented, and she asked that in the future, these items be presented at the Committee level so that some discussion can be held, before being presented to the Board of Commissioners. The motion was seconded by Commissioner Gladney.

**The motion passed unanimously.**

**17. Emerson Park MetroLink Station Communications Center**

**9:28 a.m.** A briefing paper was included in the meeting materials, updating the Board of Commissioners on details of the Emerson Park facility, constructed by St. Clair County Transit District (SCCTD), the negotiated agreements, and financials. President and CEO, Taulby Roach, noted that the Board has already approved this project; however, due to the construction schedule and the condition of the current construction market, he thought it was appropriate to provide an update to the Board. He stated that the preliminary figures contemplated the cost of the building being close to \$10 million; however, due to the development of the various facilities, the cost will be higher than what was proposed. He stated that, even with the increase in expenses, this project will increase operability, for example, having 911 operations directly on the alignment through the St. Clair County Sheriff's Office. Mr. Roach reported that, with regard to the light rail line, the Agency is now dispatching 95% of the trains out of the 29<sup>th</sup> Street facility, which means the duplication of OCC. Chair Simmons reiterated that the benefits of the OCC location will build redundancy. Mr. Roach stated that this was found to be a vulnerability during COVID, and the

Agency needs duplication of critical services to remain effective.

This item was presented as information only.

**18. Unscheduled Business**

**9:33 a.m.** There was no unscheduled business.

**19. Operations Report**

**9:33 a.m.** A Metro Service Report and Workforce Update were provided in the meeting materials. Charles Stewart, Executive Vice President and Chief Operating Officer Metro Transit, provided a summary of the report for the Board. He noted that Call-A-Ride (CAR) is his main focus, noting that the goal is to have no denials within the required service area, and that, although the situation is improving, that goal has not been reached. Mr. Stewart gave an overview of actions that have been taken thus far to address the issues. He noted that the CAR contract expires in January 2024, and he is working on that contract now. Chair Simmons stated that he has read all of the public comments submitted, and it is touching. He asked if the Agency is now operating within the required mandate. Mr. Stewart noted that currently CAR is operating within the required service area, but still has not met the goal of zero denials. Chair Simmons noted that Metro receives many cancellations from clients regarding CAR services, and a reduced number of cancellations, or early notifications would be extremely helpful, as these cancellations present logistical issues as well. Mr. Stewart noted that Metro remains in need of more drivers.

**20. Call for the Dates for Future Meetings**

**9:49 a.m.** Myra Bennett, Manager of Board Administration, noted the following upcoming meetings:

Safety & Security Committee	October 5, 2023	8:30 AM
Operations Committee	October 13, 2023	8:30 AM
Audit/Finance/Administration Committee	October 13, 2023	Following OPS
Board of Commissioners	November 17, 2023	8:30 AM

**21. 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) (2) – Real Estate, and (D) (10) Auditors.**

**9:49 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) (2) – Real Estate, and (D) (10) – Auditors. The motion was made by Commissioner Moore and was seconded by Commissioner Brown.

The poll of the Board being as follows:

Rose Windmiller – Yea	Herbert Simmons – Yea
Vernal Brown – Yea	Terry Beach – Yea
Sam Gladney – Yea	Debra Moore – Yea

**The motion passed unanimously.**

The Board of Commissioners moved into Executive Session at approximately 9:50 a.m.

**22. Reconvene to Open Meeting**

**10:26 a.m.** Chair Simmons noted that the Board has reconvened to the Open Meeting.

Commissioner Brown made a motion to approve the minutes of the June 23, 2023, Board of Commissioners, Executive Session; the minutes of the July 14, 2023, Board of Commissioners, Special Meeting, Executive Session; and the minutes of the August 10, 2023, Board of Commissioners, Special Meeting, Executive Session, as presented, as closed records. The motion was seconded by Commissioner Windmiller.

The poll of the Board being as follows:

Rose Windmiller – Yea  
Vernal Brown – Yea  
Sam Gladney – Yea

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

**The motion passed unanimously.**

Commissioner Moore made a motion to approve Consent Agenda Items 10. A. and 10. B, as presented in Executive Session. The motion was seconded by Commissioner Windmiller.

The poll of the Board being as follows:

Rose Windmiller – Yea  
Vernal Brown – Yea  
Sam Gladney – Yea

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

**The motion passed unanimously.**

**23. Adjournment**

**10:28 a.m.** Chair Simmons asked if there was any further business, and being none, Commissioner Beach made a motion to adjourn the meeting. The motion was seconded by Commissioner Brown. Unanimous vote in favor was taken. The motion passed, and the meeting was adjourned at approximately 10:28 a.m.

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Deputy Secretary to the Board of Commissioners  
Bi-State Development



**BI-STATE DEVELOPMENT  
OPERATIONS COMMITTEE MEETING  
OPEN SESSION MINUTES  
(Virtual Meeting)  
October 13, 2023 at 8:30 AM**

**Operations Committee Members participating via Zoom**

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

**Other Commissioners participating via Zoom**

Terry Beach  
Herbert Simmons  
Nate Johnson  
Sam Gladney – joined meeting at 9:02 a.m.  
Debra Moore – joined meeting at 8:34 a.m.

**Staff participating via Zoom**

Taulby Roach, President and Chief Executive Officer  
Brenda Deertz, Director of Executive Services  
Lisa Stump, Lashly & Baer, Legal Counsel  
Myra Bennett, Manager of Board Administration  
Thomas Curran, Executive Vice President – Administration  
Tammy Fulbright, Executive Vice President, Chief Financial Officer  
Charles Stewart, Executive Vice President, Chief Operating Officer Metro Transit  
John Langa, Vice President Economic Development  
Crystal Messner, Chief Audit Executive  
Trenise Winters, Assistant Executive Director Metro Transit  
Dave Toben, Senior Director Total Rewards  
Dale Schaeffer, Chief Mechanical Officer

**Others participating via Zoom**

Karen Sneed, ASL Interpreter  
Tyler Duke, ASL Interpreter

- 1. Open Session Call to Order**  
**8:30 a.m.** Chair Windmiller called the Open Session of the Operations Committee 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**

**8:30 a.m.** Chair Windmiller asked Myra Bennett, Manager of Board Administration, to summarize any speaker cards have been received for today's meeting. Ms. Bennett noted that the Agency received 5 public comments for today's meeting, the majority of which pertained to Call-A-Ride services. She stated that all comments were distributed to the Commissioners prior to the meeting, for review. She noted that the comments, in their entirety, will be provided in the online meeting materials, and will be included in the minutes from today's meeting. (The verbatim, public comments are noted below.)

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Name: Patricia Hall

Representing: Myself and other friends impacted by service cuts

Topic: Improve Metro Services

Comments:

I am Metro's former Director of ADA Services and I use all modes of Metro Transit. During my tenure, I established the Transit Access Center, ADA & Sensitivity Training, and Travel Training programs while helping Metro get "On the Way with ADA!"

I am writing to ask the Board of Commissioners to help its Metro enterprise to serve as an economic catalyst by getting people to their destinations throughout the entire region for employment, education, medical appointments, religious services or leisure activities. This services are vital for the St. Louis region to thrive. However, these services are even more critical for people who rely on public transportation services, especially people with disabilities who often require the assistance and accessibility offered by Metro Call-A- Ride (CAR) services as there aren't other affordable transit options available.

Over the last several years, Metro has eliminated bus routes and reduced the frequency of remaining routes as well as MetroLink. In 2021, VIA Metro was established. Meanwhile, Metro CAR services continued to be provided to ADA customers without regard to the availability of any fixed route services which exceeded ADA requirements as it probably had since 1990 or so. In April, when Metro CAR began enforcing the 3/4 mile boundary, it really exposed just how inadequate the fixed route is for the region! Metro can and must do better!!!!

I propose:

- work with disability groups and organizations like Paraquad and SMART, Lighthouse for the Blind etc
  - redesign bus system to cover more of the region throughout the day all days with help from community and operators
  - publish monthly Paratransit report on website
  - hire part time operators all modes including retirees
  - pay car better and reward all operators
-

Name: K. Mccoy  
Representing: tax payers  
Topic: disability rights

Comments:

Bi-State development should increase access to transportation for community members with disabilities. There are community members that are transit unhoused that are paying customers and deserve courtesy and respect when they pay for services, alot of domestic violence survivors dealing with PTSD disabilities that struggle with riding public transportation in large crowds.

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Name: Joan Lipkin  
Representing: The DisAbility Project  
Topic: Caller ride

Comments:

Please reinstall and update caller ride. Access to reliable affordable transportation is essential to the quality of life of people with disabilities.

It is needed for medical, employment, and social reasons. It is unfair and unDemocratic to discriminate against this large segment of the population.

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Name: Malik Lendell  
Representing: Myself  
Topic: Better Service, Not Security Theatre

Comments:

Bus, call-a-ride, and train services have faced extreme cuts throughout the year, yet Bistate Development undemocratically prioritizes public funds for private corporate interests, that is, for the secure platforms plan.

Transit riders like myself are tired of this security theatre. We just want reliable and frequent service.

Prioritizing accessible transit is essential due to the reality of climate change and disinvestment in minority communities.

Instead of gates, we should work towards a future of fare-free transit as is present in Kansas City. Policing the poor and immobilizing the most vulnerable is not security. It's violence.

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Name: Shannon Villa  
Representing: Self and the general public and transit users  
Topic: Real Time Information

**Comments:**

When will this be made available again to the public since the cyber attack?

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**4. Approval of the Minutes of the August 18, 2023 - Operations Committee, Open Meeting**

**8:30 a.m.** The minutes of the August 18, 2023, Operations Committee, Open Meeting, were provided in the Committee meeting materials for review. A motion to approve the minutes, as presented, was made by Commissioner Golliday and was seconded by Commissioner Brown.

**The motion passed unanimously.**

**5. 2023 Annual Surplus Property Holdings**

**8:32 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 report reaffirming and approving that the properties included in the “Table 1” attachment to the briefing paper, are not required for BSD purposes, and may, therefore, be declared surplus and subject to sale, lease, or the grant of other property rights. John Langa, Vice President-Economic Development, gave an overview of this item, noting that there are 98 surplus properties currently owned by the Agency, which includes the 6 surplus properties approved at the September 22<sup>nd</sup> Board of Commissioners meeting. Mr. Langa noted that there is a surplus property currently under contract, which is anticipated to close by the end of the year, and he gave details relating to that proposed transaction.

A motion to approve this agenda item, as presented, was made by Commissioner Beach and was seconded by Commissioner Golliday.

**The motion passed unanimously.**

**(Commissioner Moore joined the meeting at approximately 8:34 a.m.)**

**6. Contract Award – Bi-State Development (BSD) Light Rail Vehicles**

**8:34 a.m.** A briefing paper was included in the meeting materials, presenting to the Operations Committee for discussion, and referral to the Board of Commissioners for additional discussion and final approval, a request to authorize the President & CEO to enter into a contract with Siemens Mobility, Inc. for Metro’s Light Rail Vehicles, upon completion of negotiations and an acceptable Best and Final Offer. Tom Curran, Executive Vice President Administration, gave an overview of this item noting that Solicitation 23-RFP-342171-CG - Bi-State Development Light Rail Vehicles was created with support by Hatch Associates Consultants, the Agency’s firm of record for Light Rail Vehicle Professional Engineering Consulting Services, to ensure the successful procurement and delivery of the first LRV replacement fleet. The solicitation was issued on September 1, 2022, and in response to the solicitation, one (1) proposal was received from Siemens Mobility, Inc. Mr. Curran reported that the technical proposal was forwarded to the evaluation team, composed of staff from Metro’s Light Rail Vehicle Maintenance Department and external partners from Hatch LTK, and was reviewed and scored according to the technical evaluation criteria specified in the solicitation package, following a formal oral presentation and interview with Siemens. He noted that negotiations are ongoing, and additional information will be provided at the Board of Commissioners meeting in November.

A motion to approve this agenda item, as presented, was made by Commissioner Brown and was seconded by Commissioner Johnson.

**The motion passed unanimously.**

**7. Contract Award – Purchase of Non-Revenue Vehicles**

**8:36 a.m.** A briefing paper was included in the meeting materials, requesting that the Operations Committee accept, and forward to the Board of Commissioners for discussion and approval, a request to authorize the President & CEO to enter into a contract to Broadway Ford for the purchase of thirteen (13) 1-ton or greater non-revenue vehicles to support the Metro Rail, Bus Support Service and Facilities, in an amount not to exceed \$1,512,090.50. Thomas Curran, Executive Vice President Administration, gave an overview of this item noting that, on July 11, 2023, Bi-State Development issued solicitation 24-SB-448365-TJ – Purchase of Non-Revenue Vehicles to obtain thirteen (13) heavy-duty non-revenue vehicles, and in response to the solicitation, only one bid was received, submitted by Broadway Ford. He reported that the bid was reviewed and found to be responsive to the solicitation.

A motion to approve this agenda item, as presented, was made by Commissioner Johnson and was seconded by Commissioner Golliday.

**The motion passed unanimously.**

**8. Contract Award – Purchase of Ticket Vending Machines**

**8:38 a.m.** A briefing paper was included in the meeting materials, requesting that the Operations Committee accept, and forward to the Board of Commissioners for approval, a request to authorize the President and CEO to enter into a contract, with a firm to be determined, for the purchase of one hundred twenty-five (125) ticket vending machines. Tom Curran, Executive Vice President Administration, gave an overview of this item. He reported that, on August 16, 2023, Bi-State Development issued solicitation 24-RFP-466396-KM – Purchase of Ticket Vending Machines, to obtain new ticket vending machines as part of the Agency's Fare Collection Program project. He noted that prior to issuance of the solicitation, Bi-State had conducted a Request for Information process, which demonstrated a high level of interest from vendors in the Agency's ticket vending machine (TVM) acquisition process. He reported that the Agency has received six (6) proposals from TVM vendors that are in the process of being reviewed and scored by an evaluation committee consisting of members from Bi-State's Finance and Administration Departments. Mr. Curran stated that the Request for Proposals for this item includes over 900 technical requirements that must be reviewed for each vendor's proposal. He reported that the evaluation committee members will continue scoring of the proposals this month, followed by a consensus meeting to recommend the highest-ranking firm.

Mr. Curran stated that the Agency's Procurement Department will guide the evaluation committee members through the technical scoring process for selecting a vendor, and pricing will be factored in, after the technical review is complete. He stated that the acquisition, testing and installation of the TVMs are critical to the Secure Platform Project (SPP), as the machines will produce fare media to open the new security gates for MetroLink access, and this media will include QR code tickets, passes and stored value smart cards, all of which will be available through the TVMs. Mr. Curran stated that, in addition to the need for new TVMs to support the Secure Platform Project, the Agency's current TVMs are at the end of their service life, and due to technology and regulatory changes, the ticket vending machines must be replaced in order to meet current Payment Card Industry (PCI) security standards.

Chair Windmiller posed the question that, if the Committee approves the item today, will additional information be provided at the November Board of Commissioners meeting. Mr. Curran noted that the names of the companies submitting proposals and the cost will be provided at the November meeting. Commissioner Simmons noted previous issues with the ticket vending machines and their operation, and asked that staff ensures this does not happen again. Mr. Curran stated that staff will ensure that the interaction with system works.

A motion to approve this agenda item, as presented, was made by Commissioner Beach and was seconded by Commissioner Johnson.

**The motion passed unanimously.**

**9. Unscheduled Business**

**8:43 a.m.** There was no unscheduled business.

**10. Operations Report**

**8:43 a.m.** An Operations Report for Metro Transit was included in the Committee packet. Charles Stewart, Executive Vice President, Chief Operating Officer Metro Transit, provided a summary of the report for the Committee. He noted an increase in ridership of 6% per year, and anticipates that this will continue during the current year.

Mr. Stewart gave a workforce update, summarizing the efforts that the Agency has made with regard to recruitment and retention, including the \$5,000 sign on bonus, advanced training, mentorship program, hiring events, re-hire program, and most recently, the approved contract with the ATU, which includes the 401(k) program and pay differentials. He reviewed the numbers regarding new hires and those currently in training, and he noted that the rate of attrition appears to be subsiding. Mr. Stewart noted that a hiring event is scheduled for this Saturday. He reported that these hiring events have resulted in over 240 same day job offers.

Mr. Stewart noted that the next scheduled service change will take place in November, which will result in slight increases in run time and frequency; however, no increases in geographic coverage will take place with these changes. He also noted the continuation of single-track service and the continuation of the single car pilot program.

Chair Windmiller noted that the workforce situation has been challenging, and noted that the report reflects that many new hires left before the first sign-on bonus was paid. She asked if the Agency knows why this is happening. Mr. Stewart stated that he feels that they were not receiving enough training and support, and this is why the advanced training and mentorship programs have been put into place. He stated that it appears that recently, the Agency has been attracting new employees who are eager to learn the job, and view it as the noble profession that it is. He reported that the new employees seem to understand that they are performing an essential service to the region, and are proud of that responsibility.

**11. President/CEO Report**

**8:56 a.m.** Bi-State Development President/CEO, Taulby Roach, noted that the Agency has been defending itself from a cyber attack since October 2<sup>nd</sup>. He thanked staff for all of their hard work during this difficult situation, highlighting the IT staff and the operations team for their efforts and noting that some staff worked over 100 hours last week, in order to keep essential functions up and running. Mr. Roach noted that the cyber attack was an attempt to extort money from the public, which directly effects services to some of the neediest residents of our community. He noted that

the attack directly affected Call-A-Ride services, and the Agency contacted its partners to communicate the issues with service. He noted that Trenise Winters, Assistant Executive Director of Metro Transit, communicated the issues to the ATU 788, and thanked her for her efforts. Mr. Roach informed the Board that he will be asking Chief Audit Executive, Crystal Messner, to form a cyber committee to review our current defense against attacks such as this, and offer suggestions to enhance those defenses.

**Commissioner Gladney joined the meeting at approximately 9:02 a.m.**

Mr. Roach noted that the single car pilot continues. He stated that the Agency has been receiving communications and e-mails noting when cars are full, so that the Agency can adjust to meet the needs of the ridership. He noted that this is not a static event, put a process that keeps evolving.

Mr. Roach reiterated that there will be a hiring event at the East Illinois Garage on Saturday, from 10:00 a.m. until 2:00 p.m., and he encouraged members of the Board to stop by and see the hiring team at work.

Commissioner Simmons posed questions regarding the single car pilot program. Mr. Roach stated that he will put together a formal report for the Board of Commissioners regarding this item.

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

**9:06 a.m.** Myra Bennett, Manager of Board Administration, advised the Board of Commissioners of the following upcoming meetings:

Board of Commissioners Meeting	Friday, November 17, 2023	8:30 AM
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**13. Adjournment to Executive Session**

**9:06 a.m.** Chair Windmiller stated that there does not appear to be any items on the agenda for the Executive Session. President/CEO, Taulby Roach stated that is correct.

**14. Adjournment**

**9:06 a.m.** Chair Windmiller asked if there was any further business, and being none, Commissioner Brown made a motion to adjourn the meeting. The motion was seconded by Commissioner Golliday. Unanimous vote in favor was taken. The motion passed, and the meeting was adjourned at approximately 9:06 a.m.

**BI-STATE DEVELOPMENT**  
**AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING**  
**OPEN SESSION MINUTES**  
**(Virtual Meeting)**  
**October 13, 2023**  
**Immediately following the Operations Committee Meeting**

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

Terry Beach, Chair  
Herbert Simmons  
Nate Johnson  
Sam Gladney  
Debra Moore

**Other Commissioners participating via Zoom**

Rose Windmiller  
Derrick Cox – Absent  
Irma Golliday  
Vernal Brown

**Staff participating via Zoom**

Taulby Roach, President and Chief Executive Officer  
Brenda Deertz, Director of Executive Services  
Lisa Stump, Lashly & Baer, Legal Counsel  
Myra Bennett, Manager of Board Administration  
Thomas Curran, Executive Vice President, Administration  
Tammy Fulbright, Executive Vice President, Chief Financial Officer  
Crystal Messner, Chief Audit Executive  
Charles Stewart, Executive Vice President & Chief Operating Officer Metro Transit  
Dave Toben, Sr. Director Total Rewards

**Others participating via Zoom**

Karen Sneed, ASL Interpreter  
Tyler Duke, ASL Interpreter

- 1. Open Session Call to Order**  
**9:07 a.m.** Chair Beach called the Open Session of the Audit, Finance & Administration Committee Meeting to order at 9:07 a.m.
  
- 2. Roll Call**  
**9:07 a.m.** Roll call was taken, as noted above.



**3. Public Comment**

**9:08 a.m.** Chair Beach asked Myra Bennett, Manager of Board Administration, to summarize any speaker cards have been received for today's meeting. Ms. Bennett noted that no speaker cards were submitted for today's meeting.

**4. Minutes of the August 18, 2023 - Audit, Finance & Administration Committee, Open Meeting**

**9:08 a.m.** The minutes of the August 18, 2023, 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.

**The motion passed unanimously.**

**5. Internal Audit Department - Follow-Up Summary – 1<sup>st</sup> Quarter, FY2024**

**9:09 a.m.** A briefing paper was included in the meeting materials regarding this item. Crystal Messner, Chief Audit Executive, gave an overview of this item, noting that the Standards for the Professional Practice of Internal Auditing, Standard 2500 – Monitoring Process, states that, “The Chief Audit Executive should establish and maintain a system to monitor the disposition of audit results communicated to management.” She noted that the attached report should be used to determine the timeliness and the completeness of the implementation of corrective action, and she stated that at this time, all recommendations are on target. Ms. Messner thanked management and staff for their cooperation. (This item was presented as information only.)

**6. Internal Audit Department - Status Report – 1<sup>st</sup> Quarter, FY2024**

**9:09 a.m.** A briefing paper was included in the meeting materials regarding this item. Crystal Messner, Chief Audit Executive, gave an overview of the Internal Audit Department's quarterly activity pertaining to the Annual Audit Plan. (This item was presented as information only.)

**7. Internal Audit Department - State Safety Oversight Status Report – 3<sup>rd</sup> Quarter, Calendar Year 2023**

**9:09 a.m.** A briefing paper was included in the meeting materials regarding this item. Crystal Messner, Chief Audit Executive, gave an overview of this item, noting that the proposed activities for the Internal Audit Department for the third quarter were completed successfully. She reported that the IAD collaborated with MoDOT for the oversight audit, and collaborated with Kensington Consulting to plan and schedule the 2024 Internal Safety and Security Audit. Ms. Messner also noted that the IAD participated in other audit activities for the Bi-State Safety Oversight (BSSO) for BSD and the State Safety Oversight (SSO) MoDOT for Loop Trolley, and commended staff of the Loop Trolley. (This item was presented as information only.)

**8. & 9. Financial Statements & Treasurer's Report**

**9:11 a.m.** A draft of the quarterly financials for the fourth quarter, ended June 30, 2023 was included in the meeting materials. Tammy Fulbright, Executive Vice President and Chief Financial Officer, gave an overview of this item. She reviewed the income and expenses for each of the Agency's Enterprises. She noted current Fuel Hedge gains; however, she stated that it is anticipated that expenses will be higher for FY2024, due to rising gas prices. (This item was presented as information only.)

**10. Treasury Safekeeping Report Ending June 30, 2023**

**9:14 a.m.** A briefing paper was included in the meeting materials regarding this item. Crystal Messner, Chief Audit Executive, gave an overview of this item, noting that in accordance with the FY2023 Internal Audit Plan and the requirements of the Board Policy, the Internal Audit Department (IAD) performed a quarterly audit of the Treasury Safekeeping Accounts. She reported that IAD has determined that the Safekeeping Accounts exist, and the respective balances and credit ratings reported in the Treasurer’s Report as of June 30, 2023 are fairly presented. Ms. Messner stated that the reported Fuel Hedge Program life-to-date information was also fairly stated; however, the IAD noted a difference with the fuel cost provided for the month of May 2023, and that cost difference is reflected in Attachment 3 to the briefing paper. She also noted that IAD added a new report (Attachment 4) that assesses the adequacy of the FDIC insurance and posted collateral for the lead bank used by BSD, PNC Bank. This step was added to the review process, due to the recent turmoil in the banking industry. ( This item was presented as information only.)

**11. Procurement Report**

**9:15 a.m.** A Procurement Report was included in the meeting materials regarding this item. Thomas Curran, Executive Vice President Administration, gave an overview of this item, noting that the report contains three sections including: Procurement Activity Report - Non-Competitive Procurement Trend; Contract Awards Over \$100,000 Report; and Contract Modifications Report. He reported that First Quarter FY 2024 Non-Competitive Procurements total \$7,587,810 or 17.9% of the total Purchase Order Commitment volume of \$42,380,621. Mr. Curran stated that this is an increase from the Fourth Quarter of FY 2024, when non-competitive spending was 8.4% of the total. He reported that Non-Competitive Procurements total \$19,486,449 or 13.7% of the total Procurement Spend of \$142,297,961 during the last twelve months. (This item was presented as information only.)

**12. Pension Plan Annual Audit Update**

**9:17 a.m.** A summary of the pension plans investment performance, as of June 30, 2023 was included in the meeting materials regarding this item. Dave Toben, Sr. Director Total Rewards, stated that financial audit reports for plan years ended 2023 were issued by UHY LLP in September 2023. Mr. Toben stated that he is pleased to report that UHY LLP issued unmodified “clean” audit opinions for plan years ended 2023 for all three pension plans. ( This item was presented as information only.)

Chair Beach stated, for transparency, that he has a friend who works for UHY LLP; however, he noted the friend does not work with the audit team.

**13. Unscheduled Business**

**9:18 a.m.** There was no unscheduled business.

**14. President/CEO Report**

**9:18 a.m.** Bi-State Development President/CEO, Taulby Roach, stated that there are some really good numbers reflected in the reports presented today. He commended Mary Lamie for the progress that she has made with the Riverboat, noting that there has been a reduction in riverboat staff, and an increase in revenues. Mr. Roach commended Mr. Toben for the clean opinions that he received regarding the pension plans, and stated that he is very proud of staff.

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

**9:19 a.m.** Myra Bennett, Manager of Board Administration, advised the Board of Commissioners of the following upcoming meetings:

Board of Commissioners Meeting                      Friday, November 17, 2023                      8:30 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); Auditors under §10.080(D)(10); and Computers under §10.080(D)(12).**

**9:20 a.m.** Chair Beach noted that a motion is needed that the Committee go 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)(10) – Auditors; and (D)(12) – Computers.

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

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

**The motion passed unanimously, and the Committee moved into Executive Session at 9:21 a.m.**

- 17. Reconvene to Open Meeting**

**9:54 a.m.** The Committee reconvened to the Open Meeting at approximately 9:54 a.m.

Commissioner Brown made a motion to approve the August 18, 2023, Audit Finance and Administration Committee, Executive Session minutes, as submitted, as a closed record. The motion was seconded by Commissioner Windmiller.

A roll call vote was taken as follows:

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

**The motion passed.**

Commissioner Golliday made a motion accept, and forward to the Board of Commissioners for approval, the Draft - MetroStore Audit Report, as presented in Executive Session. The motion was seconded by Commissioner Moore.

A roll call vote was taken as follows:

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

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

**The motion passed unanimously.**

Commissioner Windmiller made a motion accept, and forward to the Board of Commissioners for approval, the Draft - Year End Financial Audit - FY Ended June 30, 2023, as presented in Executive Session. The motion was seconded by Commissioner Brown.

A roll call vote was taken as follows:

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

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

**The motion passed unanimously.**

Commissioner Windmiller made a motion accept, and forward to the Board of Commissioners for approval, the Riverboat item, as presented in Executive Session. The motion was seconded by Commissioner Brown.

A roll call vote was taken as follows:

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

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

**The motion passed unanimously.**

**18. Adjournment**

**9:58 a.m.** Chair Beach asked if there was any further business, and being none, Commissioner Golliday made a motion to adjourn the meeting. The motion was seconded by Commissioner Johnson. Unanimous vote in favor was taken. The motion passed, and the meeting was adjourned at approximately 9:58 a.m.

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** 2023 Annual Surplus Property Holdings  
**Disposition:** Approval  
**Presentation:** John Langa, Vice President, Economic Development; Jeff Braun, Director, Real Estate

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**Objective:**

To present to the BSD Board of Commissioners (**Board**) for final approval, the report reaffirming and approving that the properties included herein in **Table 1** are not required for BSD purposes, and may, therefore, be declared surplus and subject to sale, lease, or the grant of other property rights.

**Background:**

For 2023 there are 98 surplus (for purposes of this paper, the words “excess” and “surplus” are used interchangeably) properties owned by BSD. These annual totals, which have been reported in this manner since 2013, include as follows:

<u>Year</u>	<u>Surplus Properties</u>	<u>Year</u>	<u>Surplus Properties</u>	<u>Year</u>	<u>Surplus Properties</u>
2013	87	2017	100	2021	93
2014	92	2018	90	2022	92
2015	100	2019	91	2023	98
2016	101	2020	91		

These parcels are identified in Table 1. by BSD Parcel Number (unless otherwise noted) and the MetroLink station section of the alignment, or other areas, to which they are in close proximity. All but nine (9) of the properties were acquired for transit-related purposes, with these at the St. Louis Downtown Airport, including the following six (6) added in 2023 at the September BSD Board meeting:

- 37 +/- acres West of Railroad Tracks
- Hangar 1 and Hangar 2, 2100 Vector Drive and 2300-2301 Vector Drive, each building 14,000 +/- square feet and a land area of 2.8 +/- acres
- 1.61 +/- acres along Runway Apron
- 0.87 +/- acres along Vector Drive
- 0.32 +/- acres at 2314 and 2334 Vector Drive
- 13.09 +/- acres along Vector Drive.

**Analysis:**

As with previous reports, this list will be used by BSD as the basis for triennial excess property reports for the Federal Transit Administration (FTA). Table 1 is formatted in a manner consistent with these reports, however when the next triennial report is due, the Airport properties will not be included.

**Previous Action:**

The Operations Committee approved this item at the October 13, 2023 meeting.

**Board Action Requested:**

The Operations Committee recommends that the Board of Commissioners approve the report reaffirming and approving that the properties included herein in **Table 1** are not required for BSD purposes, and may, therefore, be declared surplus and subject to sale, lease, or the grant of other property rights.

**Funding Source:**

No use of BSD funds are anticipated as part of this declaration of surplus properties.

encl. Table 1. 2023 Annual Excess Property Holdings

*Board Policy Section 40.050 Declaration of Surplus Property*

Table 1. 2023 Annual Surplus Property Holdings (General Description Section is a Synopsis of the Materials in the Excess Property Book)

BSD Parcel Number	Location / Area	General Description
<i>Transit-related parcels</i>		
ID802.01F	East Riverfront Area	2.3 acres along Riverfront Drive, potential disposition with IDOT Route 3 upgrades
02-21.0-119-015 (St. Clair County parcel number)	East St. Louis	0.42 acres, L shaped parcel, could be part of an assemblage
SO1RW144	5 <sup>th</sup> & Missouri Area	0.04 acres, could be part of an assemblage
SO1RW107	5 <sup>th</sup> & Missouri Area	1.6 acres, could be part of an assemblage, at 5 <sup>th</sup> and Broadway in downtown
1D003.00F-02,1D001.00F-02	5 <sup>th</sup> & Missouri Area	1.4 acres, 2 parcels, a portion could be part of an assemblage
1D012.00F-02, 1P013.00F-02, 1P014.00F-02	5 <sup>th</sup> & Missouri Area	0.3 acres, landlocked, 3 parcels could be part of an assemblage
1P024.01F-02	5 <sup>th</sup> & Missouri Area	0.08 acres, could be part of an assemblage
1P026.00F-02	5 <sup>th</sup> & Missouri Area	0.14 acres, could be part of an assemblage
1P028.00F-2, 1P029.00F-02, 1P031.00F-02, 1P032.00F-02, 1P033.00F-02, 1P034.00F-02, 1P035.00F-02	Emerson Park Area	0.87 acres, 7 parcels, thin triangular strip, could be part of an assemblage
1P036.00F-02	Emerson Park Area	0.18 acres, could be part of an assemblage
1P038.00F-02, 1P039.00F-02	Emerson Park Area	0.38 acres, 2 parcels, along N. 6 <sup>th</sup> Street, could be part of an assemblage
1P041.00F-02, 1P042.00F-02	Emerson Park Area	0.17 acres could be part of an assemblage, 2 parcels
1P044.00F-02	Emerson Park Area	0.21 acres, could be part of an assemblage
1P046.01F-02, 1P047.01F-02, 1P048.00F-02, 1P049.01F-02, 1P049.02F	Emerson Park Area	5 parcels, along North 7 <sup>th</sup> Street, less than an acre, could be part of an assemblage
1P048.00F-00, 1P050.02F-02	Emerson Park Area	0.28 acres, 2 parcels, could be part of an assemblage
1D053.01F-02, 1P053.01F-02, 1P052.02F-02, 1P054.01F-02, 1P052.01F-02	Emerson Park Area	0.34 acres, 5 parcels, between 7 <sup>th</sup> and 8 <sup>th</sup> Streets, could be part an assemblage
1P048.00F-00, 1P063.00F-02	Emerson Park Area	

		0.11 acres, 2 parcels, could be part of an assemblage
1D064.03F-02	Emerson Park Area	0.04 acres, could be part of an assemblage
1P048.00F-02, 1P064.01F-02, 1P065.01F-02, 1P063.01F-02	Emerson Park Area	0.11 acres, 3 parcels, could be part of an assemblage
1P069.00F-02, 1P069.01F-02, 1D073.00F-02	Emerson Park Area	0.34 acres, 3 parcels, triangular strip, could be part of an assemblage
1P072.02F-02, 1P072.03F-02	Emerson Park Area	0.23 acres, 2 parcels, could be part of an assemblage
1P048.00F-02, 1P074.00F-02, 1P074.02F-02, 1P075.00F-02, 1P076.00F-02	Emerson Park Area	0.17 acres, 5 parcels, triangular landlocked piece, could be part of an assemblage
1P048.00F-00	Emerson Park Area	0.17 acres, could be part of an assemblage
1P048.00F-02	Emerson Park Area	0.07 acres, could be part of an assemblage, landlocked
1P078.00F-02	Emerson Park Area	0.13 acres, could be part of an assemblage
2P001.05F-05	Washington Park Area	Less than an acre, wetland
2P038.00F-06, 2P039.00F-06	Belleville Memorial Area	9.11 acres, hillside slope next to BSD parking lot
6P007.00F-10	SWIC Area	4.1 acres, landlocked, long linear property, possible disposition to adjoining owner
6P002.00F-10	SWIC Area	0.74 acres, landlocked triangular piece, possible disposition to adjoining owner
6P012.00F-10	SWIC Area	0.45 acres, landlocked triangular piece, possible disposition to adjoining owner
6P004.00F-10	SWIC Area	13.64 acres, landlocked, wetland
6P005.00F-10	SWIC Area	2 acres, landlocked, scrub, near farm ground
6P006.00F-10	SWIC Area	1.86 acres, landlocked, farm ground
SO7RW062-068	Lambert #2 Area	2 +/- acres, possible billboard location at I-70 and I-170, landlocked
Multiple City Parcel Numbers (14)	Hodiamont ROW	Multiple parcels, part of the Hodiamont ROW, 3-mile 25' ROW

A portion of 13 J31 1026 (St. Louis County parcel number)	North Hanley	2 + acres, SW corner of North Hanley MetroLink parking lot, proposed University Crossing TOD project
14H410323, 14H410314, 14H431030 (St. Louis County parcel number)	Webster Groves	0.81 acres, 3 parcels, flood plain, possible municipal bike path
2P459.01F-X10	Sunnens Station Area	0.35 acres, possible interest from adjacent foundry
3873-00-06500 (City of St. Louis parcel number)	Debaliviere Area	0.3 acres, kiss-n-ride site, under contract for Echo at Forest Park TOD phase II
10 G44 0338	North County Transit Center Area	3.5 acres, 3158 Pershall, possible use for an assemblage, does not have frontage
<i>Airport-related parcels</i>		
07-06.0-400-031 (St. Clair County parcel number)	St. Louis Downtown Airport	3.72 acres, I-255 and Mousette Lane, public storage interest
Hangar 5 portion of 01-36.0-300-032 (St. Clair County parcel number)	St. Louis Downtown Airport	0.5 acres, 6,200 SF hangar, proposed for hangar redevelopment
4320 Vector portion of 01-36.0-300-032 (St. Clair County parcel number)	St. Louis Downtown Airport	0.1 acres, 1,060 SF hangar, proposed for hangar redevelopment
Portion of 01-35.0-405-005 (St. Clair County parcel number)	St. Louis Downtown Airport	37.348 acres west of Airport proper, proposed for non-aeronautical development
2100 Vector and 2300-2301 Vector portions of 01-36.0-300-032 (St. Clair County parcel number)	St. Louis Downtown Airport	Hangar 1 and Hangar 2, each 14,000 SF, and 2.8 acres, proposed for hangar redevelopment/development
Portion of 01-36.0-300-032 (St. Clair County parcel number)	St. Louis Downtown Airport	1.61 acres, proposed for hangar development
Portion of 01-36.0-300-032 (St. Clair County parcel number)	St. Louis Downtown Airport	0.87 acres, proposed for hangar development
2314 Vector and 2334 Vector portions of 01-36.0-300-032 (St. Clair County parcel number)	St. Louis Downtown Airport	0.32 acres, proposed for hangar development
Portion of 01-36.0-300-032 (St. Clair County parcel number)	St. Louis Downtown Airport	13.09 acres, proposed for hangar development



**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF  
THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE REPORT DECLARING  
CERTAIN AGENCY PROPERTY AS SURPLUS**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

*Whereas*, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, passenger transportation facilities, and motor vehicle and other terminal or parking facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

*Whereas*, Board Policy, Section 40.050, Disposition of Surplus Property provides that:

the President and CEO, in conjunction with the Agency’s Real Estate Department shall review all Agency real estate to determine the appropriate use of each property, and shall annually submit a report to the Board of Commissioners for its approval detailing all Agency property or properties that are not required for Agency purposes and may therefore be declared to be surplus and subject to sale, lease, or the grant of other property; and

*Whereas*, in accordance with Board policies, the Real Estate Department identified the properties listed on Briefing Paper Table 1 (hereinafter the "Report") as properties that are not required for Agency purposes and may therefore be declared to be surplus and available for disposition; and

*Whereas*, it is feasible, necessary and in the public interest for the Board of Commissioners to approve the Report declaring that the Agency properties included therein are not required for Agency purposes and may, therefore, be declared surplus and subject to sale, lease, or the grant of other property rights, in accordance with the terms and conditions described herein.

**NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

Section 1.        Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2.        Approval of the Report. The Board of Commissioners hereby approves the Report as provided in Table 1 (attached hereto as Briefing Paper, Table 1 and made a part hereof), declaring certain Agency properties as surplus and therefore, may be subject to sale, lease, or the grant of other property rights, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3.        Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and the Vice President of Economic Development, are hereby authorized and directed to take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution.

Section 4.        Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5.        Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, its officers and employees.

Section 6.        Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7.        No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8.        Payment of Expenses. The Executive Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9.        Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17<sup>th</sup> day of November, 2023.

*In Witness Whereof*, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST

By: \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Bi-State Development Agency  
Board of Commissioners  
Open Session Agenda Item  
November 17, 2023**

**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **Contract Award - 24-SB-448365-TJ – Purchase of Non-Revenue Vehicles**  
**Disposition:** Approval  
**Presentation:** Thomas Curran, Executive Vice President, Administration  
Charles A. Stewart, EVP & Chief Operating Officer – Metro Transit

**Objective:**

To present to the Board of Commissioners for approval, a request to authorize the President and CEO to award a contract to Broadway Ford for the purchase of thirteen (13) 1-ton or greater non-revenue vehicles to support the Metro operations.

**Background:**

On July 11, 2023, Bi-State Development issued solicitation *24-SB-448365-TJ – Purchase of Non-Revenue Vehicles* to obtain thirteen (13) heavy-duty non-revenue vehicles. The solicitation was advertised on BSD/Metro’s iSupplier website.

As a result of the procurement process, only one bid was received, submitted by Broadway Ford. The one bid was reviewed and determined to be responsive.

**Analysis:**

The following outlines expected purchases and includes variances for the vehicle type. Also included as an attachment are the various specifications related to the vehicles.

DESCRIPTION	PRODUCTION YEAR	QTY
M2 106 OR EQUAL CONVENTIONAL CHASSIS	2023	3
F350 FORD 4X4 CREW CAB HYRAIL OR EQUAL PICKUP	2023	2
F450 FORD 4x4 CREW CAB HYRAIL CRANE TRUCK OR EQUAL	2023	3
F550 FORD 4X4 CREW CAB HYRAIL BOOM TRUCK OR EQUAL	2023	1
F350 FORD 4X4 EXTENDED CAB (8FT BED) OR EQUAL PICKUP	2023	4

**Previous Action:**

The Operations Committee approved this item at the October 13, 2023 meeting.

**Board Action Requested:**

The Operations Committee recommends that the Board of Commissioners approve the request to authorize the President & CEO to award a contract to Broadway Ford for the purchase of thirteen (13) 1-ton or greater non-revenue vehicles to support the Metro Rail, Bus Support Service and Facilities, in an amount not to exceed \$1,512,090.50.

**Funding Source:**

Funding will be provided through federal funds and local match.

*Board Policy Chapter 50.010 E.b., Board of Commissioners to approve non-competitive procurements which exceed \$100,000.*

Replaces 1001/1002/1003

M2 106 CONVENTIONAL CHASSIS MODEL YEAR CHASSIS BRAND NAME OR EQUAL 2023 MODEL YEAR

SET BACK AXLE – TRUCK

TRAILER TOWING PROVISION AT END OF FRAME FOR TRUCK

MEDIUM TRUCK WARRANTY

2016-2019 ONBOARD DIAGNOSTICS/2010 EPA/CARB/FINAL GHG17

RH OUTBOARD UNDER STEP MOUNTED HORIZONTAL AFTERTREATMENT SYSTEM ASSEMBLY WITH RH B-PILLAR MOUNTED VERTICAL TAILPIPE

ENGINE AFTERTREATMENT DEVICE, AUTOMATIC OVER THE ROAD REGENERATION AND DASH MOUNTED REGENERATION REQUEST SWITCH

CUM L9 350 HP @ 2000 RPM, 2200 GOV RPM, 1000 LB/FT @ 1400 RPM

6 GALLON DIESEL EXHAUST FLUID TANK

ANTIFREEZE TO -34F, OAT (NITRITE AND SILICATE FREE) EXTENDED LIFE COOLANT

GATES BLUE STRIPE COOLANT HOSES OR EQUIVALENT

CONSTANT TENSION HOSE CLAMPS FOR COOLANT HOSES

PHILLIPS-TEMRO 1000 WATT/115 VOLT BLOCK HEATER

ELECTRONIC TRANSMISSION CUSTOMER ACCESS CONNECTOR FIREWALL MOUNTED

TRANSMISSION OIL CHECK AND FILL WITH CROSSOVER TO CLEAR LH PTO AND DIRECT MOUNT PUMP

MERITOR 15X5 Q+ CAST SPIDER CAM FRONT BRAKES, DOUBLE ANCHOR, FABRICATED SHOES

SYNTHETIC 75W-90 FRONT AXLE LUBE

ALLISON 3000 RDS AUTOMATIC TRANSMISSION WITH PTO PROVISION

DETROIT DA-RS-19.0-4 19,000# R-SERIES SINGLE REAR AXLE

21,000# 52 INCH VARIABLE RATE MULTI-LEAF SPRING REAR SUSPENSION WITH LEAF SPRING HELPER

DETROIT DA-F-10.0-3 10,000# FF1 71.5 KPI/3.74 DROP SINGLE FRONT AXLE

12,000# DUAL TAPERLEAF FRONT SUSPENSION MXL 17T MERITOR EXTENDED LUBE MAIN DRIVELINE WITH HALF ROUND YOKES

BW AD-9SI BRAKE LINE AIR DRYER WITH HEATER

PULL CABLES ON ALL AIR RESERVOIR(S)

PRIMARY CONNECTOR/RECEPTACLE WIRED FOR COMBINATION STOP/TURN, CENTER PIN  
POWERED THROUGH IGNITION WITH STOP SIGNAL PREWIRE PACKAGE

THREE-PIECE 14 INCH PAINTED STEEL BUMPER WITH COLLAPSIBLE ENDS

FRONT TOW HOOKS - FRAME MOUNTED

50 GALLON/189 LITER SHORT RECTANGULAR ALUMINUM FUEL TANK – LH

DETROIT FUEL/WATER SEPARATOR WITH WATER IN FUEL SENSOR, HAND PRIMER AND 12 VOLT  
PREHEATER

LED AERODYNAMIC MARKER LIGHTS

106 INCH BBC FLAT ROOF ALUMINUM CONVENTIONAL CAB

2-1/2 LB. FIRE EXTINGUISHER

12 VOLT POWER SUPPLY IN DASH

FOUR ON/OFF ROCKER SWITCHES IN THE DASH WITH INDICATOR LIGHTS AND WIRE ROUTED  
TO CHASSIS AT BACK OF CAB, LABEL OPT

MARKER LIGHT SWITCH INTEGRAL WITH HEADLIGHT SWITCH AND SINGLE CONNECTOR AND  
SWITCH FOR CUSTOMER FURNISHED SNOW PLOW LIGHTS, LOW BEAMS OFF WITH HIGH  
BEAMS

CAB COLOR A: L0006EY WHITE ELITE EY

BLACK, HIGH SOLIDS POLYURETHANE CHASSIS PAINT

POWDER WHITE (N0006EA) FRONT WHEELS/RIMS (PKWHT21, TKWHT21, W, TW)

POWDER WHITE (N0006EA) REAR WHEELS/RIMS (PKWHT21, TKWHT21, W, TW)

BUMPER PAINT: FP24812 ARGENT SILVER DUPONT FLEX

3800MM (150 INCH) WHEELBASE

9/32X3-7/16X10-1/16 INCH STEEL FRAME (7.14MMX255.6MM/0.281X10.06 INCH) 120KSI

1600MM (63 INCH) REAR FRAME OVERHANG

BODY COMPANY INSTALLED ADDITIONAL FRONT FRAME REINFORCEMENT FOR SNOW PLOW

Galion-Godwin Model 403U or equivalent

10' length-stacked understructure

All Stainless construction

3/16 floor

Sides 7ga. X 30"

Width 84"

Air operated tailgate-switch in cab

Stainless cast hardware

Stainless ½ cab shield

FMVSS 108 LED lighting

Underbody U850 (8" cylinder, double acting) subframe style hoist , Champion

1 Stainless Steel 36x18x18 underbody toolbox

¾" hitch plate w/ d-rings, 3x4 gussets, 7 way trailer plug

4 corner strobes, Ecco-ED3744AC mini/front, Ecco 3965AC 6" oval in body, rear

Electric tarp, mesh

ECCO 5597A Lightbar installed in front of Cab shield (not thru the roof)

Chelsea, transmission driven PTO hydraulic system having single axis lever control mounted in console, in cab to operate dump body. Hyd dual flow control mounted in console in cab to operate salt spreader. 20 gallon Hyd reservoir with filter assembly, strainer, fill. Hydraulic quick disconnects mounted at rear.

Snow plow- Meyer 10' Road Pro 32 Series, EZ mount plus system, Pistol grip controller with diagnostics, E-73 Hydraulic system, LED plow lights.

Replaces 796/1037

F350 Ford 4x4 Crew Cab Pickup w 6.5' bed, equipped w/Hy-rail gear and bed-liner  
Chassis Brand Name or Equal, 2023 Model Year

Oxford white	Trailer tow package
XL trim	11,200GVWR
Air conditioner	Eng. block heater
6.7 liter diesel	50 State emissions
10 sped automatic	Snow plow / Camper pkg
3.31 reg axle	200/240 amp alt
Power Equip Group	Manual Regen

\*Diesel engine must have a minimum 6.7 liter capacity, must have exactly 160" wheelbase must have exactly 106" must have exactly 250" length, Dealer must pick up and drop off for warranty work and equipment warranty, dealer must provide special service rates for non-warranty work

Hy Rail Gear

Diversified Metal Fabricators RW 1016

Wheels steel thru hardened, 19.5 wheel Mod kit and tires

Insulation all 4 wheels-TPMS sensors

Hydraulic power unit

Locking valves-hydraulic front and rear

Rail sweeps front and rear

Cable pin-offs front and rear, heavy duty

De-rail skids front and rear

Emergency hand pump, Steering wheel lock

4 corner LED strobes Ecco ED3744AC, Forward facing STT, Cab guard-  
Weatherguard-1906-3-02, Ecco 5597AC lightbar, 1492127 floodlights

The purpose of these minimum specifications are to provide Metro-Bistate with a latest model Cab/chassis (F450 or Chassis Brand Name or Equal, 2023 Model Year) that along with the proscribed crane and service body will perform under all track radii without fault to the satisfaction of Metro-Bistate to replace 1028/1033/1034

#### Chassis Data

- 6.7-liter diesel engine
- 4x4
- 16,500 GVWR
- 145" Wheelbase/60" Cab to Axle.
- Engine: Powerstroke 6.7L V-8 OHV direct diesel injection 32 valve intercooled turbo engine
- Extra HD Snow Plow Prep Package alternator
- 397 amp (total) 78 amp hour (Ah) (total) battery dual batteries.
- Engine block heater
- Manual Regen
- Transmission: 10-speed electronic Select shift automatic transmission with overdrive, lock, driver selection. With power take-off provision.
- Rear wheel drive 4.10 axle ratio.
- Hydraulic power assist re-circulating ball steering
- Oxford White paint
- 4-wheel disc brakes with front and rear vented discs
- Firm ride suspension
- Mono-beam non-independent front suspension
- Front anti-roll bar
- HD front coil springs
- HD front shocks
- Rigid rear axle
- Rear leaf suspension
- Rear anti-roll bar
- HD rear leaf springs
- HD rear shocks
- Front and rear 19.5" x 6.00" argent steel wheels
- LT225/70SR19.5 BSW AS front tires AT rear tires
- 4-wheel anti-lock braking system



- Dual airbags
- Height adjustable seatbelts
- Air Conditioning
- AM/FM stereo, clock seek-scan, 2 speakers fixed antenna
- (2) 12V DC power outlets
- Analog instrumentation display & warning indicators lights
- Steering wheel with tilt and telescopic adjustment
- Power windows and doors.
- Variable intermittent front windshield wipers
- Day-night rearview mirror
- Interior lights include dome light with fade, front reading lights,
- Vinyl bench seat
- Vinyl Floor.
- Up-fitter wiring package
- Keys: Four (4) sets of keys to be furnished with each vehicle(s)
- One (1) set of OEM service manuals for chassis.
- In dash electric trailer brake controller.
- Spare tire mounted under body
- Dealer must pick up and drop off trucks for warranty work
- Dealer must provide special rates for Non-warranty work

### Service/Utility Body Specs

#### Customer's Chassis:

- 2020 Ford F-450 single tank cab & chassis with a 60" cab to axle and dual rear wheels.
- Built w/ universal understructure. Chassis specific mounting kit.
- Construction
  - Steel A60 Galvanneal steel construction, (50% more rust resistant than competitors using A40 galvanneal).
  - Body shell constructed of 14-gauge A60 galvanneal.
  - Doors constructed of 16 & 16-gauge A 60 galvanneal.
    - 16-gauge outer panel
    - 16-gauge inner panel.
  - Stamped wheel panel radius.
  - Clip style shelf adjusting brackets.

- Adjustable shelving constructed of 18-gauge G90-min spangle galvanized material 250lb capacity.
- Cargo floor has 3 /16" formed front cross-member, 1/4" formed rear cross-member.
- 2" Structural steel floor reinforcing cross-members.
- 12-gauge treadplate cargo floor.
- Doors:
  - Heavy duty flush mounted doors, 16-gauge galvanized outer panel with double return edge flanges. 1 1/2" thick 16-gauge galvanized inner panel.
  - 304-Stainless steel piano hinges. Bolted to body and bolted to doors.
  - Part # 31319 2-stage stainless steel blind mount rotary paddle latches with double bitted keys. Factory adjusted prior to shipment.
  - Part # 32107 High density polyethylene latch covers are installed.
  - Gas shock door holders on vertical doors, part # 34002.
  - Coated air-craft cable horizontal door supports.
  - Part # 45019 automotive door seal is factory installed.
  - All latches are keyed alike.
- Fuel-fill:
  - (1) #17251 polished stainless-steel fuel fill pocket.
- Tail gate:
  - 12" High slam type tailgate with part # 31320 stainless steel blind mount 2-point paddle latch and reinforcing treadplate overlay on cargo side and reinforced hinge design with 1/2" stainless steel hinge pin.
- Basic Body Configuration.
  - Compartment depth to be 20". No offsets.
  - Compartment height to be 40".
  - Floor width is 54", (no wheel boxes).
  - Passenger side:
    - 1st Vertical is 33.5" wide x 20" deep x 40" high.
      - (2) Adjustable flat shelf w/5 dividers.
      - (7) Swivel J-hooks installed 2-3-2.
    - Horizontal is 49" wide x 20" deep x 19" high.

- (1) Adjustable flat shelf w/5 dividers.
    - Rear vertical is 25.5" wide x 20" deep x 40" high.
      - (2) Adjustable flat shelf w/5 dividers.
  - Driver side:
    - 1st Vertical is 33.5" wide x 20" deep x 40" high.
      - (2) Adjustable flat shelf w/5 dividers.
    - Horizontal is 49" wide x 20" deep x 19" high with.
      - (1) Adjustable flat shelf w/5 dividers.
    - Rear vertical is 25.5" wide x 20" deep x 40" high.
      - 6) Swivel J-hooks installed 2-3-2.
      - (2) Adjustable flat shelf w/5 dividers.
  - Hot Stick Compartment: Hot stick compartment w/ corrugated plastic floor installed curb side.
  - Master Locks: Master locking system installed. Spring loaded.
  - Overlays: 12g treadplate overlays installed on each compartment top.
  - Bumper: Recessed.
  - Class 2" receiver hitch
  - Lighting: #56021 LED light kit (S/T/T, reverse, and marker lights are all LED)
  - #55033 Ford harness adapter.
  - Mounting: #BR000HR Ford 60CA mounting kit shipped loose.
  - General: Entire underside of body undercoated with asphalt-based undercoating.
  - 5-year warranty
  - Paint: White
  - Crane Reinforcement for 6000ft-lb
  - Cab Guard
- Utility Body Crane Specs
  - Venco Venturo CT2004-FB Crane
  - Lifting Capacities: 2,000 lbs.
  - Crane Rating: 6,000 ft-lbs
  - Mounting Space: 10" x 10 ("A" or "C" sockets)
  - Stowed Height: 71-3/4" (Standard)
  - Rope Diameter: 3/16" @ 35'
  - Line pull speed:

- 15 ft/min (Single line)
  - 7 ft/min (Double-line)
- Max. Single-line: 1,200 lbs.
- Max. Double-line: 2,000 lbs.
- Rotation: 8-position base lock
- Power Supply: Electric 12V DC – 15' Pendant
- Boom Elevation: 3-position (20°, 40°, 60°)
- Controls: 12V DC On/Off Winch
- CT2004FB: Manual: 4' - 7'
- Optional Mast Cut-Down: Crane will need to be ordered with an optional full mast cut-down mounted at right rear corner on a crane reinforced service body.
- With manual jack leg.

#### DMF RW 1019B FRONT & REAR HYRAIL GEAR

##### Items Included:

- Wheels – Steel
- Insulation – all NON-insulated wheels
- Pin-Offs Front – Heavy Duty Cable With Plated Pin (corrosion resistant)
- Pin-Offs Rear – heavy duty cable operated
- Hydraulic Unit
- Locking Valves - Hydraulic Rear - Highway & Rail Position
- Wiring Harness
- Controls - Bumper Controls - Wired Front and Rear
- Rail Sweeps – Front
- Steering Wheel Lock
- Decals
- Manual

##### Additional:

- Pin-Offs Rear – Cable
- Brakes Front - Hydraulic (Hyd. Unit Included)
- Rail Sweeps – Rear
- Links – Slotted
- 4 corner LED strobes ED3744AC Ecco

- 17" Ecco Lightbar: 5597CAC
- Cab Guard
- 6 LED flood lights Mounted on Cab guard, front hy rails
- 2 mounted at rear hy rails
- Forward facing LED STT lights-6" oval
- Chassis Requires Wheel change from factory to 22.5x9 along with 295/60R-22.5 tires
- Kargo-Master ladder rack mounted ahead of the crane. Extend fully over the cab and to have expanded metal over the cab roof. #79000
- Ladder rack will have to be modified
- 24x18x18 tool box to contain hydraulic unit for hy rails.

\*All equipment installed and functional, ready for use. On-site in service performed to completion with representatives of winning vendor present.

End of specs

The purpose of these minimum specifications are to provide Metro-Bistate with a latest model Cab/chassis (F550 or Chassis Brand Name or Equal, 2023 Model Year) that along with the proscribed aerial unit will perform under all track radii without fault to the satisfaction of Metro-Bistate replaces 1027

#### Chassis Data

- 6.7 liter diesel engine
- 4x4
- 19,500 GVWR
- 7000# front axle
- 13,660# rear axle
- 169" Wheelbase/84" Cab to Axle.
- Engine: Powerstroke 6.7L V-8 OHV direct diesel injection 32 valve intercooled turbo engine
- Extra HD Snow Plow Prep Package alternator
- 397 amp (total) 78 amp hour (Ah) (total) battery dual batteries.
- Engine block heater
- Manual Regen
- Transmission: 10-speed electronic Select shift automatic transmission with overdrive, lock, driver selection. With power take-off provision.
- Rear wheel drive 4.88 axle ratio.
- Hydraulic power assist re-circulating ball steering
- Oxford White paint
- 4-wheel disc brakes with front and rear vented discs
- Firm ride suspension
- Mono-beam non-independent front suspension
- Front anti-roll bar
- HD front coil springs
- HD front shocks
- Rigid rear axle
- Rear leaf suspension
- Rear anti-roll bar
- HD rear leaf springs
- HD rear shocks
- Front and rear 19.5" x 6.00" argent steel wheels
- LT225/70SR19.5 BSW AS front tries AT rear tires

- 4-wheel anti-lock braking system
- Dual airbags
- Height adjustable seatbelts
- Air Conditioning
- AM/FM stereo, clock seek-scan, 2 speakers fixed antenna
- (2) 12V DC power outlets
- Analog instrumentation display & warning indicators lights
- Steering wheel with tilt and telescopic adjustment
- Power windows and doors.
- Variable intermittent front windshield wipers
- Day-night rearview mirror
- Interior lights include dome light with fade, front reading lights,
- Vinyl bench seat
- Vinyl Floor.
- Up-fitter wiring package
- Keys: Four (4) sets of keys to be furnished with each vehicle(s)
- One (1) set of OEM service manuals for chassis.
- In dash electric trailer brake controller.
- Spare tire mounted under body
- Dealer must pick up and drop off trucks for warranty work
- Dealer must provide special rates for Non-warranty work
- Chassis will require 22.5x9 wheels w/ appropriate tires mounted and balanced

Palfinger Pal-Pro 39 Series Crane/Mechanics Body for 84CA cab chassis  
(Specially modified to accommodate aerial device)

### Specifications and Features

#### BODY

a) 11' long mechanics service body for a dual rear wheel cab chassis, having a minimum 84" cab-to-axle (C.A.) dimension

Standard height

#### OVERALL SIDE PACK LENGTH

a) 133" (11' body)

#### OVERALL BODY WIDTH

a) 97.5" at drip rail

#### OVERALL SIDE PACK HEIGHT

a) 44" – Standard PCB 39 models

#### HEIGHT FROM FLOOR TO TOP OF COMPARTMENT

a) 24" – Standard PCB 39 models

#### FLOOR WIDTH

a) 50" with no wheel well boxes

#### COMPARTMENT DEPTH

a) 22"

#### COMPARTMENT DIMENSIONS:

##### FRONT COMPARTMENT 9':

a) 31-1/2" wide; 25-1/4"W x 36-7/8"H clear door opening

b) 31-1/2" wide; 25-1/4"W x 52-7/8"H clear door opening (60" front raised)

##### FRONT COMPARTMENT 11':

a) 29-3/4" wide; 25-1/4"W x 36-7/8"H clear door opening

b) 29-3/4" wide; 25-1/4"W x 52-7/8"H clear door opening (60" front raised)

##### INTERMEDIATE COMPARTMENT 11':

a) 25-5/8" wide; 20-7/8"W x 36-7/8"H clear door opening

b) 25-5/8" wide; 20-7/8"W x 52-7/8"H clear door opening (60" front raised)

##### HORIZONTAL COMPARTMENT:

a) 50-1/2" wide; 48-3/4"W x 15-7/8"H clear door opening

##### REAR COMPARTMENT:

a) 26-1/2" wide; 20-7/8"W x 36-7/8"H clear door opening

#### Mechanic body specifications

##### UNDERSTRUCTURE

a) Torsion box – formed one piece 12ga. A60 two-sided galvanized steel

b) Side plate reinforcements – 5/16" high strength steel shear plates

c) Intermediate cross members - 5" x 3" structural rectangular tubing

d) Longitudinal stiffeners - Two (2) full-length 14ga. formed A60 two-sided galvanized steel stiffeners interlaced with the cross members

e) Structural steel 3" channels – inside parallel with torsion box side wall

f) Floor - 1/8" steel safety tread plate

##### COMPARTMENT CONSTRUCTION

a) Front and rear end panels - 12ga. A60 two-sided galvanized steel

b) Bottom/back panels - 14ga. A60 two-sided galvanized steel



- c) Side pack top panel - 12ga. steel safety tread plate
- d) StreetSide side pack back panel (above deck) – 12ga. Steel Tread-plate
- e) Curbside side pack back panels - 14ga. A60 two-sided galvanealed steel with a 12ga. tread plate overlay
- f) Intermediate panels - 12ga. A60 two-sided galvanized steel
- g) Horizontal compartment bottom panels - 12ga. A60 two-sided galvanized steel
- h) Fender panels – 12ga. A60 two-sided galvanized steel
- i) Crane compartment –
  - a. DOOR CONSTRUCTION
    - i. Double panel construction of .060” thick 5052-H32 aluminum outer panel and .040” thick 5052-H32 aluminum inner panel, interior aluminum “C” channel stiffeners bonded to panels with structural adhesive eliminating welds on doors
    - ii. Latch – folding T compression latch with internal ring plate installation, three-point lock standard with 3/8” door rods
    - iii. Hinge – 5052-H32 aluminum hinge with concealed leaves and full-length rod type 1/4” diameter aluminum pin
    - iv. Door seal - full perimeter automotive neoprene bulb seal with 3M adhesive backing. Seal has continuous contact with door
    - v. Vertical door holder – self-dampened gas spring
  - b. TRAYS
    - i. Divider trays - .100” thick 5052-H32 aluminum, hemmed 3" lips front and rear, and divider slots on 2" centers
    - ii. Four (4) aluminum front to back tray dividers included per divider tray
    - iii. Vertical adjustment tabs are provided in each compartment spaced at 4” increments
  - c. FRONT BULKHEAD
    - i. Formed top rail with two die formed reinforcing ribs - 14ga. A60 two-sided galvanized steel with floor drainage designed into the lower rib at floor level
  - d. TAILGATE
    - i. Double wall construction; formed 14ga. A60 two-sided galvanized steel outer panel. Formed 14ga. A60 two-sided galvanized steel inner panel
    - ii. Pickup style slam tailgate with hidden hinge stop

iii. 350lb evenly distributed load rating

e. PAINT

i. Pre-paint preparation and primer – Electro-coat Process

ii. All steel assemblies and components go through a multi-stage immersion cleaning and rinsing process to thoroughly clean all surfaces

iii. The product is then immersed in a chemical bath to prep the steel for optimum zinc phosphate adhesion prior to immersion in the zinc phosphate tank

iv. The zinc phosphate stage then puts a base zinc crystalline structure on the steel for superior paint adhesion

v. A subsequent sealer rinse tank seals the pretreated surface to optimize corrosion resistance

vi. Two reverse osmosis rinse tanks ensure the product is free from mineral deposits prior to painting

vii. The product is then immersed in an epoxy electro-deposition tank where gray epoxy prime paint is charged onto the product

viii. After two final permeate rinse tanks remove any excess epoxy material and ensure a consistent surface finish, the product is oven cured at 350 degrees for 40 minutes to fully crosslink and cure the electro-coat primer, providing an extremely durable and rust resistant finish

ix. Undercoating - entire body and sub-frame underside covered with protective coating including compartment bottoms, backs, tail shelf and wheel well panels

x. Multicolor interior spray finish coating, all compartments

f. LIGHTING

i. Standard FMVSS 108 DOT light kit for all bodies consisting of:

1. (2) Oval 6" red LED stop/turn/taillights with black mounting grommets

2. (2) Oval 6" clear LED backup lights with black mounting grommets

ii. High output LED amber and red clearance / marker lights

iii. Rectangular amber and red reflectors, adhesive backed

iv. License plate bracket with LED light

v. Complete wiring harness

g. REAR WORKBENCH TAIL SHELF

- h. Rear manual out/hyd down outriggers
  - i. Standard 21" deep x 1/4" smooth steel top surface
  - ii. Grip strut body access steps
  - iii. Two (2) rear access safety hand holds
  - iv. Full width through compartment
  - v. Integrated 2" hitch receiver tube
  - vi. 4 corner strobe Ecco ED3744AC /LED safety lighting
  - vii. 17" ECCO light-bar, Ecco 5597CAC
  - viii. 6 floodlights, LED Buyers 149212
  - ix. Forward facing STT, LED 6" oval
  - x. Cab Guard
  - xi. LED compartment lighting wired to switch in cab
  - xii. 2"x6" receiver tube welded in to right rear of tailshelf for vise
  - xiii. Wilton 745 vise mounted on adaptor plate to fit in 2" receiver tube
  - xiv. 3000 watt inverter mtd. @ Customer location. 2-110V gfci outlets mounted at outside, rear.
  - xv. Go-Lights (2) Remote controls mounted ahead of mirrors

## DTAX-39 BID SPECIFICATIONS

### GENERAL:

The following specification is for an insulated telescopic and articulating aerial personnel lift. The unit shall be the latest current model of standard design manufactured, complete with all standard equipment, special tools and warranties. Bidders are to supply the latest printed literature and detailed specifications on equipment the bidder purposes to furnish.

The Aerial Personnel Lift must be designed, and all components selected and used according to sound engineering principles. All completed units shall comply and be tested in accordance with all applicable O.S.H.A. ANSI, FMVSS standards and rated as a Category "C" insulated lift. The specifications listed below shall be considered minimum requirements.

Any exception must be noted on a separate sheet and be identified by section.

### MANUFACTURER AND MODEL NUMBER:

Indicate manufacture and model number of the aerial device quoted.

CHASSIS DATA:

The chassis shall be a minimum 15,000 lbs. G.V.W. with a 60" minimum cab to axle, and dual rear wheels. The chassis charging system must be adequate to meet the requirements of the specified equipment.

GENERAL DATA:

	DTAX-39
Working Height, Minimum	44'
Horizontal Reach	28'
Horizontal Reach (no rotation-fixed bottom mount side hung basket)	26'
Approx. Stowed Travel Height:	10'
Extension Boom Travel:	108"
Main Boom Travel:	-25 to +78
Articulating Boom Travel:	-2 to +80
Basket Capacity:	350 lbs.*
Installed Weight (Approx.):	2450.lbs

\*Basket capacity may change depending on chassis application and basket configuration selected.

The completed unit shall be certified as passing A.N.S.I. A92.2 stabilization tests without outriggers and successful bidder shall demonstrate these capabilities upon delivery.

MAIN BOOM:

The main boom shall be constructed of 6" X 8" rectangular high strength steel tubing. The section of the main boom that houses the internal cable track shall be expanded to 6" X 12" to allow the hoses and cable track to operate above minimum bend requirements. The minimum travel shall be from 25 below horizontal to 78 above horizontal. The 25 below horizontal movement of the main boom shall allow the operator to place the basket on the ground.

The upper and lower support wear pads must be of 1/4" thick UHMW polyethylene. Side support wear pads must be threaded adjustable wear pads made of UHMW polyethylene. Wear pads must be replaceable without disassembly of boom sections.

EXTENSION BOOM:

The inner boom shall be made from 5" x 7" fiberglass tubing. The inner wear pads must be of threaded adjustable UHMW polyethylene. A hydraulic cylinder shall accomplish the telescopic

action of the extension boom. The use of chains or cables to extend is not acceptable. A polyethylene sleeve shall be placed over the basket end of the extension cylinder to increase the distance of dielectric integrity. The polyethylene sleeve shall be certified for 50KV.

#### ARTICULATING ARM:

The Articulating arm shall be made from 6" x 6" square high strength steel tubing. The articulating arm movement shall be from -2 to +80 from horizontal. At no point in travel can the boom or knuckle extend beyond the width of the chassis mirrors. The articulating arm shall be compensating in design to maintain constant main boom angle during the elevation of the articulating arm.

#### PEDESTAL:

The pedestal shall be a structural box shape and include the hydraulic reservoir, electrical and hydraulic components. An adequate opening shall be provided by a door or cover to allow access to the internal components. A hydraulic reservoir fill indicator shall be clearly visible and labeled to indicate the condition of the oil level. The pedestal shall be machined flat for installation of the shear ball rotation bearing. The pedestal structure must be of a single piece design and bolted directly to the lift subframe. Risers and spacers are not acceptable.

#### TURNTABLE:

The turntable shall be constructed of high strength structural plate. The turntable shall be designed to resist all torque loads. All pivot points for the booms and cylinders shall be line bored to allow for proper alignment.

A 17" diameter shearball rotation bearing is required. Bearing races shall be heat-treated and sealed to prevent entry of dirt and moisture and be equipped with readily accessible pressure (zerk) lubrication fittings. The rotation shall be driven by a worm gear, reduction gearbox. A means of adjustment shall be included to provide for proper gear backlash. The rotation system will be self-locking in the event of hydraulic failure. The input shaft shall be machined with an extended hexagon design to allow for manual rotation. Rotation will be 370 non-continuous and shall be limited by an electrical limit switch. Mechanical stops are not acceptable.

#### SUBFRAME:

A subframe shall be secured to the vertical section of the vehicle frame and provide adequate strength to withstand the load of the aerial lift.

#### BOOM SUPPORT:

A boom support shall be provided to support the aerial lift booms in the transport position. An over-center clamping device, shall secure the booms to the support for road transport.

#### HYDRAULICS & CONTROLS:

The hydraulic system shall be designed as an open center hydraulic system. All hydraulic components including the 10-gallon hydraulic reservoir shall be housed with-in the aerial lift pedestal. The reservoir must be equipped with a drain plug, filler cap, air filter vent, sight level gauge, baffle system and shut-off valve at the outlet. A 10-micron return filter shall be installed as close to the reservoir as possible and must be accessible for maintenance. A pressure relief valve must be built into the system to prevent overload. The pressure relief must be set at 2250 P.S.I.

Aerial device shall be equipped with basket and turntable mounted control stations. Individual control levers at both the upper control station and the lower control station shall automatically return to neutral position when released.

The controls shall use full pressure proportional hydraulic valves. In order to prevent inadvertent actuation of the boom position controls at the basket, the use of an unlocking device shall precede the use of the control itself and shall be maintained simultaneously during the use of the controls. When either control is released, boom movement stops and oil flow is redirected to the reservoir. The basket mounted control station shall permit the operator to control all boom movement; chassis start and stop controls, and emergency backup functions.

The turntable mounted lower control valve overrides the upper control valve. It shall be capable of maintaining override of the upper control valve while unattended.

The aerial lift shall be powered by a PTO driven hydraulic pump, which produces up to 5 GPM.

The hydraulic system will also include a 12-volt D.C. emergency backup system. The D.C. motor and pump delivers 1.4 GPM.

All hydraulic hoses shall be placed within a cable track located inside of the main boom. Hoses shall be protected against abrasion, twisting, and normal wear.

Hydraulic hoses shall have a 4 to 1 safety factor from operating to burst pressure.

#### HYDRAULIC CYLINDERS:

The main boom double action lift cylinder shall have a minimum 3-1/2" bore. The extension boom double action cylinder shall have a minimum 2" bore. The articulating arm double action cylinder shall have a minimum 3-1/2" bore. Holding valves shall be attached to each cylinder to prevent boom creep and to lock the cylinders in the event of line failure. Hydraulic cylinders shall have welded and threaded end caps for maximum safety. Piston shaft shall be highly polished chrome finish.

#### BASKET:

The basket shall be a 24" X 36" X 42" square molded fiberglass. Entry is gained by an inner/outer molded step. The basket shall be completely enclosed and shall not have any holes for drainage or otherwise. The basket shall be automatically leveled as the main boom raises.

The hydraulic basket leveling shall incorporate two enclosed loop, leveling cylinders, and appropriate valving. A control valve to stow/trim the basket shall be located at the upper controls and is optional at the lower override controls. The basket stow requires simultaneous activation with the locking valve to prevent inadvertent movement. A hydraulic basket rotator shall rotate the basket 180° about the end of the boom from curbside to StreetSide. A control valve located at the upper controls shall control the rotation.

#### FULL BODY HARNESS: (Supplied with the lift)

A full body harness made of 1 3/4" type 13 nylon webbing. Shoulder straps have friction slide adjuster. The waist and chest straps use friction-style buckles for positive securement. Leg straps have tongue and buckles with grommeted holes. A 4' X 1/2" nylon-filament rope lanyard with double latching hooks is provided.

#### MISCELLANEOUS MECHANICAL FEATURES:

All boom pivot points shall be constructed of high alloy steel (130,000 PSI yield strength minimum). All pins shall require a Nitrotech furnace treatment. The pin results in a hardness range of Rc 64 to 71 with a finish of 40- in. All pivot points shall be equipped with replaceable fiberglass reinforced Teflon bearings. No lubrication shall be required.

#### MANUALS:

Each unit shall include a separate operator's manual and a separate parts/maintenance manual. There must be two sets of manuals for each unit.

#### BASKET LINER (24" X 36")

A basket liner shall be provided to fit inside of the fiberglass basket. The liner shall be designed to be supported by the bottom of the basket. The liner should include a lip that fits over the top of the fiberglass basket to prevent sharp objects from lodging between the basket and the liner. The basket liner shall also have a molded integral step inverted inside of the liner to assist in basket entry/exit. The basket shall be certified to 50KV minimum.

#### VINYL BASKET COVER: (24" X 36")

A basket cover shall be provided that completely covers the top molded lip of a standard 24" X 24" X 42" basket. The cover must be of a good quality vinyl material and shall include an elastic cord or band to keep the cover secured to the basket. A strap with latching hook shall be permanently attached to the cover to allow for securing to the boom tip, preventing accidental loss.

#### MAIN BOOM FIBERGLASS

The main boom shall include a fiberglass insert to provide an insulation gap of 20" when the telescopic boom is fully retracted. The insert shall be bolted and glued to provide a secure connection. The boom shall be clearly labeled to indicate the area of insulated protection.

#### CHASSIS INSULATING SYSTEM

The articulating boom shall include a fiberglass insert to provide an insulation gap of 12" at angle of incline. The insert shall be bolted and glued to provide a secure connection. The boom shall be clearly labeled to indicate the area of insulated protection.

#### CONTINUOUS ROTATION:

The continuous rotation shall replace the 370 non-continuous rotation. The rotation shall be continuous in either direction. A rotation manifold shall provide 10 individual ports; 4 for hydraulic and 6 for pneumatic flow. Each port shall be separated by O-rings. The inner core of the manifold should be attached to the turntable and allow for maintenance of all hoses without removing guards for service or inspection. The outer case should be attached securely to the pedestal to prevent rotation. Please state the number of hydraulic and pneumatic ports available.

#### Nd of specs JOYSTICK CONTROL

A one-hand joystick control with trigger activation will be used to operate the upper controls. Boom movement cannot occur if the trigger is not activated. With the booms stowed in the rest, the control handle is oriented so the operator will operate with the joystick handle in the right hand when facing away from the truck. Pulling up on the joystick handle is to raise the booms. Pushing down on the joystick is to lower the boom. Pulling the joystick back is to retract the extension boom. Pushing the joystick forward extends the extension boom. Pushing the joystick to the right or left rotates the booms.

#### UPPER CONTROL LOCKOUT:

An upper control valve lockout shall be available for the basket-stow and articulating arm valve section. The lockout requires releasing a mechanical lock prior to the movement of the valve handle.

#### TOOL CIRCUIT AT GROUND:

A hydraulic tool circuit shall be provided at a lower remote location. Activation must be by a manual valve and must divert fluid away from the aerial lift.

#### TORSION BAR:

Rear Level Ride Torsion Bar



Install a Level Ride Manufacturing Co. stabilizer bar to enable complete unit to comply with the aerial device stability requirements of Section 4.5 of ANSI A92.2-1990 specifications. The torsion bar shall be attached to the rear axle of the chassis.

A manual diverter valve directs flow from the lift to the outriggers. Controls for each cylinder will be supplied and mounted at the rear of the chassis so the outrigger legs can be seen when in use.

#### TOOL TRAYS:

The aerial lift shall include 2 tool trays for attaching to the basket. The tool trays shall be 19" long by 8" wide by 8" deep. The tool trays should be constructed of high-density polyethylene and be impervious to oils and other chemicals. A ultra-violet protection shall be added to the polyethylene.

#### DMF RW 1019B FRONT & REAR

##### Items Included:

DMF RW 1019B FRONT & REAR

##### Items Included:

- Wheels – Steel
- Insulation – ALL non insulated wheels
- Pin-Offs Front – Heavy Duty Cable With Plated Pin (corrosion resistant)
- Pin-Offs Rear - Ridged Linkage Rear
- Hydraulic Unit
- Locking Valves - Hydraulic Rear - Highway & Rail Position
- Wiring Harness
- Controls - Bumper Controls - Wired Front and Rear
- Rail Sweeps – Front
- Steering Wheel Lock
- Decals
- Manual

##### Options at Additional Cost:

- Pin-Offs Rear – Cable
- Brakes Front - Hydraulic (Hyd. Unit Included)
- Insulation - Standard Passenger Side Front & Rear Wheel
- Rail Sweeps – Rear
- Links – Slotted

\*All equipment installed and functional, ready for use. On-site in service performed to completion with representatives of winning vendor present.

\* Chassis cannot exceed 12'6" in Height

End of specs



Replaces 1029/1030/1031/1032

F350 4x4 Extended Cab 8' bed, equipment w/Ladder Rack and bed-liner Chassis Brand Name or Equal, 2023 Model Year

4x4 Extended Cab 8' bed w/ bed-liner	3.73 locking rear axle
164 wheelbase	10,700GVWR engine block heater
Oxford white	50 state emissions
Air conditioning AM/FM/MP3	Snow plow / Camper pkg
7.3 liter DEC V8 gas	Up-fitter switches
10 spd automatic transmission	397 amp alternator
Trailer tow package	Dual battery

Sync communications, power equipment group

\*Engine must meet or exceed 7.3 liter capacity

Must have 164" wheelbase, no exceptions

Alternator must meet or exceed 397 Amp

Dealer must pick up and drop off all trucks from Metro facility for warranty on chassis or equipment warranty.

Dealer must provide special service rates for all non-warranty work performed on Metro's trucks.

Weatherguard Brand Cab protector Mod-1059-52-01

Weatherguard Brand Ladder Rack Mod-1275-52-02, black powder coated steel w/ 1000# capacity

Weatherguard Tool Boxes Mod- 272-3-02

2 top side steel Hi-side tool box, mounted either side, storage capacity 8.9 cu ft

White Armor-Tuff powder coat

4 corner strobes Ecco Brand ED3744AC

Ecco 5597AC lightbar,

High Idle control- Ecco flood light 3.5 in square E92006

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING A SOLE SOURCE CONTRACT WITH BROADWAY FORD  
FOR THE PURCHASE OF NON-REVENUE VEHICLES**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

*Whereas*, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to acquire by gift, purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, airports, wharves, docks, harbors, and industrial parks adjacent to and necessary and convenient thereto, bridges, tunnels, warehouses, grain elevators, commodity and other storage facilities, sewage disposal plants, passenger transportation facilities, and air, water, rail, motor vehicle and other terminal or parking facilities; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

*Whereas*, Board Policy Chapter 50, §50.010 (E)(1)(b), requires Board approval of all Non-competitive (“sole source or single bid”) Negotiation Procurements exceeding \$100,000; and

*Whereas*, on July 11, 2023, Bi-State Development issued solicitation 24-SB-448365-TJ – Purchase of Non-Revenue Vehicles to obtain thirteen (13) heavy-duty non-revenue vehicles to support Metro Transit operations; and

*Whereas*, in response to the solicitation, only one bid was received, from Broadway Ford; and

*Whereas*, it is feasible, necessary and in the public interest for the Board of Commissioners to authorize the President & CEO to award a contract to Broadway Ford for the purchase of thirteen (13) 1-ton or greater non-revenue vehicles to support the Metro Rail, Bus Support Service and Facilities, in an amount not to exceed \$1,512,090.50, in accordance with the terms and conditions described herein.

**NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Sole Source Contract. The Board of Commissioners hereby authorize the President & CEO to award a contract to Broadway Ford for the purchase of thirteen (13) 1-ton or greater non-revenue vehicles to support the Metro Rail, Bus Support Service and Facilities, in an amount not to exceed \$1,512,090.50, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO is hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4.        Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5.        Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Broadway Ford.

Section 6.        Governing Law. The laws of the State of Missouri shall govern this Resolution and the Contract.

Section 7.        No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Contract.

Section 8.        Payment of Expenses. The Executive Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9.        Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17<sup>th</sup> day of November, 2023.

*In Witness Whereof*, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE  
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By  
Title

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Bi-State Development Agency  
Board of Commissioners  
Open Session Agenda Item  
November 17, 2023**

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **Contract Award – WSP USA Inc. Major On-Call General Engineering Consulting – Civil and Structural Engineering and Surveying Services**  
**Disposition:** Approval  
**Presentation:** Thomas Curran, Executive Vice President of Administration;  
Christopher Poehler, Vice President of Capital Programs;  
Charles A. Stewart, EVP & Chief Operating Officer – Metro Transit

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**Objective:**

To present to the Board of Commissioners for approval, a request to contract with WSP USA, Inc., to provide On-Call Civil and Structural Engineering and Surveying Services.

**Background:**

These past few years have proven our increasing need for engineering support for our in-house projects. Civil and Structural Engineering and Surveying Services are required to support various Agency projects, ranging from planning studies to major construction projects and infrastructure upgrades.

On April 6, 2023, BSD issued solicitation *23-RFP-379250-CG - Major On-Call General Engineering Consulting (GEC) for Civil and Structural Engineering and Surveying Services*. The request for proposals was advertised in BSD's iSupplier Portal, the Agency's web-based communication tool, structured to allow interested bidders/proposers open access to view, communicate, and submit bids and proposals on active solicitations.

**Analysis:**

In response to the solicitation *23-RFP-397250-CG*, four (4) technical proposals were received and forwarded to the evaluation team, which consisted of individuals within the Engineering Division. The Procurement of an A&E firm is based on the Brooks Method as defined in 40 U.S.C. 541, Brooks Act.

The Brooks Act requires that:

- a. Qualifications be evaluated;
- b. Price be excluded as an evaluation factor;
- c. Negotiations be conducted with only the most qualified offeror;
- d. Failing agreement of a price, negotiations with the next most qualified offeror be conducted until a contract award is made to the most qualified offeror whose price is fair and reasonable.

The technical proposals were evaluated based on the below pre-determined technical criteria listed in order of importance:

1. Technical Competence;
2. General Experience of Personnel;
3. Team Experience;
4. Capacity;

5. Utilization of Disadvantaged Business Enterprises.

As a result of the consensus scores, WSP USA, Inc. is the highest-ranking firm and was determined as the most qualified firm to provide services to BSD engineering staff in support of the Agency’s in-house projects.

<b>Firm:</b>	<b>Consensus Technical Scoring</b>	<b>Round 2 Ranking</b>
WSP	439.32	1
EXP	395.00	2
Modjeski and Masters	392.50	3
Juneau	317.50	4
Total Possible Points = 500		

A cost proposal was requested and received from WSP. The cost proposal was reviewed by BSD’s Engineering Department and was determined to be fair and reasonable.

Each service item will be assigned a task order. These task orders are expected to be projects having longer durations, with consultants overseeing activities such as survey services up to the full design of a project. Each task order will be negotiated based on approved rates. Task Orders issued during the contract and option periods will range from \$200,000.00 to \$1,500,000.00 for any individual task order. They may be exercised by the Director of Contracting & Strategic Sourcing, the Vice President of Procurement, and the Executive Vice President of Administration.

**Previous Action:**

The Operations Committee approved this item, as submitted, at their August 18, 2023 meeting.

**Board Action Requested:**

The Operations Committee recommends that the Board of Commissioners approve this request to authorize the President & CEO to enter into a contract with WSP USA, Inc., to provide necessary consulting services for Civil and Structural Engineering and Surveying Services, for three base years and two one-year option years, in an amount not to exceed **\$5,000,000.00**.

**Funding Source:**

Funding for each task order under the contract will be provided based on the particular project’s funding source.

*Board Policy 50, Purchasing – Section E.1.a. The Board of Commissioners shall approve Competitive Negotiation Procurements which exceed \$500,000*



**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT AWARDED  
A CONTRACT TO WSP USA, INC. FOR MAJOR ON-CALL CIVIL AND  
STRUCTURAL ENGINEERING AND SURVEYING SERVICES**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

*Whereas*, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

*Whereas*, Board Policy Chapter 50, §50.010(E)(1)(a), requires Board approval of all Competitive Negotiated Procurements exceeding \$500,000; and

*Whereas*, on April 6, 2023, BSD issued solicitation 23-RFP-379250-CG - Major On-Call General Engineering Consulting (GEC) for Civil and Structural Engineering and Surveying Services; and

*Whereas*, in response to solicitation 23-RFP-397250-CG, four (4) technical proposals were received and forwarded to the evaluation team, which consisted of individuals within the Engineering Division; and

*Whereas*, the Procurement of an A&E firm is based on the Brooks Method as defined in 40 U.S.C. 541, Brooks Act; and

*Whereas*, as a result of the consensus scores, WSP USA, Inc. was the highest-ranking firm and was determined as the most qualified firm to provide services to BSD engineering staff in support of the Agency’s in-house projects; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to authorize the President and CEO to enter into a contract with WSP USA, Inc., to provide necessary consulting services for Civil and Structural Engineering and Surveying Services, for three base years and two one-year option years, in an amount not to exceed \$5,000,000.00, in accordance with the terms and conditions described herein.

**NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

Section 1.        Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2.        Approval of the Contract. The Board of Commissioners hereby authorizes the President and CEO to enter into a contract with WSP USA, Inc., to provide necessary consulting services for Civil and Structural Engineering and Surveying Services, for three base years and two one-year option years, in an amount not to exceed \$5,000,000.00, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and WSP USA, Inc.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Contract.

Section 8. Payment of Expenses. The Executive Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the Contract.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17<sup>th</sup> day of November, 2023.

*In Witness Whereof*, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By  
Title

[SEAL]

ATTEST:

By \_\_\_\_\_  
Assistant Secretary to the Board of Commissioners

**Bi-State Development Agency  
Board of Commissioners  
Open Session Agenda Item  
November 17, 2023**

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**From:** Charles A. Stewart, EVP & Chief Operating Officer – Metro Transit  
**Subject:** **Contract Award – Bi-State Development (BSD) Light Rail Vehicles**  
**Disposition:** Approval  
**Presentation:** Thomas P. Curran, Executive Vice President, Administration

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**Objective:**

To present to the Board of Commissioners for approval, a request to authorize the President & CEO to enter into a contract with Siemens Mobility, Inc. for acquisition of new light rail vehicles.

**Background:**

The MetroLink light rail system spans over 47 miles with 38 stations throughout the region and operates 87 light rail vehicles. The current light rail fleet includes vehicles that are thirty years old and have surpassed their expected service life.

Bi-State Development intends to procure new high-floor light rail vehicles, capable of servicing the existing high platforms, for use on all parts of the MetroLink system.

Solicitation *23-RFP-342171-CG Bi-State Development Light Rail Vehicles* was created with support by Hatch Associates Consultants, the agency's firm of record for Light Rail Vehicle Professional Engineering Consulting Services, to ensure the successful procurement and delivery of the first LRV replacement fleet. The solicitation was issued on September 1, 2022 and advertised in BSD's iSupplier Portal, the Agency's web-based communication tool, structured to allow interested bidders/proposers open access to view, communicate, and submit bids/proposals on active solicitations.

**Analysis:**

In response to the solicitation, one (1) sealed proposal was received from Siemens Mobility, Inc. The technical proposal was forwarded to an evaluation team composed of staff from Metro's Light Rail Vehicle Maintenance Department and external partners from Hatch LTK. The technical proposal was reviewed and scored according to the evaluation criteria specified in the solicitation package following a formal oral presentation/interview with Siemens.

The technical proposal was evaluated based on the criteria listed below:

- Technical and Qualifications Forms Checklist
- General Vehicle Design
- Vehicle Systems and System Supplier
- Qualifications
- Schedule and Narrative
- General Arrangement Drawings (Aesthetics)

The proposed LRV currently operates in demanding climate conditions throughout North America and is well suited to the conditions of the St. Louis region. Siemens has a robust methodology in design, project management, manufacturing, testing and delivery of quality passenger rail vehicles. The proposed LRV will operate seamlessly in the existing alignment and facility infrastructure.

Delivery of a vehicle is defined as a completely assembled vehicle unloaded on the yard track of Bi-State Development's Ewing Facility. Bi-State Development's Project Manager will acknowledge and authorize Delivery of each vehicle with a signed Certificate of Delivery.

**Previous Action:**

This item was presented to the Operations Committee at the October 13, 2023 meeting, and the Committee agreed to forward it to the Board for further discussion and approval, contingent upon the completion of negotiations.

**Board Action Requested:**

Management recommends that the Board of Commissioners authorize the President & CEO to enter into a contract with Siemens Mobility, Inc., including negotiation of the flow of funds and vehicle delivery dates, for the acquisition of up to fifty-five (55) Light Rail Vehicles, inclusive of project management, support, testing, spare parts, tools and diagnostic equipment, in a not-to-exceed amount of **\$390,393,302**.

**Funding Source:**

Funding will be supplied through federal grants and matching funds.

**Attachment:**

Pricing Details

**Siemens Mobility Proposed Contract  
23-RFP-342171-CG Bi-State Development Light Rail Vehicles**

<b>Base Contract</b>	<b>\$202,683,302</b>
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- 24 LRVs
- Project Management and Administration
- Engineering and Technical Support
- Testing, Training, and Warranty Support
- Spare parts, tools, and diagnostic equipment

<b>Contract Option – 31 Additional LRVs</b>	<b>\$185,581,500</b>
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Exercise the option to purchase an additional 31 LRVs without the one-time costs associated in the base contract.

<b>Contract Option – NVR Crash-Hardened Memory Module</b>	<b>\$1,105,500</b>
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Exercise the option to upgrade the Event Recorder (black box) memory module to increase durability and likelihood of retrieving LRV performance related data in the event of a catastrophic event.

<b>Contract Option – Infotainment System</b>	<b>\$1,023,000</b>
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Exercise the option to include additional passenger information system messaging on the LRVs.

<b>Contract Total:</b>	<b>\$390,393,302</b>
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**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING A CONTRACT WITH  
SIEMENS MOBILITY, INC. FOR THE PURCHASE OF  
LIGHT RAIL VEHICLES**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

*Whereas*, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to acquire by gift, purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, airports, wharves, docks, harbors, and industrial parks adjacent to and necessary and convenient thereto, bridges, tunnels, warehouses, grain elevators, commodity and other storage facilities, sewage disposal plants, passenger transportation facilities, and air, water, rail, motor vehicle and other terminal or parking facilities; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

*Whereas*, Board Policy Chapter 50, §50.010 (E)(1)(a), requires Board approval of all Competitive Negotiation Procurements which exceed \$500,000; and

*Whereas*, on September 1, 2022, Bi-State Development, with the assistance of Hatch Associates Consultants, issued solicitation Solicitation 23-RFP-342171-CG Bi-State Development Light Rail Vehicles (LRV) to ensure the successful procurement and delivery of the first LRV replacement fleet; and

*Whereas*, in response to the solicitation, only one bid was received, from Siemens Mobility, Inc; and

*Whereas*, the technical proposal was forwarded to the evaluation team, composed of staff from Metro’s Light Rail Vehicle Maintenance Department and external partners from Hatch LTK, and the proposal was deemed to be responsive to the solicitation; and

*Whereas*, it is feasible, necessary and in the public interest for the Board of Commissioners to authorize the President & CEO to award a contract to Siemens Mobility, Inc., for the acquisition of up to fifty-five (55) Light Rail Vehicles, inclusive of project management, support, testing, spare parts, tools and diagnostic equipment, in a not-to-exceed amount of \$390,393,302 in accordance with the terms and conditions described herein.

**NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

Section 1.        Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2.        Approval of the Contract. The Board of Commissioners hereby authorizes the President & CEO to award and enter into a contract with Siemens Mobility, Inc., for the acquisition of up to fifty-five (55) Light Rail Vehicles, inclusive of project management, support, testing, spare parts, tools and diagnostic equipment,

in a not-to-exceed amount of \$390,393,302 under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO is hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Siemens Mobility, Inc.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution and the Contract.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Contract.

Section 8. Payment of Expenses. The Executive Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17<sup>th</sup> day of November, 2023.

*In Witness Whereof*, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

Resolution #1305  
Bi-State Development Agency Board of Commissioners  
November 17, 2023  
Contract with Siemens Mobility, Inc. – Purchase of Light Rail Vehicles  
Page 2

**Bi-State Development Agency  
Board of Commissioners  
Open Session Agenda Item  
November 17, 2023**

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**From:** Thomas Curran, Executive Vice President, Administration  
**Subject:** **Contract Award - 24-RFP-466396-KM – Purchase of Ticket Vending Machines**  
**Disposition:** Approval  
**Presentation:** Thomas Curran, Executive Vice President, Administration

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**Objective:**

To present to the Board of Commissioners for approval, a request to authorize the President & CEO to award a contract to Indra USA, Inc. for purchase of one hundred twenty-five (125) ticket vending machines for the MetroLink light rail system and MetroBus transfer centers.

**Background:**

On August 16, 2023, Bi-State Development issued solicitation *24-RFP-466396-KM – Purchase of Ticket Vending Machines* to obtain new ticket vending machines as part of the agency's Fare Collection Program project that will transform our fare purchasing and validation system. The solicitation was advertised on Bi-State's iSupplier website. Prior to issuance of the solicitation, Bi-State had conducted a Request for Information process in March through April 2023, the results of which demonstrated a high level of interest from vendors in our ticket vending machine (TVM) acquisition process.

Acquisition, testing and installation of new TVMs are critical to the Secure Platform Project (SPP), as the machines will produce fare media to open the new security gates for MetroLink access. This media will include QR code tickets, passes and stored value smart cards, all of which will be available through the TVMs.

In addition to the need for new TVMs to support the Secure Platform Project, Bi-State's current TVMs are at the end of their service life. Due to technology and regulatory changes, our ticket vending machines must be replaced in order to meet current Payment Card Industry (PCI) security standards.

**Analysis:**

By the October 2, 2023 proposal due date, six (6) proposals were received in response to the solicitation from the following firms:

- BEA Transit Technologies
- Indra USA, Inc.
- Parkeon-Flowbird
- Scheidt & Bachmann
- Sigma S.p.A.
- Ventek International



All six proposals were forwarded to an evaluation committee consisting of members from Bi-State’s Finance and Administration Departments.

The proposals were scored in accordance with the evaluation requirements specified in the solicitation package. After completion of the initial technical evaluation, a consensus meeting was held to discuss the scoring. The table below displays the overall consensus technical and cost scores combined, and as a result, Indra USA is the highest-ranking firm.

Firm	Technical Score	Cost Score	Overall Total Score	Rank
Indra USA	335.83	48.91	384.74	1
Sigma S.p.A	251.67	81.53	333.20	2
Scheidt & Bachmann	265.00	54.43	319.43	3
Parkeon-Flowbird	253.33	55.52	308.85	4
BEA Transit	136.67	125.00	261.67	5
Ventek	166.67	34.00	200.67	6
Total Possible Points = 500				
Percentage of Total Points	75%	25%	100%	

**Previous Action:**

This item was presented to the Operations Committee at the October 13, 2023 meeting, and the Committee agreed to forward the item to the Board of Commissioners for further discussion and approval, contingent upon the completion of negotiations.

**Board Action Requested:**

Management recommends that the Board of Commissioners approve this request to authorize the President & CEO to enter into a contract with the highest-ranking firm, Indra USA, Inc., for the purchase of one hundred twenty-five (125) ticket vending machines for an amount not-to-exceed **\$18.0 million**.

**Funding Source:**

Funding will be provided through federal grant funds and local match.

*Board Policy:*  
*Board Policy Chapter 50.010 E., Purchasing, requires the Board of Commissioners to approve competitive negotiated procurements which exceed \$500,000.*

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF  
THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A CONTRACT TO INDRA USA, INC. FOR  
THE PURCHASE OF TICKET VENDING MACHINES**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

*Whereas*, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

*Whereas*, Board Policy Chapter 50, §50.010(E)(1)(a), requires Board approval of all Competitive Negotiated Procurements exceeding \$500,000; and

*Whereas*, on August 16, 2023, Bi-State Development issued solicitation 24-RFP-466396-KM – Purchase of Ticket Vending Machines to obtain new ticket vending machines as part of the agency’s Fare Collection Program project that will transform our fare purchasing and validation system; and

*Whereas*, in response to the solicitation, a total of six (6) proposals were received and forwarded to an evaluation team, which consisted of individuals within the Agency’s Finance and Administration Departments; and

*Whereas*, proposals were scored in accordance with the evaluation requirements specified in the solicitation package, and after completion of the initial technical evaluation, a consensus meeting was held to discuss the scoring; and

*Whereas*, as a result of the consensus technical and cost scores combined, Indra USA, Inc. was deemed the highest-ranking firm; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to authorize the President and CEO to enter into a contract with the highest-ranking firm, Indra USA, Inc., for the purchase of one hundred twenty-five (125) ticket vending machines for an amount not-to-exceed \$18,000,000, in accordance with the terms and conditions described herein.

**NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Contract. The Board of Commissioners hereby authorizes the President and CEO to enter into a contract with the highest-ranking firm, Indra USA, Inc., for the purchase of one hundred twenty-five (125) ticket vending machines for an amount not-to-exceed \$18,000,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Indra USA, Inc.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Contract.

Section 8. Payment of Expenses. The Executive Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the Contract.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17<sup>th</sup> day of November, 2023.

*In Witness Whereof*, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By  
Title

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Bi-State Development Agency  
Board of Commissioners  
Open Session Agenda Item  
November 17, 2023**

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **Board Policies, Chapters 10, 20, 30, 70 and 100 – Title change “General Counsel” to “Chief Legal Counsel”**  
**Disposition:** Approval  
**Presentation:** Taulby Roach, President and Chief Executive Officer

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**Objective:**

To present to the Board of Commissioners for approval, a request to incorporate revisions to the Collected Board Policies of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, Chapters 10, 20, 30, 70 and 100, as they pertain to the position of “General Counsel”.

**Background:**

Sections of the Collected Board Policies of the Bi-State Development Agency, have been updated at various times throughout the years. At this time, management is requesting that revisions be made throughout various Chapters of the Policy, to reflect a change of title for the position of “General Counsel” to “Chief Legal Counsel”.

**Previous Action:**

This item has not been reviewed by any Committee; however, with the recent appointment of new Chief Legal Counsel, the President and Chief Executive Officer authorized the placement of this item on the November 17, 2023 meeting agenda.

**Board Action Requested:**

Management recommends that the Board of Commissioners approve the request to incorporate revisions to the Collected Board Policies of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, Chapters 10, 20, 30, 70 and 100, as shown in the Attachments. In addition, it is requested that the Chair of the Board of Commissioners designate that the proposed revisions to these Board Policies not be tabled pursuant to Article VI (D) of the Board Policies, as it is in the best interest of the Agency that these revised Board Policies be approved at the Board Meeting on November 17, 2023.

**Funding Source:**

No funding is needed.

**Attachments:**

- Attachment 1 – Current – Board Policy, Chapters 10, 20, 30, 70 and 100
- Attachment 2 – Redlined – Board Policy, Chapters 10, 20, 30, 70 and 100
- Attachment 3 – Clean – Board Policy, Chapters 10, 20, 30, 70 and 100

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 10. Board of Commissioners**

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**Section 10.010 Agency Compact and Implementing Statutes**

**Section 10.010.1 Agency Compact**

**COMPACT BETWEEN MISSOURI AND ILLINOIS CREATING THE BI-STATE DEVELOPMENT AGENCY AND THE BI-STATE METROPOLITAN DISTRICT.**

The states of Missouri and Illinois enter into the following agreement:

## ARTICLE I

They agree to and pledge each to the other faithful cooperation in the future planning and development of the Bi-State metropolitan district, holding in high trust for the benefit of its people and of the nation the special blessings and natural advantages thereof.

## ARTICLE II

To that end the two states create a district to be known as the “Bi-State Metropolitan Development District” (herein referred to as “The District”) which shall embrace the following territory: The city of St. Louis and the counties of St. Louis and St. Charles and Jefferson in Missouri, and the counties of Madison, St. Clair, and Monroe in Illinois.

## ARTICLE III

There is created “The Bi-State Development Agency of the Missouri-Illinois Metropolitan District” (herein referred to as “The Bi-State Agency”) which shall be a body corporate and politic. The Bi-State agency shall have the following powers:

- (1) To plan, construct, maintain, own and operate bridges, tunnels, airports and terminal facilities and to plan and establish policies for sewage and drainage facilities;
- (2) To make plans for submission to the communities involved for coordination of streets, highways, parkways, parking areas, terminals, water supply and sewage and disposal works, recreational and conservation facilities and projects, land use pattern and other matters in which joint or coordinated action of the communities within the areas will be generally beneficial;
- (3) To charge and collect fees for use of the facilities owned and operated by it;
- (4) To issue bonds upon the security of the revenues to be derived from such facilities; and, or upon any property held or to be held by it;
- (5) To receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; or by the federal government or any agency or officer thereof;
- (6) To disburse funds for its lawful activities, and fix salaries and wages of its officers and employees;

(7) To perform all other necessary and incidental functions; and

(8) To exercise such additional powers as shall be conferred on it by the legislature of either state concurred in by the legislature of the other or by act of congress.

No property now or hereafter vested in or held by either state, or by any county, city, borough, village, township or other political subdivision, shall be taken by the Bi-State agency without the authority or consent of such state, county, city, borough, village, township or other political subdivision, nor shall anything herein impair or invalidate in any way any bonded indebtedness of such state, county, city, borough, village, township or other political subdivision, nor impair the provisions of law regulating the payment into sinking funds of revenues derived from municipal property, or dedicating the revenues derived from any municipal property to a specific purpose.

Unless and until otherwise provided, it shall make an annual report to the governor of each state, setting forth in detail the operations and transactions conducted by it pursuant to this agreement and any legislation there under.

Nothing contained in this compact shall impair the powers of any municipality to develop or improve terminal or other facilities.

The Bi-State agency shall from time to time make plans for the development of the district; and when such plans are duly approved by the legislatures of the two states, they shall be binding upon both states with the same force and effect as if incorporated in this compact.

The Bi-State agency may from time to time make recommendations to the legislatures of the two states or to the Congress of the United States, based upon study and analysis, for the improvement of transportation, terminal, and other facilities in the district.

The Bi-State agency may petition any interstate commerce commission (or like body), public service commission, public utilities commission (or like body), or any other federal, municipal, state or local authority, administrative, judicial or legislative, having jurisdiction in the premises, for the adoption and execution of any physical improvements, change in method, rate of transportation, system of handling freight, warehousing, docking, lightering, or transfer of freight, which, in the opinion of the Bi-State agency, may be designed to improve or better the handling of commerce in and through the district, or improve terminal and transportation facilities therein. It may intervene in any proceeding affecting the commerce of the district.

#### ARTICLE IV

The Bi-State agency shall consist of ten commissioners, five of whom shall be resident voters of the state of Missouri and five of whom shall be resident voters of the state of Illinois. All commissioners shall reside within the Bi-State district, the Missouri members to be chosen

by the state of Missouri and the Illinois members by the state of Illinois in the manner and for the terms fixed by the legislature of each state except as herein provided.

## ARTICLE V

The Bi-State agency shall elect from its number a chairman, a vice chairman, and may appoint such officers and employees as it may require for the performance of its duties, and shall fix and determine their qualifications and duties.

Until otherwise determined by the legislatures of the two states no action of the Bi-State agency shall be binding unless taken at a meeting at which at least three members from each state are present, and unless a majority of the members from each state present at such meeting shall vote in favor thereof. Each state reserves the right hereafter to provide by law for the exercise of the veto power by the governor thereof over any action of any commissioner appointed there from.

Until otherwise determined by the action of the legislature of the two states, the Bi-State agency shall not incur any obligations for salaries, office or other administrative expenses, prior to the making of appropriations adequate to meet the same.

The Bi-State agency is hereby authorized to make suitable rules and regulations not inconsistent with the constitution or laws of the United States or of either state, or of any political subdivision thereof, and subject to the exercise of the power of congress, for the improvement of the district, which when concurred in or authorized by the legislatures of both states, shall be binding and effective upon all persons and corporations affected thereby.

The two states shall provide penalties for violations of any order, rule or regulation of the Bi-State agency, and for the manner of enforcing same.

## ARTICLE VI

The Bi-State agency is authorized and directed to proceed with the development of the district in accordance with the articles of this compact as rapidly as may be economically practicable and is vested with all necessary and appropriate powers not inconsistent with the constitution or the laws of the United States or of either state, to effectuate the same, except the power to levy taxes or assessments.

It shall render such advice, suggestion and assistance to all municipal officials as will permit all local and municipal improvements, so far as practicable, to fit in with the plan.



ARTICLE VII

In witness thereof, we have hereunto set our hands and seals under authority vested in us by law.

\_\_\_\_\_  
(Signed) In the presence of:

\_\_\_\_\_  
(Signed)

*RSMo Section 70.370; 45 ILCS 100/1  
Ratified by Congress, 64 Stat. 568 (January 3, 1950)*

**Section 10.010.2 Compact Amendment: Additional Power**

*Additional powers of Bi-State agency.--*

In further effectuation of that certain compact between the states of Missouri and Illinois heretofore made and entered into on September 20, 1949, the Bi-State Development Agency created by and under the aforesaid compact, is authorized to exercise the following powers in addition to those heretofore expressly authorized by the aforesaid compact:

1. To acquire by gift, purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, airports, wharves, docks, harbors, and industrial parks adjacent to and necessary and convenient thereto, bridges, tunnels, warehouses, grain elevators, commodity and other storage facilities, sewage disposal plants, passenger transportation facilities, and air, water, rail, motor vehicle and other terminal or parking facilities;

2. To acquire by gift, purchase or lease; to plan, construct, operate, maintain, or lease to or contract with others for operation and maintenance; or lease, sell or otherwise dispose of to any person, firm or corporation, subject to such mortgage, pledge or other security arrangements that the Bi-State Development Agency may require, facilities for the receiving, transferring, sorting, processing, treatment, storage, recovery and disposal of refuse or waste, and facilities for the production, conversion, recovery, storage, use, or use and sale of refuse or waste derived resources, fuel or energy and industrial parks adjacent to and necessary and convenient thereto;

3. To contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Bi-State agency, or owned or operated by any such municipality or other political subdivision;

4. To borrow money for any of the authorized purposes of the Bi-State Development Agency and to issue the negotiable notes, bonds or other instruments in writing of the Bi-State Development Agency in evidence of the sum or sums to be borrowed;

5. To issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing;

6. To provide that all negotiable notes, bonds or other instruments in writing issued either pursuant to subdivision (4) or pursuant to subdivision (5) hereof shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned or operated or owned and operated by the Bi-State Development Agency, or out of any other resources of the Bi-State Development Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Bi-State Development Agency. All notes, bonds or other instruments in writing issued by the Bi-State Development Agency as herein provided shall mature in not to exceed thirty years from the date thereof, shall bear interest at a rate not exceeding fourteen percent per annum, and shall be sold for not less than ninety-five percent of the par value thereof. The Bi-State Development Agency shall have the power to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof, and shall have power to enter into covenants with the holders of such notes, bonds or other instruments in writing, not inconsistent with the powers herein granted to the Bi-State Development Agency, without further legislative authority;

7. To condemn any and all rights or property, of any kind or character, necessary for the purposes of the Bi-State Development Agency, subject, however, to the provisions of the aforesaid compact; provided, however, that no rights or property of any kind or character, now or hereafter owned, leased, controlled, operated or used, in whole or in part, by any common carrier engaged in interstate commerce or by any grain elevator, shall be taken or appropriated by the Bi-State Development Agency without first obtaining the written consent and approval of such common carrier or of the owner or operator of such grain elevator. If the property to be condemned be situated in the state of Illinois, the said agency shall follow the procedure of the act of the state of Illinois providing for the exercise of the right of eminent domain, and if the property to be condemned be situated in the state of Missouri, the said agency shall follow the procedure provided by the laws of the state of Missouri for the appropriation of land or other property taken for telegraph, telephone or railroad rights-of-way;

8. To contract and to be contracted with, and to sue and to be sued in contract;

9. To issue bonds for industrial, manufacturing or commercial facilities located within the Bi-State metropolitan district upon the security of the revenue to be derived from such facilities; and, or upon any property held or to be held by it.

*RSMo Section 70.373; 45 ILCS 110/1*

*Ratified by Congress January 7, 1959; further amended and ratified by Congress January 3, 1985*

### **Section 10.010.3 Compact Amendment: Safety and Order**

*Power to employ persons to enforce rules--power of personnel, jurisdiction--issuance of citation--procedure upon arrest-- training--agency may adopt rules--violation of rules, penalty.—*

1. The Bi-State Development Agency shall have the power to employ or appoint personnel to maintain safety and order and to enforce the rules and regulations of the agency upon the public mass transportation system, passenger transportation facilities, conveyances, and other property that the agency may own, lease, or operate, except Bi-State may only employ peace officers through contracts with law enforcement agencies within the Bi-State service area. The board of commissioners of the Bi-State Development Agency shall determine the qualifications and duties of such personnel, subject to the limitations set forth in this section.

2. All persons designated under subsection 1 of this section by the Bi-State Development Agency to serve as personnel shall have the power to give warnings or to issue citations for violations of the rules and regulations of the agency and for any violation of section 70.441\* (or a similar section under Illinois law) to request identification from those violators, and to remove those violators from the passenger transportation facilities or other property owned, leased or operated by the agency. All contracted personnel who are certified as peace officers shall also have the power to detain and to make arrests for the purpose of enforcing the rules and regulations of the agency and the provisions of section 70.441\* (or a similar section under Illinois law). The personnel designated by the Bi-State Development Agency under subsection 1 of this section are authorized to use only the equipment that is issued by the agency, and only while in the performance of their duties or while in direct transit to or from a duty assignment on the passenger transportation facilities and conveyances owned, controlled, or operated by the agency. No personnel shall be issued any weapons, which can cause bodily harm.

3. The jurisdiction of the personnel designated by the Bi-State Development Agency under subsection 1 of this section shall be limited to passenger transportation facilities and conveyances (including bus stops) owned, controlled, or operated by the agency, but this restriction shall not limit the power of such persons to make arrests throughout the area in which the agency operates any public mass transportation system for violations committed upon or against those facilities from within or outside those facilities while such personnel are in hot or close pursuit of the violator. Nothing contained in this section shall either:

(1) Relieve either signatory state or any political subdivision or agency of those states from its duty to provide police, fire, and other public safety service and protection; or

(2) Limit, restrict or interfere with the jurisdiction of or the performance of duties of existing police, fire, and other public safety agencies.

4. A citation issued by personnel designated under subsection 1 of this section shall be considered a release on the personal recognizance of the violator, provided that

the citation shall contain a time and date for the appearance of the violator in circuit court to contest or admit the charges. Any violator failing to appear in circuit court when required to do so shall be subject to arrest upon order of the court. The circuit court may establish a schedule for the amount of fines for violations of section 70.441 (or a similar section under Illinois law). The court shall allow for the payment of the fine and court costs by mail instead of a court appearance for a violation in which the only penalty authorized by this section or section 70.441 is a fine.

5. Those designated as personnel under subsection 1 of this section shall, upon the apprehension or arrest of any person, either issue a summons or citation against the person or deliver the person to the duly constituted police or judicial officer of the signatory state or political subdivision where the arrest is made, for disposition as required by law.

6. The Bi-State Development Agency shall provide for the training of personnel designated under subsection 1 of this section by the agency, and for this purpose the agency may enter into contracts or agreements for security training. The training requirements for personnel of the agency that are given the power of arrest shall be as provided by state law and by regulation of the state agency or official designated by the state to establish those regulations.

7. The Bi-State Development Agency shall have the power to enter into agreements with the signatory states, their political subdivisions, the public safety agencies located in those states, and agencies of the federal government for mutual assistance and for the delineation of the functions and responsibilities between those designated as personnel under subsection 1 of this section and the duly constituted police, fire and other public safety agencies.

8. The Bi-State Development Agency shall have the power to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances and for the proper conduct by all persons making use of its facilities and conveyances, including its parking lots and all property used by the public. Notwithstanding the provisions of article V of the compact creating the Bi-State Development Agency, any rules and regulations adopted under this subsection need not be concurred in or specifically authorized by the legislatures of either state. In the event that any such rules and regulations of the Bi-State Development Agency contravene the laws, rules or regulations of a signatory state or its agency, the laws, rules and regulations of the signatory state or its agency shall apply, and the conflicting portions of the rules or regulations of the Bi-State Development Agency shall be void within the jurisdiction of that signatory state. In the event that any rules or regulations of the Bi-State Development Agency contravene the ordinances of any political subdivisions of the signatory states, the conflicting ordinances shall be void in or upon all agency passenger transportation facilities and conveyances. The rules and regulations of the Bi-State Development Agency shall be uniform whenever possible throughout the area in which any passenger transportation facility or conveyance of the agency is located. The rules and regulations, and the amounts of fines for their violation adopted by the Bi-State Development Agency shall be adopted by the agency's board of commissioners in accordance with all standards of due process, including, but not limited to, the holding of public hearings and subsequent publication of the agency rules and regulations and the

amounts of fines for their violation in a manner designed to make them readily available to the public.

9. Unless a greater penalty is provided by the laws of the signatory states, any violation of the rules and regulations of the agency shall constitute an infraction for which the authorized punishment shall be a fine of not less than twenty-five dollars and not greater than two hundred fifty dollars, in addition to court costs.

10. The board of commissioners of the Bi-State Development agency shall establish the amount of fines for each violation of the rules and regulations of the agency within the limits of subsection 9 of this section.

11. Judges and clerks of the circuit courts having jurisdiction in the signatory states shall have the authority to impose, collect and enforce penalties for, and for failure to pay fines for, violations of the rules and regulations of the agency in the same manner as penalties are imposed, collected and enforced in the respective signatory states.

*RSMo Section 70.378; 45 ILCS 110/5  
Ratified by Congress January 3, 1996*

#### **Section 10.010.4      Implementing Statutes**

[Note: The following statutes are essentially identical for Missouri and Illinois; differences between the two states' statutes are indicated by bracketed language or ellipsis where non-substantive language was omitted.]

##### *Commissioners; appointment*

Within ninety days after this act becomes effective the governor shall, by and with the advice and consent of the Senate, appoint five commissioners of the Bi-State Development Agency created by compact between the states of Missouri and Illinois. If the Senate is not in session at the time for making any appointment, the Governor shall make a temporary appointment as in case of a vacancy. All commissioners so appointed shall be qualified voters of the State of [Missouri/Illinois] and shall reside within the Bi-State Development District established by the compact.

*RSMo Section 70.380; 45 ILCS 105/1*

##### *Term*

Of the commissioners first appointed one shall be appointed to serve for a term of one year, one for two years, one for three years, one for four years and one for five years. At the expiration of the term of each commissioner and of each succeeding commissioner, the governor shall, by and with the advice and consent of the senate, appoint a successor who shall hold office for a term of five years if such successor is appointed to fill a commissioner position described in

subsection 1 of this section. If a commissioner is appointed to fill the commissioner position described in subsection 2 of this section, then such commissioner shall hold office for a term of three years. Each commissioner shall hold office until his or her successor has been appointed and qualified.

*RSMo Section 70.390;*

Of the Commissioners first appointed one shall be appointed to serve for a term of one year, one for two years, one for three years, one for four years and one for five years from the third Monday in January following his appointment. At the expiration of the term of each commissioner and of each succeeding commissioner, the governor shall, by and with the advice and consent of the Senate, appoint a successor who shall hold office for a term of five years. Each commissioner shall hold office until his successor has been appointed and qualified. One Commissioner shall be designated as chairman of the Illinois delegation.

*45 ILCS 105/2*

*Vacancies*

Vacancies occurring in the office of any commissioner shall be filled by appointment by the Governor, by and with the advice and consent of the Senate, for the unexpired term. In any case of vacancy, while the Senate is not in session, the Governor shall make a temporary appointment until the next meeting of the Senate, when he shall nominate some person to fill such office.

*RSMo Section 70.400; 45 ILCS 105/3*

*Compensation*

The commissioners shall serve without compensation but shall be entitled to be reimbursed for the necessary expenses incurred in the performance of their duties.

*RSMo Section 70.410; 45 ILCS 105/4*

*Powers and duties*

The commissioners shall have the powers and duties and be subject to the limitations provided for in the compact entered into between the two States, and together with five commissioners from the State of [Missouri/Illinois] shall form the “Bi-State Development Agency”.

*RSMo Section 70.420; 45 ILCS 105/5*

*Conference by communications equipment*

Conference by communications equipment. The commissioners of the Bi-State Development Agency may participate in a committee or board meeting by conference telephone or other communication equipment if all persons attending the meeting, including the general public, can hear and communicate with the commissioners when appropriate. Participation in a committee or board meeting in this manner by a commissioner shall constitute presence in person at the meeting. [The committee or board meetings referenced herein shall be considered public meetings subject to chapter 610, RSMo, and shall be reasonably accessible to the public.]

*RSMo Section 70.421; 45 ILCS 105/9*

### *Violations*

(a) As used in this Section, the following terms have the following meanings:

1. “Agency” means the Bi-State Development Agency created by the Bi-State Development Compact Act.

2. “Conveyance” includes a bus, paratransit vehicle, light rail vehicle, rapid transit car or train, locomotive, or other vehicle used or held for use by the Agency as a means of transportation of passengers.

3. “Facilities” include all property and equipment, including, without limitation, rights of way and related trackage, rails, signals, power, fuel, communication and ventilation systems, power plants, stations, terminals, signage, storage yards, depots, repair and maintenance shops, yards, offices, parking lots, and other real estate or personal property used or held for or incidental to the operation, rehabilitation, or improvement of any public mass transportation system of the Agency.

4. “Person” means any individual, firm, co-partnership, corporation, association, or company.

5. “Sound production device” includes, but is not limited to, any radio receiver, phonograph, television receiver, musical instrument, tape recorder, cassette player, speaker device, and any sound amplifier.

(b) In interpreting or applying this Section, the following apply:

1. Any act otherwise prohibited by this Section is lawful if specifically authorized by agreement, permit, license, or other writing duly signed by an authorized officer of the Agency or if performed by an officer, employee, or designated agent of the Agency acting within the scope of his or her employment or agency.

2. Rules shall apply with equal force to any person assisting, aiding, or abetting another, including a minor, in any of the acts prohibited by the rules or assisting, aiding, or abetting another in the avoidance of any of the requirements of the rules.

3. The singular shall mean and include the plural; the masculine gender shall mean the feminine and the neuter genders; and vice versa.

(c) No person shall use or enter upon the conveyances of the Agency without payment of the fare or other lawful charges established by the Agency. Any person or any conveyance must have properly validated fare media in his or her possession. This ticket must be valid to or from the station the passenger is using and must have been used for entry for the trip when being taken.

(d) No person shall use any token, pass, badge, ticket, document, transfer, card, or fare media to gain entry to the facilities or conveyances of or make use of the services of the Agency, except as provided, authorized, or sold by the Agency and in accordance with any restriction on its use imposed by the Agency.

(e) No person shall enter upon parking lots designated by the Agency as requiring payment to enter, either by electronic gate or parking meters, where the cost of the parking fee is visibly displayed at each location, without payment of those fees or other lawful charges established by the Agency.

(f) Except for employees of the Agency acting within the scope of their employment, no person shall sell, provide, copy, reproduce, produce, or create any version of any token, pass, badge, ticket, document, transfer, card, or any other fare media or otherwise authorize access to or use of the facilities, conveyances, or services of the Agency without the written permission of an authorized representative of the Agency.

(g) No person shall put or attempt to put any paper, article, instrument, or item, other than a token, ticket, badge, coin, fare card, pass, transfer, other access authorization, or other fare media issued by the Agency and valid for the place, time, and manner in which used, into any fare box, pass reader, ticket vending machine, parking meter, parking gate, or other fare collection instrument, receptacle, device, machine, or location.

(h) Tokens, tickets, fare cards, badges, passes, transfers, or other fare media that have been forged, counterfeited, imitated, altered, or improperly transferred or that have been used in a manner inconsistent with this Section shall be confiscated.

(i) No person may perform any act that would interfere with the provision of transit service or obstruct the flow of traffic on facilities or conveyances or that would in any way interfere or tend to interfere with the safe and efficient operation of the facilities or conveyances of the Agency.

(j) All persons on or in any facility or conveyance of the Agency shall:

1. Comply with all lawful orders and directives of any Agency employee acting within the scope of his or her employment.



2. Obey any instructions on notices or signs duly posted on any Agency facility or conveyance.

3. Provide accurate, complete, and true information or documents requested by Agency personnel acting within the scope of their employment and otherwise in accordance with law.

(k) No person shall falsely represent himself or herself as an agent, employee, or representative of the Agency.

(l) No person on or in any facility or conveyance shall:

1. Litter, dump garbage, liquids, or other matter, or create a nuisance, hazard, or unsanitary condition (including, but not limited to, spitting or urinating, except in facilities provided).

2. Drink any alcoholic beverage or possess any opened or unsealed container of alcoholic beverage, except on premises duly licensed for the sale of alcoholic beverages, such as bars and restaurants.

3. Enter or remain in any facility or conveyance while his or her ability to function safely in the environment of the Agency transit system is impaired by the consumption of alcohol or by the taking of any drug.

4. Loiter or stay on any facility of the Agency.

5. Consume foods or liquids of any kind, except in those areas specifically authorized by the Agency.

6. Smoke or carry an open flame or lighted match, cigar, cigarette, pipe, or torch, except in those areas or locations specifically authorized by the Agency.

7. Throw or cause to be propelled any stone, projectile, or other article at, from, upon, or in a facility or conveyance.

(m) No weapon or other instrument intended for use as a weapon may be carried in or on any facility or conveyance, except for law enforcement personnel. For these purposes, a “weapon” includes, but not limited to, a firearm, switchblade knife, sword, any instrument of any kind known as a blackjack, billy club, or club, sandbag, metal knuckles, leather bands studded with metal, wood impregnated with metal filings or razor blades, except that this subsection shall not apply to a rifle or shotgun that is unloaded and carried in any enclosed case, box, or other container that completely conceals the item from view and identification as a weapon.

(n) No explosives, flammable liquids, acids, fireworks, or other highly combustible materials or radioactive materials may be carried on or in any facility or conveyance, except as authorized by the Agency.

(o) No person, except as specifically authorized by the Agency, shall enter or attempt to enter into any area not open to the public, including, but not limited to, motorman's cabs, conductor's cabs, bus operator's seat location, closed-off areas, mechanical or equipment rooms, concession stands, storage areas, interior rooms, tracks, roadbeds, tunnels, plants, shops, barns, train yards, garages, depots, or any area marked with a sign restricting access or indicating a dangerous environment.

(p) No person may ride on the roof, the platform between rapid transit cars, or on any other areas that are outside any rapid transit car or bus or other conveyance operated by the Agency.

(q) No person shall extend his or her hand, arm, leg, head, or other part of his or her person or extend any item, article, or other substance outside of the window or door of a moving rapid transit car, bus, or other conveyance operated by the Agency.

(r) No person shall enter or leave a rapid transit car, bus or other conveyance operated by the Agency except through the entrances and exits provided for that purpose.

(s) No animals may be taken on or into any conveyance or facility except the following:

1. An animal enclosed in a container, accompanied by the passenger, and carried in a manner that does not annoy other passengers.

2. Working dogs for law enforcement agencies, agency dogs on duty, dogs properly harnessed and accompanying blind or hearing impaired persons to aid those persons, or dogs accompanying trainers carrying a certificate of identification issued by a dog school.

(t) No vehicle shall be operated carelessly, negligently, or in disregard of the rights or safety of others or without due caution and circumspection or at a speed or in a manner as to be likely to endanger persons or property on facilities of the Agency. The speed limit on parking lots and access roads shall be posted as 15 miles per hour unless otherwise designated.

(u) Unless a greater penalty is otherwise provided by the laws of the State, any violation of this Section shall constitute a misdemeanor, and any person committing a violation of this Section shall be subject to arrest and, upon conviction in a court of competent jurisdiction, shall pay a fine in an amount not less than \$25 and no greater than \$250 per violation, in addition to court costs. Any default in the payment of a fine imposed under this Section without good cause shall result in imprisonment for not more than 30 days.

(v) Unless a greater penalty is provided by the laws of the State, any person convicted a second or subsequent time for the same offense under this Section shall be sentenced to pay a fine of not less than \$50 nor more than \$500, in addition to court costs, or to undergo imprisonment for up to 60 days, or both a fine and imprisonment.

(w) Any person failing to pay the proper fare, fee, or other charge for use of the facilities and conveyances of the Agency shall be subject to payment of that charge as part of the judgment against the violator. All proceeds from judgments for unpaid fares or charges shall be directed to the appropriate Agency official.

(x) As used in this Section, the term “conviction” includes all pleas of guilty and findings of guilt.

(y) Stalled or disabled vehicles may be removed from the roadways of the Agency property by the Agency and parked or stored elsewhere at the risk and expense of the owner.

(z) Motor vehicles that are left unattended or abandoned on the property of the Agency for a period of over 72 hours may be removed as provided for in Article II of Chapter 4 of the Illinois Vehicle Code [625 ILCS 5/4-201 et seq.], except that the removal may be authorized by personnel designated by the Agency.

*RSMo Section 70.441; 45 ILCS 110/6 (Missouri and Illinois Statutes slightly different)*

**Section 10.020 Board Bylaws**

**BYLAWS  
of the  
BI-STATE DEVELOPMENT AGENCY  
of the  
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**ARTICLE I – DEFINITIONS**

A. Definitions. For all purposes of these By laws, unless the context clearly requires otherwise, the following terms shall have the following meanings:

1. Agency. The term “Agency” or “Bi-State Development Agency” shall refer to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, a governmental unit formed by an interstate compact between the States of Missouri and Illinois.

*RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II*

2. Board. The term “Board” or “Board of Commissioners” shall refer to the Board of Commissioners of the Agency, the governing body of the Agency under the Compact.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

3. Chair. The term “Chair” shall refer to the Chair of the Board of Commissioners elected pursuant to these, the Compact and the policies and procedures of the Agency.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

4. Commissioner. The term “Commissioner” shall refer to a member of the Board of Commissioners of the Agency.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

5. Compact. The term “Compact” shall refer to the interstate compact entered into between States of Missouri and Illinois pursuant to Section 70.370 of the Missouri Revised Statutes and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and approved by the Congress of the United States under Public Law 743, Chapter 829, approved August 31, 1950, pursuant to Article I, Section 10, Clause 3 of the United States Constitution.

6. District. The term “District” shall refer to the Missouri – Illinois Metropolitan District established under the Compact.

*RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II*

7. President & Chief Executive Officer (President & CEO). The term “President & CEO” shall refer to the President & CEO of the Agency.

## **ARTICLE II – BOARD OF COMMISSIONERS**

The Board of Commissioners of the Agency shall consist of those persons qualified and appointed pursuant to the provisions of the Compact.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

## **ARTICLE III – OFFICERS**

A. Election of Officers. At a regular or special meeting called for that purpose, the members of the Board shall, in June of each year, elect from among the members of the Board a Chair and a Vice-Chair, one of whom shall be a resident of Illinois and one a resident of Missouri; a Secretary and a Treasurer, one of whom shall be a resident of Illinois and one a resident of Missouri.

B. Term of Office and Succession. All officers shall hold office for a term of one year or until their successors are elected and qualified. No Commissioner shall be eligible to serve more than two successive terms in the same office. Upon the expiration of two successive full terms in the office of Chair, no Commissioner who has the state of residence of the Chair whose successive terms shall have expired shall be eligible for election as Chair.

C. Vacancies. Upon the vacancy of the office of Chair for any reason during a term of office, the Vice-Chair shall succeed to the office of Chair for the balance of the unexpired term, unless the Board determines to elect from among the members of the Board an officer to fill such vacancy. Upon the vacancy of any other office for any reason during the term of office, the members of the Board shall, at the next regular or at a special meeting called for that purpose, elect from among the members of the Board an officer or officers to fill any such vacancy in accordance with the provisions of these .

D. Duties of Officers.

1. Chair. The Chair shall preside at all meetings of the Board, shall have general supervision of the affairs of the Agency, and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Board to delegate any specific powers to any

other officer or officers of the Agency. The Chair shall execute all documents requiring the seal of the Agency.

2. Vice Chair. The Vice-Chair shall perform such duties as shall be assigned by the Board or by the Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair with the same force and effect as if performed by the Chair, and shall be subject to all restrictions imposed upon the Chair.
3. Secretary. The Secretary shall record or cause to be recorded all votes and the minutes of all proceedings of the Board in a minute book to be kept for that purpose. The Secretary shall keep or cause to be kept in safe custody the seal of the Agency and, when authorized by the Chair or Vice-Chair, shall affix the seal to any instrument requiring the seal and, when so ordered, provide an attestation thereof, shall give, or cause to be given, a notice as required of all meetings of the Board and shall perform such other duties as may be prescribed from time to time by the Board.
4. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of the Agency to be maintained for such purpose, shall deposit or cause to be deposited all moneys and other valuable effects of the Agency in the name and to the credit of the Agency in depositories designated by the Board or in accordance with its policies, and shall disburse or cause to be disbursed the funds of the Agency as may be ordered by the Board.
5. Other Officers. The Board may appoint such other officers and agents, as it shall deem expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

E. Delegation of Power. In case of absence of any officer of the Agency or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any other officer or to any Commissioner for the time being.

F. Removal. Any officer elected or appointed by the Board may be removed at any time with or without cause by the Board.

G. Compensation. The members of the Board shall receive no salary. However, nothing contained herein shall be construed to preclude any Commissioner or officer from receiving expenses, if any, while in the exercise of Agency duties or in the performance of business of the Agency.

*RSMo Section 70.410; 45 ILCS 105/4*

H. Bonds. The Board may require any and all of the officers or employees to give bond to the Agency with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

I. Area Representation. The Chair shall annually appoint with the advice and consent of the Board, at least one Commissioner to represent the City of St. Louis and each of the counties in the District. Commissioners will be appointed to only one such political subdivision. It is the representative's function to make this representation known to the chief executive officer and officials or appointees of that subdivision concerned with Agency matters so that each political area has access to the Board on matters that deserve Board attention.

J. Staff. The Board members will appoint the following positions that will report to the Board.

1. President & CEO. There shall be appointed a President & CEO of the Agency pursuant to the provisions of the Compact, these, Board Policy and other applicable law. The President & CEO shall be the chief executive officer of the Agency. The President & CEO shall have direct charge of, and be directly responsible to the Board of Commissioners for the operation of the Agency. The President & CEO shall, so far as his or her duties may permit, attend all meetings of the Board of Commissioners and of the Executive Committee. The President & CEO shall report as needed upon the progress, condition and needs of the Agency at each regular meeting of the Board of Commissioners, and recommend such measures as in his or her judgment will promote the Agency's interests. The President & CEO of the Agency shall be responsible to the Board of Commissioners for the various facilities of the Agency, procurement of staff; the establishment and maintenance of separate programs and services within the Agency; the relationships and coordination of activities; and the planning, development and carrying out of Agency projects. The President & CEO will provide staff assistance as necessary to assist any member of the Board in carrying out the responsibilities of the Board and of any Board office.
2. General Counsel (revised 6/27/08). The General Counsel shall be the chief legal officer of the Agency; shall be selected by the President & CEO, shall be selected in accordance with all applicable laws and regulations, and shall have such duties and responsibilities as may be designated by Board Policy or assigned by the President & CEO.

3. Deputy Secretary. There shall be appointed by the Board of Commissioners a Deputy Secretary of the Agency, who shall serve at the pleasure of the Board of Commissioners. The Deputy Secretary shall transcribe all of the proceedings of all meetings of the Board and its Committees; keep a journal of all proceedings of the Board in which journal the votes of ayes and nays of the Board shall be entered with any reasons for voting or objection to the action of the Board, if requested by any member of the Board; attest all contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board; keep and preserve in the manner prescribed by the Board all records, books, papers, and files belonging to the minutes of each meeting of the Board and prepare under the direction of the Board all reports, estimates, and etc., required by law and by the Board and generally do all things belonging to the office of Secretary of the Board that may be required by the Board. The records, books, papers, and files of the Agency maintained by the Deputy Secretary shall be available as provided by applicable law and Board Policy. The Board may appoint one or more Assistant Secretaries with the authority and duties of the Deputy Secretary in the absence or inability to act as the Deputy Secretary.
4. Internal Auditor. The Internal Auditor shall be appointed by the Board of Commissioners; and shall be the Chief Auditing Officer of the Agency, and serve at the pleasure of the Board of Commissioners.

K. Attendance. Members of the Board will make every effort to attend all board meetings, and meetings of committees to which members are assigned. If a Board member has three (3) absences from Board meetings in any fiscal year of the Agency, without such absences being excused by the Board at the request of the member, the Board may direct the Chair to petition the appropriate Governor to replace the Board member in question.

#### **ARTICLE IV – COMMITTEES OF THE BOARD** (revised 8/26/10, 11/18/11, and 11/18/16)

A. Executive Committee. There shall be an Executive Committee of the Board, which shall have the duties and powers enumerated herein and such other duties, and powers as may be prescribed by the Compact or other Board Policy. The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall perform the following general functions and such other matters as may be referred to the Executive Committee from time to time:

1. Assist the Chair in reviewing all major policy issues and public policies affecting the strategic direction of the Agency
2. Assist the Chair in ensuring that the Agency’s continuing direction is consistent with its stated mission and goals



3. Review management recommendations regarding human resource issues and collective bargaining agreements
4. Review and recommend action on matters requiring Commission approval

B. Other Committees (revised 8/26/10, 11/18/11, and 11/18/16). Unless otherwise provided by Board Policy, applicable law, or agreements providing the establishment of committees, the Board Chairman shall, subject to such conditions as may be prescribed by the Board, appoint Board Commissioners to serve as members of standing committees of the Board. All standing committee members shall be appointed for a term of two years beginning in June of alternate years, or until their successors are appointed. Unless otherwise provided by Board Policy, or applicable law or agreement, the Board Chairman shall designate one Commissioner to serve as the chairman of each committee.

In appointing both committee members and committee chairmen, the Board Chairman shall ensure that both Missouri and Illinois Commissioners are fairly represented. Each committee shall be composed of three or more Commissioners, and shall be supported by Agency staff members whose positions in the Agency are appropriate to the purposes and responsibilities of that committee. Should a Commissioner vacate a committee position for any reason during his/her appointed term, or should the Board create a new committee, the Board Chairman shall appoint another Commissioner or Commissioners to fill such vacancy, or new committee positions, as soon as practicable.

Standing committees shall include an Executive Committee, a Nominating Committee, an Audit, Finance & Administration Committee, a Planning Committee, and an Operations Committee. In addition, the Board may, by motion or resolution, appoint other standing or temporary committees as it deems necessary and assign them such duties and powers as may be required to fulfill their purpose.

#### **ARTICLE V – MEETINGS OF THE BOARD** (revised 8/26/10)

A. Regular Board Meetings (revised 8/26/10). The regular meetings of the Board shall be held according to a schedule proposed by the Board Chairman and approved by the Board. The time of the meetings shall be 9:00 A.M. unless stated otherwise in the meeting notice.

B. Committee Meetings (revised 8/26/10). Committees shall meet as determined by the committee chairman or by the Board for the conduct of its business. Committees may recommend matters for action to the full Board, but such a recommendation is not required for the Board to act on a matter. A quorum of committee members is not required for a committee to meet or to make recommendations to the Board. Two or more Board committees may meet jointly when it is expedient to mutually discuss and recommend action on a particular matter. Unless otherwise prohibited by Board Policy, or applicable law or agreement, any Board member may attend any committee meeting and may vote on matters presented for that committee's consideration regardless of whether he/she is a member of that committee.

Each committee will be assisted by Agency employees designated by the President/CEO for the purpose of providing staff support to that committee. Pursuant to the statutory requirements governing public meetings, each committee shall provide advance public notice of the date, time and place of its upcoming meeting, and shall keep minutes of all of its proceedings. Minutes are to include the date, time and place of the meeting, the members present and absent, matters discussed by the committee, and the votes attributed to each member of the committee who is eligible to vote. All minutes shall be kept in the offices of the Agency, and the proceedings of each committee meeting shall be reported to the full Board at the Board's next regularly-scheduled or special meeting.

C. Special Meetings. Special meetings of the Board or Committees of the Board may be called at any time by the Board Chair or by two Commissioners; to be held at the principal office of the Agency or at such other place as may be designated in the notice and call of the meeting.

D. Place. All meetings of the Board or a Committee of the Board shall be held in the principal office of the Agency or at such other place as shall be determined from time to time by the Board, and the place at which said meeting shall be held shall be stated in the notice and call of the meeting.

E. Notice.

1. When and How Notice is Given. Written or printed notice of each meeting of the Board or a Committee of the Board, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered or given not less than five days before the date of the meeting, either personally or by mail to all Board members. The notice shall be accompanied by any material which is to be considered in connection with any action proposed to be acted upon at the meeting; provided, however, that nothing contained herein shall preclude a Commissioner from requesting consideration of any matter at any meeting of the Board.
2. Notice May be Given in Writing. Whenever the provisions of these policies require notice to be given to any Commissioner, they shall not be construed to mean personal notice; such notices may be given in writing or by mailing by first class mail, postage prepaid, addressed to such Commissioner at the address of such Commissioner as the same appears in the books of the Agency, and the time when the same shall be mailed will be deemed to be the time of the giving of such notice.
3. Waiver of Notice. A waiver of any notice in writing signed by a Commissioner, whether before or after the time stated in the said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to any Commissioner.

F. Quorum for Board Meetings. A quorum at any regular or special meeting of the Board shall consist of three Commissioners from the State of Illinois and three Commissioners from the State of Missouri. If a quorum is not present at a properly called meeting, the meeting may be adjourned by those present from time to time until a quorum is present and a notice of such adjourned meeting shall be sent to all Commissioners which notice shall contain the time and place of such adjourned meeting.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

G. Telephone Participation. Any member or members of the Board or of any Committee designated by the Board or by the Chair may participate in a meeting of the Commissioners or any Committee of the Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and with the recording of that meeting becoming a part of the official Agency records. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the member or members so participating. Telephone participation by Commissioners shall only be permitted when in the judgment of the Chair, the Acting Chair, or the President & CEO such participation is necessary to the conduct of Agency business.

*RSMo Section 70.421; 45 ILCS 105/9*

H. Meeting Conduct.

1. Roberts Rules of Order. The Chair will conduct board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Authorized Speakers. Persons authorized to speak at the board meetings are the Commissioners and President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only upon an advance request (preferably in time for the public notice agenda) provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

## **ARTICLE VI – BOARD POLICIES**

A. Any action by the Board of Commissioners establishing policy, administrative, business, or otherwise, shall be known as “Board Policies”.

B. Board Policies may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.

C. All Policies falling within the definition of Board Policies as herein defined, and in existence upon the date of the adoption of these, shall be a part of the Board Policies.

D. Unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board.

E. The Secretary of the Board of Commissioners shall keep all such Policies on file in his or her office, and may publish such Policies from time to time.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

## **ARTICLE VII – FINANCIAL MATTERS**

A. Books and Accounts. The books, accounts, and records of the Agency, except as may otherwise be required by applicable law, may be kept at such place or places as the Board of Commissioners may from time to time designate. All books, accounts, records and documents of the Agency shall be open to inspection of the Commissioners at all times.

B. Funds. All monies coming into the possession of the Agency shall be deposited in the name of the Agency in such bank or banks or trust companies or credit unions or savings and loans or other depository institutions as the Board shall designate and shall be drawn out by check, or electronic funds transfer, by persons designated by resolution of the Board.

C. Audit. The books and accounts of the Agency shall be audited annually by a certified public accountant or firm of certified public accountants designated by the Board.

D. Fiscal Year. The fiscal year of the Agency shall date from July 1 of one year to June 30 of the next year unless otherwise provided by the Board.

*RSMo Section 70.370, Art. III; 45 ILCS 100/1, Art. III*

## **ARTICLE VIII – EMERGENCY ACTION/RESPONSE**

A. The Chair, or President & CEO, is authorized to undertake whatever action is deemed necessary or appropriate to respond to, to deal with, or to manage the Agency, in an “emergency.” Such action need not comply with any applicable requirement of Agency, policies and procedures, which shall be deemed to be waived during any emergency.

B. For purposes of this provision, an “emergency” shall be deemed to include:

1. the occurrence of a catastrophic event, such as war, nuclear incident, or other national or local calamity;
2. situations posing immediate threat to public health or safety;
3. situations posing immediate threat to Agency personnel or property; and
4. such extraordinary circumstances that failing to take action will be detrimental to the activities of the Agency.

C. As soon as practicable after the taking of any such action in an emergency, the Chair shall report such action to the Board and such action will be considered by the Board at its next regular meeting.

D. This provision is not intended to supersede or repeal any emergency provision included in any specific Agency bylaw, policy or procedure.

#### **ARTICLE IX – INDEMNIFICATION**

A. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency), by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

B. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by the Agency to procure a judgment in its favor by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonable incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or

suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a Commissioner, officer or employee of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in such paragraphs A and B, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit or proceeding.

D. Any indemnification under such paragraphs A and B hereinabove, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the Commissioner, officer or employee is proper in the circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Commissioner, officer or employee to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

F. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be a Commissioner, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

G. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph F, to any person who is or was a Commissioner, officer or employee; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

H. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency, by reason of the fact that such person is or was an independent contractor of the Agency), against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such

person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

I. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by of the Agency to procure a judgment in its favor by reason of the fact that such person is or was an independent contractor of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

J. To the extent that an independent contractor of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph H, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonable incurred by such person in connection with the action, suit or proceeding.

K. Any indemnification under paragraph H herein above, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the independent contractor is proper in the circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

L. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of an independent contractor to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

M. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such persons'

official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be an independent contractor and shall inure to the benefit of the heirs, executors and administrators of such person.

N. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph M, to any person who is or was an independent contractor; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

### **ARTICLE X – SEAL**

The seal of the Agency shall consist of two concentric circles, between which shall be the name of the Agency with the year established, and the State names of Missouri and Illinois and in the center shall be shown the area comprising the Bi-State Metropolitan Development District.

### **ARTICLE XI – AMENDMENTS**

Alterations, amendments, or repeals of these Bylaws may be made by a majority of the Commissioners from Illinois and a majority of the Commissioners from Missouri at any regular or special meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal.

### **CERTIFICATION**

I, \_\_\_\_\_, Secretary of the Board of Commissioners of the Bi-State Development Agency, do hereby certify that the above is a true and correct copy as adopted by the Board of Commissioners on a quorum present and voting in favor thereof.

\_\_\_\_\_  
Name  
Secretary

\_\_\_\_\_  
Date



## **Section 10.030            Controlling Law**

Bi-State Development Agency (the “Agency”) is an interstate compact entity created pursuant to Article I, Section 10, Clause 3 of the United States Constitution and the interstate compact entered into between the States of Missouri and Illinois pursuant to Section 70.370 of the Revised Statutes of Missouri and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and ratified by the Congress of the United States (the “Agency Compact”). As an interstate compact entity, the Agency is not governed by the provisions of state law but by the provisions of the Agency Compact.

## **Section 10.040            Standing Committees** (revised 5/22/09, 8/26/10; 3/25/11, 11/18/11 and 11/18/16)

A.     Executive Committee (revised 8/26/10) The Executive Committee shall be composed of the officers of the Board, and shall perform its functions pursuant to the provisions of the Board Bylaws.

B.     Committee Formation and Appointment of Members (revised 8/26/10)     The Committees of the Board shall consist of those established pursuant to the Board Bylaws, and the appointment of members to the committees is governed by the provisions of the Bylaws. In addition to the regular assigned committee staff, a committee may request that any officer or employee of the Agency, the Agency’s outside counsel, its independent auditors or actuaries, or other outside consultants attend a particular committee meeting or meetings for the purpose of providing information or advice.

C.     Standing Committees (Revised 8/26/10, 03/25/11, 11/18/11 and 11/18/16)

1.     NOMINATING COMMITTEE (Revised 11/18/16). The purpose of this Committee is to recommend a slate of officers to serve for the following year, which slate shall be presented to the Board for approval in June of each year. The Chairman of the Board shall appoint the members of the Nominating Committee, which shall be composed of two Missouri Commissioners and two Illinois Commissioners.

2.     AUDIT, FINANCE & ADMINISTRATION COMMITTEE (Revised 03/25/11, 11/18/11, and 11/18/16). The purpose of this Committee is to assist the Board in the oversight of the Agency’s financial management and operations, including the integrity of its financial statements, the appointment and performance of its internal and external auditors and its compliance with all legal and regulatory requirements. It shall have the authority, to the extent it deems necessary, to conduct investigations and to retain independent consultants in connection with its responsibilities. Additionally, the Committee has oversight of the development of the Agency’s capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency’s legislative, regulatory and public relations plans.

Specific responsibilities include, but are not limited to the following:

- To review the Agency's major financial risk exposures and the adequacy of the Agency's risk management assessment and control policies.
- To directly oversee the planning, staffing and work of any independent auditors retained to perform the annual financial audit of the Agency and issue an audit report, or to perform other audits, reviews or attests services.
- To appoint and directly oversee the work of the Director of Internal Audit and the Internal Audit Department staff, including reviewing all significant reports prepared by the internal auditing department, reviewing the internal audit plan for each upcoming year, and annually evaluating the performance of the Director of Internal Audit.

OTHER RELEVANT BOARD POLICY SECTIONS

SECTION 10.020 BOARD BY-LAWS

SECTION 30.010 ANNUAL AUDIT

SECTION 30.020 INTERNAL AUDIT

- To periodically review the Agency's financial status, its fiscal policies and procedures, its guidelines for issuing debt, and the investment of its cash reserves, and report any significant findings to the Board.
- To review the Agency's operating and capital budgets, its investment profile and performance, the Registration Statements filed with the SEC, and the Agency's business plan.
- To review and discuss the Agency's quarterly financial statements with Agency management and the Agency's internal auditor.
- To provide overall guidance with respect to the establishment, maintenance and administration of the Agency's pension, health and welfare benefits.
- Ensure that all pension and health plans are administered in accordance with statutory and regulatory requirements, and in a uniform and non-discriminatory manner.
- To review all proposed changes or amendments to the Agency's pension or health plans, and make recommendations to the Board regarding further Board actions that may be required.
- To ensure that each of the Agency's four Pension Plans is being funded in accord with actuarial recommendations, and that the investment of funds for each Plan is based on independent advice from qualified outside professionals and is within the parameters of the Plan's investment policy.
- To monitor legislative, regulatory and public relations issues facing the Agency and to advise and make recommendations regarding the Agency's plans in these areas.

- The committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

3. PLANNING COMMITTEE (revised 11/18/11 and 11/18/16). The purpose of this Committee is to assist the appropriate Agency staff with the implementation and periodic updating of the Agency's Long-Range Transit Plan, and to provide general advice on overall long-range and strategic planning for the Agency.

4. OPERATIONS COMMITTEE (revised 11/18/11 and 11/18/16). The purpose of this Committee is to oversee all aspects of the Agency's operations, including the operations of Metro Transit, the St. Louis Regional Freightway, Bi-State Development Research Institute, Tourism Innovation Division (Arch, Riverboats), St. Louis Downtown Airport, the Economic Development Division, and any other of the Agency's business enterprises, whether now existing or hereafter arising. It is to provide operational and program oversight of all current and proposed operations plans to ensure that such plans accord with the strategic direction set for the Agency by the Board. The Committee will:

- Regularly review guidelines for the execution of the transit service, including system performance, geographical coverage, levels of service, and consumer interfaces.
- Monitor system safety issues and system performance in conformance with regulatory requirements under programs such as Title VI and ADA.
- Review management's recommendations concerning development opportunities created by the Agency's expansions of service and investments in infrastructure, and review activities supporting the implementation of the Moving Transit Forward Plan including regular updates of same.
- Review management's recommendations on the Agency's goal of increasing community awareness of and support for public transit; and to identify and foster partnerships with regional civic and business entities in order to enhance economic development. Economic development should be focused on the Agency fostering a regional foundation for private investment and job creation, and approaching such with an emphasis on the Agency's return on project investment.
- Make regular reports of its findings and/or recommendations to the full Board of Commissioners.
- The Committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

**Section 10.050**      **Ad Hoc Committees** (Revised 11/18/16)

A.    Membership. The Chair will appoint membership of Ad Hoc Committees and they will contain the appropriate number and mix of Commissioners to accomplish the tasks of the committee. Ad Hoc Committees can be a committee of the whole.

B.    Purpose. Ad Hoc Committees shall consider such issues as appropriate for that particular committee. Examples of Ad Hoc committees include, but are not limited to; Executive Search Committee, General Counsel Selection Committee, and Interim Management Committee.

**Section 10.060**      **Board and Committee Meetings** (revised 09/23/16 and 06/17/20)

A.    Compact and Bylaws to Control. The conduct of regular and special meetings of the Board of Commissioners and Committees thereof established pursuant to this Chapter 10 of the Collected Board Policies, including the provision of notice, place where such meetings are held, and applicable attendance and quorum requirements shall be done pursuant to and in accordance with the Board Bylaws and the Compact. The provisions of this section shall supplement such matters.

B.    Agendas. The President & CEO shall prepare the agenda for Board and Committee meetings in accordance with the provisions of the Compact and Board Policy. He or she shall place such matters upon the agenda as may be requested by the Chair of the Board and such Committee or any Board Commissioner. Requests by a Committee or a Commissioner for the preparation of a report, policy or report for a Board Agenda, which in the opinion of the President & CEO will require the expenditure of significant staff time or funds, may not be acted upon by the President & CEO until approved by the Board.

C.    Consent Agenda Procedure. The President & CEO may, at his discretion, place any item of business on the consent agenda, provided the item of business does not involve any advertised public hearing, does not require a super majority vote, and as to which no request has been made by a Commissioner to discuss the matter. The consent agenda shall be prepared by the President & CEO. An item of business placed on the consent agenda may be removed from such agenda at any time prior to the finalization of the consent agenda as set forth herein. An item of business shall be automatically removed from the consent agenda if a request is made by a Commissioner that they wish to speak or have discussion on the matter. An item included on the consent agenda shall not be debated or discussed by a Commissioner unless the Commissioner has requested an opportunity to speak on the matter prior to the finalization of the consent agenda. Items of business contained on the consent agenda shall be voted upon by the Board considering the consent agenda in its entirety and shall not be taken up for consideration as separate matters, except that nothing contained herein shall be construed to prohibit a Commissioner from voting individually on each separate item shown on the consent agenda.

A vote by a Commissioner for adoption of the consent agenda shall mean that the Commissioner has requested that his or her vote be recorded as an "aye" vote for each separate item on the consent agenda and shall be recorded as such. A vote against adoption of the consent agenda shall be recorded as a "nay" vote on each item placed on the consent agenda and shall be recorded as such. Provided, however, a Commissioner, when casting an "aye" or "nay" vote, may specifically exclude from such vote for approval or disapproval of the consent agenda specific items on the agenda, and in such event the minutes shall record the exceptions accordingly. Consent agendas following this procedure may also be used for closed (executive) session agendas.

D. Order of Business.

1. Call to Order
2. Roll Call
3. Public Comment (requested pursuant to Board Policy)
4. Approval of Minutes
5. Report of Treasurer
6. Report of Chair
7. Report of President & CEO
8. Committee Reports
9. Approval and Adjustment of Agenda - Commissioners to indicate matters for deletion from Consent Agenda on which discussion is requested
10. Consent Agenda Items – which shall include all items recommended for Board action by a Board Committee except matters requiring a public hearing, matters which discussion is requested by a Commissioner, matters requiring a super majority vote, or matters on which a presentation is deemed desirable by the President & CEO
11. Committee Action Items
12. Unscheduled Business 13. Call of the Dates for Future Board and Committee Meetings
14. Adjournment

E. Conduct of Meetings; Rules of Order.

1. Rules of Order. The Chair will conduct Board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Conduct of Meetings. Persons authorized to speak at the Board meetings are the Commissioners and the President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only pursuant to the Agency's public comment policy as set forth herein, provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

F. Public Comment (revised 06/17/20).

1. Meetings of the Board and Committees shall provide for public comment in the following instances:
  - a. In connection with matters related to capital grant applications, fare increases and service changes, and changes to the paratransit plan as required by provision of applicable law
  - b. On motion adopted by the Board permitting public comment on a specified topic or topics
  - c. At the written request of a member of the public specifying the topic or topics to be addressed during such public comment and provided to the Agency before the start of the Board or Committee meeting at which such public comment is requested. No public comment shall be allowed addressing any pending bid protest, litigation, or legal matter to which the Agency, its Commissioners, officers, directors, employees, or agents are a party.
2. All public comments shall be made pursuant to the following rules:
  - a. All individuals shall state their name, address and topic for comment.
  - b. All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair.
  - c. All remarks shall be directed to the Board as a collective body and not to any individual member thereof.
  - d. Use of threatening, obscene, profane, disruptive, or abusive language is prohibited.
  - e. An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair.

- f. Public comment by an individual shall be limited to three minutes unless permission to continue is given by motion adopted by the Board.

**Section 10.070 Public Meetings** (revised 09/26/08, 09/23/16 and 06/28/19)

A. Policy. As an interstate compact agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing public meetings of the Agency.

B. Meetings, Notices and Emergencies.

1. Regular Meetings. The Agency shall give public notice of the schedule of regular meetings of the Board of Commissioners (the “Board”) at the beginning of each calendar year, stating the dates, times and places of such regular meetings. When it is necessary to reschedule a regular meeting, at least 10 days’ notice of such change, whenever possible, shall be given by publication on the Agency’s website.
2. Special Meetings; Emergencies. The Agency shall give public notice of any special meeting of the Board or its Committees at least 48 hours before such meeting, except a meeting held in the event of a bona fide emergency or a reconvened meeting where the original meeting was open to the public and (a) it is to be reconvened within 24 hours, and (b) an announcement of the time and place of the reconvened meeting was made at the original meeting. Public notice shall be given by posting a copy of the notice at the Agency’s Headquarters, 211 North Broadway, Suite 650, St. Louis, Missouri 63102. When it is necessary to hold a meeting on less than 48 hour notice, the nature of the good cause justifying the departure from the normal notice requirements shall be stated in the minutes.
3. Notice to News Media and Others. The Agency shall also supply copies of the schedule of regular meetings and notice of any special, emergency, rescheduled or reconvened meeting of the Board or its Committees to any news medium or member of the public that has filed an annual request for such notice with the Agency. Such annual request shall be filed with the Agency and shall include an email address or telephone number within the territorial jurisdiction of the Agency at which such notice may be given.
4. Posting of Meeting Agenda. The tentative agenda of each regular meeting of the Board or its Committees and that of any special, rescheduled, or

reconvened meeting shall be posted on the Agency's website at least 48 hours in advance of the holding of the meeting.

5. Notice of Closed Meetings or Vote. (Revised 09/26/08, 09/23/16, and 06/28/19) Notice of any closed meeting, or portion thereof, shall be provided by giving notice of the time, date and place of such meeting in the manner prescribed by this section. Such notice shall also state the reason for holding such closed meeting. The Agency may close its meetings, or parts thereof, for any of the circumstances listed for closing records in the Agency's Public Records Policy (Section 10.080). The reasons for the closed meeting or closed (executive) session will be provided for each agenda item and any motion to go into closed (executive) session will state the reason for holding such closed (executive) session.
6. Closed Meeting and Closed (Executive) Session Voting. No final action vote shall be taken in a closed meeting or closed (executive) session. For closed meeting and closed (executive) session matters requiring final action a roll call vote shall be taken in open session.

C. Accessibility. Each meeting shall be held at a place accessible to the public and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. When it is necessary to hold a meeting at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying the departure from the normal requirements shall be stated in the minutes.

D. Disruption of Meetings. No person shall be allowed to conduct themselves during the proceedings of open meetings of the Board or its Committees in any manner, which disrupts the meetings. Public meetings of the Agency may be videotaped at the discretion of the Chair as long as such activity does not become disruptive. The Chair may order the removal of any disruptive person from the meeting.

E. Minutes. (Revised 09/26/08, 09/23/16 and 06/28/19) The Agency shall keep written minutes of all meetings of its Board and its Committees, which minutes shall include the following:

1. the date, time and place of the meeting;
2. the members of the Board recorded as either present or absent;
3. a roll call vote during open session on the vote to go into closed (executive) session;
4. a roll call vote taken during closed (executive) session to resume open session;



5. a roll call vote taken in open session of all matters proposed for final action during closed (executive) session; and
7. a general description of all matters proposed, discussed or decided, and a record of any votes taken.

The minutes of meetings open to the public shall be available for public inspection at the Agency's Headquarters within seven days of the approval of such minutes by the Board. The Board shall meet to review the minutes of closed Board and Committee meetings or closed (executive) sessions periodically in its discretion, but no less than twice a year. At such meetings the Board will determine if it is no longer necessary to protect the public interest or the privacy of an individual by keeping the minutes confidential. If such meeting is not held by the Board as provided by this section, the General Counsel will determine if it is no longer necessary to protect the public interest or privacy of an individual by keeping the closed minutes, or a portion thereof, confidential.

F. Recordings. The Agency shall record all meetings of its Board and its Committees in the form of an audio or video recording. Recordings of open meetings shall be an open record of the Agency. Recordings of closed meetings and closed (executive) sessions shall be a closed record not open to the public and are not required to be reviewed. The closed session recordings shall be destroyed after 18 months, provided the Board has approved the minutes of the closed meeting.

#### **Section 10.080      Public Records (revised 09/23/16)**

A. Policy. As an interstate agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing the public records of the Agency.

B. Definition "Public Record", any record, whether written or electronically stored, retained by the Agency, including any report, survey, memorandum, or other document or study prepared for the Agency by a consultant or other professional service paid for in whole or in part by public funds, including records created or maintained by private contractors under an agreement with the Agency or on behalf of the Agency. The term "public record" does not include 1) any internal memorandum or letter received or prepared by or on behalf of the Agency consisting of advice, opinions and recommendations in connection with the deliberative decision-making process of the Agency or any preliminary drafts, notes, recommendations, memoranda and other recordings in which opinions are expressed, or policies or actions are formulated, unless such records are presented at a public meeting; 2) off-line communications with the public on social media including but not limited to responses, messages, phone records, and emails; or 3) communications and other documents of independent business enterprises established by the Agency, such as the Research Institute, unless such documents are presented to the governing body of the enterprise or the Agency.

C. Custodian. (Revised 6/27/08 and 09/23/16) The Agency hereby appoints the General Counsel as Custodian of the Agency's official records. The office of the General Counsel is located at the Agency's Headquarters, 211 North Broadway, Suite 700, St. Louis, Missouri 63102.

D. Closed Records. Circumstances under which Agency records are closed include, but are not limited to the following:

- (1) **Legal:** Actual or potential legal actions, causes of action or litigation involving the Agency, including but not limited to any confidential or privileged communications between the Agency or its representatives and its attorneys. Any minutes, vote or settlement agreement relating to legal actions, causes of action or litigation involving the Agency or any agent or entity representing its interest or acting on its behalf or with its authority, including any insurance company, shall be made public upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court. Legal work product shall be considered a closed record;
- (2) **Real Estate:** Leasing, purchase or sale of real estate by the Agency where public knowledge of the transaction might adversely affect the legal consideration therefor. However, any minutes, vote or public record approving a contract relating to the leasing, purchase or sale of real estate by the Agency shall be made public upon closing of the lease, purchase or sale of the real estate. Despite the provisions herein, any lease at the St. Louis Downtown Airport wherein the Agency is lessor shall be a closed record, except any rental and fees paid to the Agency thereunder shall be public;
- (3) **Personnel:** Hiring, firing, disciplining or promoting of particular employees by the Agency when personal information about the employee is discussed or recorded. However, any vote on a final decision, when taken by the Agency, to hire, fire, promote or discipline an employee shall be made available with a record of how each member voted to the public within seventy-two hours; provided however, that any employee so affected shall be entitled to prompt notice of such decision during the seventy-two-hour period before such decision is made available to the public. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment, including but not limited to records reflecting any health, disability, drug and alcohol matters, and discrimination issues, except that this exemption shall not apply to the names, positions, salaries and lengths of service of officers and employees of the Agency once they are employed as such;

- (4) Health Proceedings: Non-Judicial mental or physical health proceedings involving identifiable persons, including medical, psychiatric, psychological, or alcoholism or drug dependency diagnosis or treatment;
- (5) Employee Negotiations: Records relating to collective negotiating or bargaining matters between the Agency or its representatives and its employees or representatives, including but not limited to any discussions, work product, offers or positions, except that any final contract or agreement shall be open;
- (6) Data Processing: Administrative or technical information associated with automated data processing operations, including but not limited to software, operating protocols, computer program abstracts, file layouts, source listings, object modules, load modules, user guides, documentation pertaining to all logical and physical design of computerized systems, employee manuals, and any other information that, if disclosed, would jeopardize the security of the system or its data or the security of materials exempt under this Policy;
- (7) Purchasing and Contracts: Proposals and bids and related documents for any contract, grant, or agreement, including information which if it were disclosed would frustrate procurement or give an advantage to any person proposing to enter into a contractor agreement with the Agency, and any documents related to a negotiated contract, until an award or final selection is made or a contract is executed. Information prepared by or for the Agency in preparation of a bid solicitation, including but not limited to specifications for competitive bidding, shall be exempt until an award or final selection is made;
- (8) Proprietary Interest: Records relating to scientific and technological innovations in which the owner has a proprietary interest. Trade secrets and commercial or financial information obtained from a person or business where the trade secrets or commercial or financial information are furnished under a claim that they are proprietary, privileged or confidential, and that disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business, and only insofar as the claim directly applies to the records requested;
- (9) Hotlines: Records relating to hotlines established for the reporting of abuse and wrongdoing, including the Agency's Compliance Program under Chapter 100 of Agency Policy, and any investigations and reports relating to such records;
- (10) Auditors: Confidential or privileged communications between the Agency and its auditors, including all auditor work product and materials prepared or compiled with respect to internal or external audits of the Agency;
- (11) Security: Vulnerability assessments; security measures (including security force measures, reports, policies and videos for Agency facilities, rail and bus); safety investigations and reports; operational guidelines; and response policies or plans

that are designed to identify, prevent, or respond to potential incidents or attacks upon Agency patrons or systems, facilities, or installations, the destruction or contamination of which has the potential to endanger individual or public safety or health, but only to the extent that disclosure could reasonably be expected to jeopardize the effectiveness of the measures or the safety of the personnel who implement them or the public. Architects' plans, engineers' technical submissions, existing or proposed security systems, structural plans, and other construction related technical documents for Agency projects, but only to the extent that disclosure would compromise security or safety. The portion of a record that identifies security systems or access codes or authorization codes for security systems of Agency real property;

- (12) Computers: Records that identify the configuration of components or the operation of a computer, computer system, computer network, or telecommunications network, and would allow unauthorized access to or unlawful disruption of a computer, computer system, computer network, or telecommunications network of the Agency. This exception shall not be used to limit or deny access to otherwise public records in a file, document, data file or database containing public records. Records related to the procurement of or expenditures relating to such computer, computer system, computer network, or telecommunications network, including the amount of moneys paid by, or on behalf of, the Agency for such computer, computer system, computer network, or telecommunications network shall be open;
- (13) Personal Access Codes: Credit card numbers, personal identification numbers, digital certificates, physical and virtual keys, access codes or authorization codes that are used to protect the security of electronic transactions between the Agency and a person or entity doing business with the Agency;
- (14) Personal Information: Personal information contained within public records, the disclosure of which would constitute a clearly unwarranted invasion of personal privacy, unless the disclosure is consented to in writing by the individual subjects of the information. "Unwarranted invasion of personal privacy" means the disclosure of information that is highly personal or objectionable to a reasonable person and in which the subject's right to privacy outweighs any legitimate public interest in obtaining the information. This shall include any personnel information exempt from disclosure under subsection (3), except that the disclosure of information that bears on the public duties of public employees and officials shall not be considered an invasion of personal privacy. Any personal information relating to Agency patrons, including but not limited to, medical information, shall be excluded pursuant to this section;
- (15) Insurance Information: Any and all proprietary information and records related to the operation of an intergovernmental risk management association or self-insurance pool or jointly self-administered health and accident cooperative or

pool. Insurance or self-insurance (including any intergovernmental risk management association or self-insurance pool) claims (including but not limited to liability, workers' compensation, and equal employment), loss or risk management information, records, data, advice or communications;

- (16) Rail, Bus or Facilities Safety and Accidents: Any and all documents related to rail, bus or facilities safety and accidents, including security camera videos or footage, security, portions of system safety program plans, investigation reports, surveys, schedules, lists, data, or information compiled, collected, or prepared by the Agency in connection with internal or external investigations;
- (17) Protected by Law: Records and information which are protected from disclosure by law, including federal or state laws or rules or regulations.

In addition, although the Missouri Sunshine Law (Mo. Rev. Stat. § 610.010, et seq.) and Illinois Freedom of Information Act (5 Ill. Comp. Stat. § 140/1, et seq.) are not applicable to the Agency as an interstate compact agency, as a matter of policy, in addition the specific exemptions listed above, the Agency reserves the right to close any record of the Agency which would be permitted to be closed under any exemption in these Missouri or Illinois laws, as amended, if those laws were applicable to the Agency.

Notwithstanding anything else provided herein, the Agency also reserves the right to close any record at its discretion if the Agency deems such closure to be in the Agency's best interests.

E. Requests for Records. (Revised 6/27/08 and 09/23/16) Requests for Agency records must be in writing to the Custodian of Records, the General Counsel. The General Counsel will reply to a written request for Agency records within three business days of its receipt, except in the case of an emergency or for other reasonable cause, either arranging or determining access to the Agency records or denying the request.

F. Interpretation and Appeal. The determination of whether or not a particular record is exempt from disclosure is in the discretion of the Custodian of Records. Any person wishing to appeal such determination may, within 10 business days of the Custodian's determination, file an appeal with the President & CEO of the Agency, who shall respond to the appeal within 10 business days. The determination of the President & CEO shall be final.

G. Fees. (Revised 6/27/08 and 09/23/16) The Agency may charge fees not to exceed the actual cost of producing the requested records, including document search, review assembly and duplication of the requested records. The fees, including reasonable costs to be charged for the search, review, assembly and furnishing copies of the records shall be paid prior to production or reproduction of records requested. A non-refundable fee of \$25.00 shall be paid for each record request at the time of the request but such fee will be applied to the cost of production for any documents produced. The Custodian may choose to furnish documents without charge or at a

reduced charge when the Custodian determines that a waiver or reduction of the fee is in the public interest because it is likely to contribute significantly to public understanding of the operations or activities of the Agency and it is not primarily in the commercial interest of the requestor.

### **Section 10.090 Information Requests**

A. Policy. In order to facilitate the flow of information to Commissioners for use in performance of their duties, it is the policy of the Agency that Commissioners have access to information used by Agency staff in the performance of their jobs. Commissioners may request the information during Committee or Board meetings or through the President & CEO or Deputy Secretary to the Board.

B. Responses. Responses to Commissioners' requests for information on topics, which fall within the subject matter of a public meeting, will be provided to all Commissioners in regular informational mailings sent by the Deputy Secretary to the Board.

### **Section 10.100 Travel Expense Policy and Reimbursement Procedure**

A. Policy. It is the policy of the Agency to authorize, fund and reimburse Commissioners, employees and independent contractors of the Agency for reasonable travel expenses incurred in the conduct of Agency business. "Agency Personnel" in this section, shall mean, unless otherwise noted, the members of the Board of Commissioners, employees, and persons doing business with the Agency or acting on behalf of the of the Agency pursuant to contract. Agency personnel are expected to exercise the same care in incurring expenses as a prudent person would exercise if traveling on personal business. Reimbursable travel expenses are limited to those expenses authorized and essential to the transaction of Agency business. These policies, and regulations promulgated by the President & CEO, shall govern the reimbursement of travel expenses.

B. The Board of Commissioners, as part of its annual budget shall approve a travel and expense budget for the Board. The President & CEO, as a part of the annual budgetary process, shall establish expense reimbursement procedures for the Board.

C. Pre-approval. All requests by Agency personnel for business travel shall be initiated by submitting completed forms requesting authorization for incurring travel expenses in the conduct of Agency business; Commissioners shall submit completed forms requesting authorization to the President & CEO.

D. Advance Funding. Cash advances are discouraged, but are available if approved in accordance with Agency procedures.

E. Travel Arrangements. Agency business travel may be accomplished by the method that most economically and advantageously serves the requirements of the Agency.

Modes of travel may include airplane, train, bus, public mass transportation, private or Agency-owned automobile, rented car or taxi. Airline travel shall be coach, economy or business class in order to obtain the airfare providing the lowest convenient rate. Ground transportation shall be inexpensive and functional. The Board Chair or President & CEO may approve unusual travel arrangements.

F. Accommodations. The lowest available or governmental rate shall be sought in all instances.

G. Meal Charges. Agency personnel may elect during the period of Agency business travel, on a daily basis if desired, to seek reimbursement for meals by submitting receipts, or by accepting the per diem allowance for meals.

H. Entertainment and Meetings. Agency Personnel shall identify entertainment and meeting expenses related to non-Agency personnel on the request for travel authorization when such expenses can be reasonably foreseen. Expenses for spontaneous business meetings while traveling may be submitted for reimbursement, and shall include an explanation of the meeting. Reimbursement for the purchase of alcoholic beverages will not be made except in extraordinary situations.

I. Traveling with Spouse. Agency personnel may travel with spouses on business related travel. Travel expenses for spouses shall not be reimbursed by the Agency.

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 20. Organization**

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**Section 20.010      President and CEO (revised 9/26/03)**

A.     The Agency’s chief executive officer shall be the President & CEO who shall be selected by, and report directly to, the Board of Commissioners. The Executive Committee of the Board shall annually review the performance of the President & CEO and establish the salary of the President & CEO, which shall be approved by the Board of Commissioners. The President & CEO shall serve at the pleasure of the Board. The President & CEO shall:

1.     Have direct charge of, and be directly responsible to the Board of Commissioners for, the operation of the Agency. The President & CEO shall have the general power to act for and on behalf of the Board of Commissioners, subject only to the By-laws, Board Policies and specific instructions o the Board of Commissioners.
  
2.     Report as needed upon the progress, condition and needs of the Agency at each regular meeting of the Board of Commissioners, and recommend such measures as in the President & CEO’s judgment will promote the Agency’s interests.
  
3.     Be responsible to the Board of Commissioners for the various facilities of the Agency, procurement of staff; the establishment and maintenance of separate programs and services within the Agency; the relationships and



coordination of activities; and the planning, development and carrying out of Agency projects.

4. Provide staff assistance as necessary to assist any member of the Board in carrying out the responsibilities of the Board and of any Board office.
5. Be and is authorized to make and establish changes in the business procedures of the Agency, not inconsistent with the general policies established by the Board.

B. The authority granted under the Board Policies shall be severable and cumulative, and the revocation or amendment of any specific delegation shall not affect the authority otherwise granted unless so provided by the action of the Board.

C. The President & CEO may delegate, in whole or in part, the authority granted under the By-laws or Board Policies to such other officers and employees of the Agency as he or she may designate either by general or specific delegation, with the right to revoke such delegation at any time.

#### **Section 20.020            General Organization**

A. The President & CEO shall establish a system of internal, administrative organization of the Agency. The general organization of the Agency shall provide for the administration and performance of the following functions:

1. Operations
2. Engineering and Construction
3. Business Enterprises
4. Economic Development
5. Government Affairs
6. Communications
7. Procurement
8. DBE
9. EEO
10. Legal
11. Contracting and Program Development
12. Planning and System Development
13. Human Resources
14. Finance
15. Management Planning and Budgeting
16. Administration and Information Services

## **Section 20.030            General Counsel and Deputy Secretary of the Agency**

A.    Agency General Counsel (revised 6/27/08) The individual or law firm serving as General Counsel shall be selected by and shall report to the President & CEO. If the General Counsel is an individual, the President & CEO shall annually review the performance of the General Counsel and establish the salary of the General Counsel, which shall be included in the budget of the Agency approved by the Board of Commissioners. The General Counsel shall be the Agency's attorney and counselor at law and shall:

1. Have charge of and conduct all of the civil law business of the Agency, its departments, divisions, offices, officers, boards and commissions.
2. Institute, in the name of and on behalf of the Agency, all civil suits and other proceedings, at law or in equity necessary to protect the rights and interests of the Agency and enforce any and all rights, interests or claims against any and all persons, firms or corporations in whatever court or jurisdiction such action may be necessary and may also appear and interplead, answer or defend, in any proceeding or tribunal in which the Agency's interests are involved.
3. Prepare, or approve as to form, all leases, deeds, contracts, bonds, rules, regulations, resolutions, drafts of legislation and other instruments prior to the execution by the Agency.
4. Attend meetings of the Board of Commissioners and Committees of the Agency.
5. Upon request, furnish legal advice and opinions to the Board of Commissioners, the President & CEO, Department Heads, Agency officials, and to Agency committees, respecting Agency business.
6. Keep advised of civil and litigation matters of the Agency handled by special legal counsel.

B.    Agency Special Counsel. The Board of Commissioners may retain law firms or attorneys to represent the Agency, from time to time, as Special Counsel in specialty legal areas. The utilization of such Special Counsel to assist the Agency on particular matters shall be under the direction of the General Counsel. The General Counsel shall establish procedures to coordinate the delivery of legal services of Special Counsel and to assure that the Agency's President & CEO is informed with respect to Agency legal matters handled by Special Counsel such that the legal rights and interests of the Agency are protected.

C. Deputy Secretary of the Agency (rev. 9/26/03). The General Counsel shall also serve as Deputy Secretary of the Agency. The Deputy Secretary of the Agency shall:

1. Transcribe all of the proceedings of all meetings of the Board and its Committees and keep a journal of all proceedings of the Board.
2. Attest all contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board.
3. The Deputy Secretary of the Agency shall maintain the Agency By-laws, Collected Policies, and all official records of the Agency.
4. The Deputy Secretary shall receive all communications sent to the Board and shall present all communications received to the Board.

**Section 20.040 Chief Audit Executive** (revised 06/28/19)

A. The Chief Audit Executive shall be selected by, and report directly to, the Board of Commissioners. The Executive Committee of the Board shall annually review the performance of the Chief Audit Executive and establish the salary of the Chief Audit Executive, which shall be included in the budget of the Agency approved by the Board of Commissioners. The Chief Audit Executive shall serve at the pleasure of the Board and shall be the Chief Audit Executive of the Agency.

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 30 Audit, Finance and Budget**

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**Section 30.005 Audit Committee Charter** (added 03/25/11, rev. 09/23/11, rev. 06/24/22, and rev. 09/22/23)

A. GENERAL (revised 09/23/11). The purpose of the Audit Charter is to assist the Board of Commissioners, through its Audit Committee, in fulfilling its fiduciary oversight responsibilities as follows:

- (1) Audit Committee management and Reporting Responsibilities
- (2) External Audit of the Financial Statements
- (3) Internal Audit Process
- (4) System of Risk Management
- (5) Processes for Monitoring Compliance with Laws and Regulations and the Ethics Policy, Code of Conduct and Fraud Policy
- (6) Special Investigations and Whistleblower Mechanism

Source: Information to develop this Charter is from *The AICPA Audit Committee TOOLKIT: Government Organizations*

B. AUTHORITY. The Audit Committee (“committee”) has the authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to perform the following functions, which are numbered according to the purposes listed above.

1. Audit Committee Management and Reporting Responsibilities (rev. 06/24/22)

- Each member of the Committee should be appointed by the Chairman of The Bi-State Development Agency (“Bi-State”) Board of Commissioners.
- At least one member of the Committee should have financial experience.
- The Committee should review this Charter annually, reassess the adequacy of the Charter, and recommend any proposed changes to the Board of Commissioners. It should consider changes that are necessary as a result of new laws, regulations, or accounting and auditing standards, including best auditing practices.
- The Committee should meet at least four times per year, and at additional times when necessary. These meetings may be combined with regularly scheduled meetings, or may be held more frequently as circumstances may require. The Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary.
- Conduct executive sessions with the independent auditors, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Audit Executive (CAE), General Counsel, outside counsel, and anyone else as desired by the Committee.
- The Committee shall be authorized to hire professional consultants as necessary.
- Review and concur on the appointment, replacement, reassignment, or dismissal of the Chief Audit Executive.
- Oversee the appointment of the independent auditors to be engaged for external reporting, and establish the related audit fees.
- If the audit organization provides any non-audit services, determine that the audit organization has considered and documented its consideration of how providing these non-audit services does not violate the requirements that the audit organization (a) not provide services that involve performing management functions or making management decisions, and (b) not audit their own work, as stipulated by best auditing practices.
- Review and evaluate the performance of the independent auditors.
- Review with the independent auditor, the Chief Financial Officer, and the Chief Audit Executive, the audit scope and plan of the internal auditors and the independent auditors. Address the coordination of audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
- The Committee should evaluate the independent auditors and internal auditors.
- The Committee should review its effectiveness.
- Create an agenda for the ensuing year, or review and approve the agenda submitted by the Chief Audit Executive.

2. External Audit of the Financial Statements (rev. 06/24/22)

- Review with management and the independent auditor the effect of any regulatory and accounting initiatives, such as related organizations financing structures, derivatives, or securities lending.
- Review with the independent auditor that performs the financial statement audit:
  - a. All critical accounting policies and practices used by Bi-State.
  - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with Bi-State’s management, the ramifications of each alternative, and the preferred treatment.
- Review all significant written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
- Review with management and the independent auditors:
  - a. The Bi-State Development Agency’s annual financial statements, related footnotes, and management’s discussion and analysis;
  - b. The independent auditor’s audit of the financial statements and their report thereon;
  - c. The independent auditors’ judgments about the quality, not just the acceptability, of Bi-State’s accounting principles as applied in its financial reporting;
  - d. The independent auditors’ single audit of the federal awards administered by Bi-State and their reports thereon;
  - e. The independent auditors’ examination of the effectiveness of any hedging activities;
  - f. Any significant changes required in the independent auditors’ audit plan;
  - g. Any serious difficulties or disputes with management encountered during the audit. Matters required to be discussed by Statement on Auditing Standards (SAS) No. 61, *Communication With Audit Committees* (AICPA, *Professional Standards*, vol. 1, AU Sec. 380), as amended; U.S. Government Accountability Office’s *Government Auditing Standards*; and the U.S. Office of Management and Budget’s Circular A-133 related to the conduct of the audits.
- Review with the General Counsel and the Chief Audit Executive legal and regulatory matters that, in the opinion of management, may have a material impact on the financial statements and compliance with federal, state, and local laws and regulations.

3. Internal Audit Process (rev. 06/24/22 and 09/22/23)

- Review with management the policies and procedures with respect to Bi-State management’s use of expense accounts, public monies, and public property,

including for example, their use of Bi-State's vehicles. Consider the results of any review of these areas by the Internal Auditor or the independent auditors.

- Consider, with management, the rationale for employing audit firms other than the principal independent auditors for services that Bi-State or the independent auditor determines would not be appropriate for the principal independent auditor to perform.
- Review with management and the Chief Audit Executive:
  - a. Significant findings on internal audits during the year and management's responses thereto.
  - b. Any difficulties the internal audit team encountered in the course of their audits, including any restrictions on the scope of their work on access to required information.
  - c. Any changes required in the scope of their internal audits.
  - d. The Internal Audit Department budget and staffing.
  - e. The Internal Audit Department charter.
  - f. The Internal Audit Department's compliance with mandatory guidance from The Institute of Internal Auditors' (IIA's) Standards for the Professional Practice of Internal Auditing (Standards).

#### 4. System of Risk Management (rev. 06/24/22)

Inquire of management, the Internal Audit Department, and the independent auditors about significant risks or exposures facing Bi-State; assess the steps management has taken or proposes to take to minimize such risks to Bi-State; and periodically review compliance with such steps.

Inquire of the Chief Executive Officer and Chief Financial Officer regarding the fiscal health of Bi-State, as well as the financial status of Bi-State in relation to its adopted budget.

Review with the independent auditors and Chief Audit Executive:

- a. The adequacy of Bi-State's internal controls including computerized information system controls and security;
- b. Any related significant findings and recommendations of the independent auditors and internal auditors together with management's responses thereto.

#### 5. Organization's Processes for Monitoring Compliance with Laws and Regulations and the Ethics Policy, Code of Conduct and Fraud Policy (rev. 06/24/2022)

- a. Periodically review Bi-State's code of conduct to ensure that it is adequate and up to date.

- b. Review with the Chief Audit Executive and General Counsel the results of their review of compliance monitoring with the code of conduct.

### **Section 30.010 Annual Audit**

A. Policy (revised 5/22/09 and 6/24/22). It is the policy of the Agency to submit its books and records to annual audit by a nationally recognized CPA firm. The firm selected shall have broad experience in auditing large local government and/or agencies in compliance with relevant federal rules and regulations such as the Single Audit Act and examining any hedging activities. The firm, and any principals of the firm, shall have no direct or indirect personal or financial interest in the fiscal affairs of the Agency, or of any officer of the Agency. The Agency shall not engage any firm, or any lead or concurring audit partner connected with that firm's provision of audit services to the Agency, for a contract term in excess of five (5) consecutive years.

B. Reporting. This firm reports its findings and conclusions to the entire Commission each year and may meet with the Audit Committee at any time during the year. Upon receipt of the final management letter, the President & Chief Executive Officer will promptly forward a response to the Audit Committee indicating the status of each recommendation or finding.

### **Section 30.020 Internal Audit (rev. 06/24/22)**

A. Policy. It is the policy of the Agency to employ a Chief Audit Executive who shall report directly to the Board of Commissioners. The Chief Audit Executive shall supervise and direct the staff of the Internal Audit Department. The Internal Audit Department shall provide independent objective analysis and recommendations to assist the President & Chief Executive Officer and management in effectively discharging their administrative responsibilities. The Internal Audit Department shall perform routine audits of compliance of Agency divisions with internal Agency rules and regulations. The Internal Audit Department shall at all reasonable times have access to the accounts, books and records of the Agency, and the Department may in relation to such interview the President & Chief Executive Officer and other employees of the Agency.

B. Work Plan. The Chief Audit Executive shall be responsible for preparing an annual Audit Work Plan. Additionally, Commissioners and Senior Managers shall identify potential areas for review by the Internal Audit Department. Upon completion of the Audit Work Plan, the Chief Audit Executive shall present the Plan to the Audit Committee for their review and approval pursuant to these Board Policies.

C. Special Reviews. From time to time the President & Chief Executive Officer may assign to the Chief Audit Executive special reviews designed to assure continuous quality improvement of Agency operations.

### **Section 30.030 Annual Budget (revised 09/23/22)**

A. General. Each year the President & Chief Executive Officer shall prepare an annual budget for the forthcoming fiscal year that will be presented to the Board of Commissioners. The



President & Chief Executive Officer will work with the Board in setting strategic objectives, update the Agency's long range planning document, and prepare both an operating and capital budget. The operating budget shall include proposed expenditures for current operations during the ensuing fiscal year and the method of financing such expenditures. The capital budget shall include capital expenditures for a 3-year period and the proposed method of financing such expenditures.

B. Approval. The President & Chief Executive Officer will present the annual budget at a regularly scheduled meeting of the Board of Commissioners. The Board of Commissioners shall approve annual operating and capital budgets prior to the beginning of the ensuing fiscal year.

**Section 30.040                      Banking and Investment (rev. 06/23/06, 11/19/10, 09/28/12 and 09/23/22)**

A. Policy. It is the policy of Bi-State Development to (i) meet the daily cash flow demands of the Agency; (ii) comply with public funds investment directives of Missouri and Illinois; (iii) invest funds in a manner which will provide maximum safety of principal and liquidity; (iv) provide the highest possible investment return. This policy directs the investment of all funds of all entities of the Bi-State Development Agency not expressly controlled by the Revenue Bond Trustees.

B. Objectives. The primary objectives of the Agency's investment activities, in order of priority, shall be as follows:

1. Preservation and Safety of Principal. The objective is to mitigate credit and interest rate risk.
  - a. Credit risk. The Agency will minimize credit risk, which is the risk of loss due to the failure of the security issuer by:
    - Limiting investments to the types of securities listed in Section D of this policy.
    - Pre-qualifying financial institutions, brokers/dealers, intermediaries, and advisers with which the Agency will do business.
    - Diversifying the investment portfolio so that the potential impact of losses will be minimized.
  - b. Interest rate risk. The Agency will minimize interest rate risk, which is the risk that the market value of the securities in the portfolio will fall due to changes in market interest rates by:
    - Structuring the investment portfolio so that securities mature in a manner that cash requirements for ongoing operations will be met, thereby avoiding the need to sell securities on the open market prior to maturity; and
    - Investing operating funds primarily in short-term securities, money market mutual funds, or similar investment pools and limiting the average maturity of the portfolio in accordance with Section H.4.
2. Liquidity. The Agency's investment portfolio will remain sufficiently liquid to meet all operating requirements. Liquidity will be determined by the flow of revenues and expenditures using cash flow projections and historical data.

3. Yield. Thereafter, the highest yield consistent with safety is required, provided the maturities are short enough to maintain operational liquidity.
  4. Location. It is the Board's intent to have the majority of the available funds invested in local institutions provided the institutions meet the minimum credit standings set out below and yields are competitive.
- C. Standards of Care.
1. Investment Authority. The Chief Financial Officer and the Director of Treasury are designated as the Investment Officers who are responsible for investment transactions, as well as, establishing the internal controls and written procedures for the operation of the investment program. No other officers or designees may engage in investment or banking transactions except as provided under the terms of the Investment Policy and procedure established.
  2. Prudence. The Agency's investments shall be made with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and considering the safety of capital and the yield to be derived. The standard of care to be used by the Investment Officers shall be said "prudent person" standard and shall be applied in the context of managing an overall portfolio and whether the investment decision was consistent with the written investment policy of the Agency.
  3. Ethics and Conflicts of Interest. Investment Officers involved in the investment process shall refrain from personal business activity that could conflict or be perceived to conflict with proper execution of the investment program, or that could impair their ability to make impartial investment decisions.
- D. Authorized investment categories (revised 4/24/09, 11/19/10 and 09/23/22)
1. Demand Deposit, Negotiable Order Withdrawal (NOW), Bank Money Market, Certificate of Deposit and Savings Accounts - issued by banks or thrifts where the account or investment is either collateralized with direct obligations of the U.S. Government or its instrumentalities, or covered by FDIC insurance, or other AAA rated surety.
  2. Negotiable Certificates of Deposit - provided that the institution maintains a Fitch rating of B or better and/or a Moody's Investor Services short-term rating of P-1. The institutions selected will have a minimum of \$100 million in combined capital and unimpaired surplus.
  3. Bankers Acceptances - provided that the institution maintains a Fitch rating of B or better and/or a Moody's Investor Services short-term rating of P-1. The institutions selected will have a minimum of \$100 million in combined capital and unimpaired surplus.

4. Direct Obligations of the United States Government, U.S. Government Agencies or U.S. Government Instrumentalities.
5. Commercial Paper - Commercial paper at the time of purchase shall have ratings of A-1 by Standard and Poor's Rating Services and P-1 by Moody's Investors Services.
6. Repurchase Agreements (revised 11/19/10) - Repurchase agreements (repos) are acceptable, using any of the securities listed in paragraphs D-4 as collateral. Also, the firm with whom the repo is executed must be a credit acceptable bank, or broker/dealer. A credit acceptable bank or broker-dealer is defined as one whose senior debt rating is A- by one of the three nationally recognized ratings agencies (Standard & Poor's, Moody's, or Fitch). Banks in the Agency's service area that do not have a Standard & Poor's, Moody's or Fitch rating, may also be authorized repo counterparties, provided that they meet the "well capitalized" standard, as defined by the Federal Deposit Insurance Corporation. A written repurchase agreement, substantially modeled on, but in no case less restrictive than, the Securities Industry and Financial Markets Association's "Master Repurchase Agreement", shall be completed for each repo counter party. Such agreements shall be updated periodically, but-no less than once every five years. In all cases, repo collateral shall have a market value of 102% of the dollars invested, plus accrued interest. If the repo term is longer than an overnight maturity, the collateral must be delivered to a third-party custodian, and priced-to-market weekly to assure correct collateral value coverage.

The Director of Treasury shall obtain approval from the Chief Financial Officer before authorizing a repo counterparty. Before approval, documentation shall be furnished that the authorized counterparty meets the required criteria. The Director of Treasury will also monitor continued compliance with the criteria.

7. Money Market Funds - Acceptable funds shall be institutional money market funds having over \$500 million in net assets and be rated AAA by Standard and Poor's, Moody's and/or Fitch rating services.
8. Reverse Repurchase Agreement - A reverse repurchase Agreement or short-term borrowing (180 days or less), using securities in the Agency's portfolio as collateral, is acceptable. However, the firm with whom the borrowing is executed must meet the same requirements as stated previously for repurchase agreements. Also, the borrowed funds may be used to purchase other securities as an investment arbitrage. In this case, the new investment maturity date must match (+/- one week) the maturity date of the reverse repo, and those instruments must be delivered into the Agency's safekeeping account and held there until maturity. The Board shall be notified of all such transactions through the Treasurer's monthly report.

E. Collateralization.

1. Collateralization of 102% will be required for demand deposits, repurchase agreements, and certificates of deposit over FDIC insured limits.
2. The Agency limits the type of collateral required to Direct Obligations of the United States Government, United States Government Agencies, or United State Government Instrumentalities.

F. Banking Services. To ensure the best service and cost effectiveness these services will be negotiated periodically. The number of demand deposit non-interest bearing accounts will be kept to a minimum for operational efficiency and safety. Any two of the following may open bank accounts, subject to the approval of the Board of Commissioners through a confirming motion at a meeting of the Board of Commissioners:

Chair, Board of Commissioners

President & Chief Executive Officer

Vice Chair, Board of Commissioners  
Chief Financial Officer  
Treasurer, Board of Commissioners

G. Monitoring and Reporting

1. Investment Performance. Investment Officers will provide the Treasurer of the Board of Commissioners with a quarterly report including deposits, investments, yields, the monthly summary of the prior 12 months' funds experience, and the amount of deposits at each institution. The report will also provide the average maturity of investments and a benchmark yield to show the investment portfolio's effectiveness in reaching the Agency's need for liquidity, safety, rate of return, and diversification.

H. Investment Transaction Criteria: (revised 4/24/09 and 09/23/22)

1. Competition – Banks and other financial institution, which meet the criteria below, will be selected for investments only on a competitive basis, Bids for Investments will be solicited by the Director of Treasury, and deemed necessary and approved by the Chief Financial Officer, using a bid process established by the Investment Officers. Rate of return will be considered the primary factor when selecting a bid, followed by the bidding institute.
2. Denial of Business – The Board directs management to refrain from investing Agency funds in any financial institutions or businesses that conduct business with governments deemed unacceptable by the Federal Government through executive order or enacted legislation.
3. Safekeeping Accounts – Securities purchased are delivered against payment to ensure that securities are deposited in an eligible financial institution prior to the release of funds, and held in a custodian safekeeping account. Tri-party custodian agreements maintained with third party trust companies as well as

the Federal Reserve Bank are acceptable. Hold-In-Custody repurchase agreements for fourteen days or less will be processed through special transaction control accounts. These accounts will be audited quarterly by Internal Audit and the results reported through the Treasurer, to the Board of Commissioners.

4. Maturity Limitations - To the extent possible, investments shall be matched with anticipated cash flow requirements and known future liabilities. Unless matched to a specific cash flow requirement, no funds shall be invested for more than five years from the date of settlement. The weighted average maturity of the portfolio shall at no time exceed eighteen months.

For Securities that are subject to redemption (call) before final maturity, the final maturity date shall be used both for compliance with the five-year limitation and in calculating the weighted average maturity.

5. Diversification

- Unlimited investment in the following:
- U.S. Government obligations
- U. S. Government Agency obligations
- U. S. Government Instrumentality obligations
- Repurchase Agreements – secured by the 3 U. S. obligations noted immediately above.
- Money Market Funds – Institutional money market funds having over \$500 million in net assets and rated AAA by Standard & Poor’s, Moody’s and/or Fitch rating services.
- b. Investments not to exceed \$5.0 million par value from any one issuer:
  - Bankers Acceptances
  - Commercial Paper
  - Negotiable Certificates of Deposit
- c. All investments must be paid for before they may be sold.

I. Agency Debt. Agency debt may be incurred only by the specific authority of the Board of Commissioners through special action. Notwithstanding Section D above, all funds under such debt resolutions or indentures of trust shall be controlled by the investment set forth in such documents.

J. Check Signatories (rev. 01/04/08 and 09/23/22)

1. All General Operating Funds

- a. Under \$15,000 - One signature from the following:
  - Treasurer, Board of Commissioners (including facsimile signature) or in the event of a vacancy in the Treasurer’s position,
  - Secretary, Board of Commissioners (including facsimile signature)
  - President & Chief Executive Officer

- Chief Financial Officer
- Director of Treasury
- b. \$15,001 to \$100,000 - Two signatures from the following:
  - Treasurer, Board of Commissioners (including facsimile signature) or in the event of a vacancy in the Treasurer’s position,
  - Secretary, Board of Commissioners (including facsimile signature)
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury
- c. \$100,001 to \$500,000 - Two signatures from the following:
  - Chair, Board of Commissioners
  - Treasurer, Board of Commissioners
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury
- d. \$500,001 to \$1,000,000 - Two signatures from the following:
  - Chair, Board of Commissioners
  - Treasurer, Board of Commissioners
  - President & Chief Executive Officer
  - Chief Financial Officer
- e. \$1,000,001 and above - Two signatures, one each from Group A and Group B:

GROUP A

- Treasurer, Board of Commissioners
- President & Chief Executive Officer

GROUP B

- Chair, Board of Commissioners
- Vice Chair, Board of Commissioners
- Secretary, Board of Commissioners

K. Wire Transfer Authority (rev. 01/04/08 and 09/23/22) Wire Transfers and Automated Clearing House Transactions (ACH) are authorized for the transfer of funds between checking, investment and savings accounts, payment of services, equipment, construction in process, as well as payroll related expenditures that are authorized by and in the name of the Bi-State Development Agency.

1. Wire Transfer and Automated Clearing House Transactions (ACH) authority is limited to the below listed individuals. Wire transfers of a non-repetitive nature require the authority of any two of the below listed individuals:
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury

- a. Any individual Automated Clearing House Transaction (ACH) over \$1 million - Two signatures, one each from Group A and Group B:

GROUP A

- Treasurer, Board of Commissioners
- President & Chief Executive Officer

GROUP B

- Chair, Board of Commissioners
- Vice Chair, Board of Commissioners
- Secretary, Board of Commissioners

2. Authorization to create new repetitive Wire Transfers and Automated Clearing House Transactions (ACH) requires approval of any two of the following:

- President & Chief Executive Officer
- Chief Financial Officer
- Chair, Vice Chair, Treasurer, Secretary, Board of Commissioners

- L. Authorized Signatories for the Release of Pledged Collateral:

- President & Chief Executive Officer
- Chief Financial Officer
- Director of Treasury

- M. Authorized Agency Funds: (revised 8/15/07, 09/28/12 and 09/23/22)

1. Operating Funds – Operating Funds include a general operating account, accounts payable accounts for clearing checks and EFT payments, a payroll account, and investment transitory accounts for security purchases. In addition, there is an investment safekeeping account for operating funds.
2. Revenue Funds – Revenue funds are established for Transit Revenue, Ticket Vending, Machine Credit Card Revenue, Passenger Revenue, MetroLink Revenue, Fare box Revenue, and Call A Ride Revenue.
3. Internal Service Funds – Deposit accounts and investment safekeeping accounts are established for Medical, Property, Workers Compensation, and Casualty Internal Service Funds.
4. Sales Tax and Internally Restricted Funds – Sales Tax Capital amounts and Restricted funds are kept in individual investment safekeeping accounts.
5. Enterprise Funds – Deposit accounts are established for the operational and capital needs of the Agency, the Gateway Arch, the Riverfront Attractions, the St. Louis Downtown Airport, Freightway, and Arts in Transit and the investment safekeeping accounts are used as needed to invest excess funds.

**Section 30.050 Financial Reporting** (revised 09/25/09 and 09/23/22)

A. Policy. It is the policy of the Agency to prepare the financial results of each operating company as required by specific agreement, but not less than quarterly. Financial statements for the Board of Commissioners shall be prepared quarterly, and include the following statements:

1. Transmittal letter of noteworthy variations, including disclaimer
2. Balance Sheet
3. Statement of Revenue, Expense Income (Loss)
4. Capital Expenditures for Active Projects
5. Statement of Cash Flows
6. Aged Receivables

**Disclaimer:**

The following disclaimer shall be included in each transmittal letter of noteworthy variance:

“These interim financial statements are not in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP) due to the following reasons: Depreciation is not shown as an operating expense, but as other non-operating expense; capital contributions and total net assets are now shown on the Statement of Revenue, Expense, Income (Loss); and there are no accompanying footnote disclosure requirements or Management Discussion and Analysis (MD & A) sections included.”

**Section 30.060 Risk Management** (revised 2/25/2000 and 08/20/2021)

A. General. One of the Agency's primary objectives is to provide safe, reliable, and cost-effective transportation services while complying with federal, state, and local laws. In support of that objective, the Agency will develop and maintain an effective, integrated risk management program. This policy applies to all exposures to risk of loss that are fortuitous and result from external causes. These exposures include, but are not limited to, fires, collisions, theft, windstorm, construction accidents, workers' compensation claims, and auto or general liability claims as well as associated lawsuits against the Agency.

B. Authority and Responsibility. The Director of Risk Management is responsible for recommending the overall direction of the Agency's risk management program as specified in the Agency's Management Policies & Procedures.

C. Self-Insurance (revised 08/20/21). The Agency will self-insure those routine risks associated with its core transit operations. Risk exposures above the self-insured retention will be covered by excess insurance if such excess insurance is available and affordable.

D. Third Party Administrator (revised 08/20/21). The Agency will contract with a third-party adjusting firm to assist in administering claims handling (TPA). The Risk Management Department will monitor the TPA and hold quarterly claims reviews. An annual audit will be performed.



E. Insurance. Primary property and liability insurance will be purchased for unique or special risks of loss, for major construction projects, and when required by law or by contract. A Broker of Record will perform the insurance marketing function under the direction of the Director of Risk Management.

F. Self-Insurance Fund (revised 08/20/21). The Agency will maintain asset accounts, referred to as “Self-Insurance Funds”, as authorized by the Board of Commissioners on October 1, 1982, to support liabilities accrued as a result of its self-insured losses. The Chief Financial Officer of the Agency will maintain the Self-Insurance Fund, complying with prudent business practices and all applicable governmental pronouncements, and determine the amount of annual funding required. The fund is subject to following guidelines:

1. The current balance will be sufficient to pay estimated judgments, settlements, losses, and expenses for a three (3) year time period.
2. The amounts held in the Self Insurance Funds shall be used solely for the purpose of paying such liabilities and expenses.
3. The Chief Financial Officer, with concurrence of the President & CEO, is authorized to borrow amounts from the Self Insurance Funds to pay expenses of the Transit System in anticipation of routine operating subsidies and capital grants. All amounts borrowed from the Self Insurance Funds shall be reimbursed to such Fund as soon as possible with normal Agency revenues such as Farebox revenue, sales tax revenues, interest earnings and operating subsidy funds. The Board of Commissioners is to be notified, in writing, of any borrowing, outlining the amount borrowed.

G. Excess Judgment Fund (revised 08/20/21). The Agency will maintain an additional asset account, referred to as the “Excess Judgment Fund”, as authorized by the Board of Commissioners on July 7, 1989, to provide supplemental cash flow to the Self-Insurance Funds, in the event of a large or catastrophic loss that is greater than 50% of the Agency’s Self-Insured retention amount for that year. In addition, this fund will provide temporary or emergency funds for property losses that are equal or greater than \$500,000 and where the insurer has delayed payment or is questioning coverage under its policy. The Chief Financial Officer of the Agency will maintain the Excess Judgment Fund, complying with prudent business practices and all applicable governmental pronouncements. The fund is subject to following guidelines:

1. The goal is to attain and maintain a \$5,000,000 fund balance.
2. A minimum of \$250,000 shall be appropriated annually by the Board as part of the budget process until the fund goal of \$5,000,000 is reached.
3. Interest earned by monies in the fund shall inure exclusively to the fund on a cash basis until the fund goal of \$5,000,000 is reached.
4. Monies appropriated to the fund shall be deposited in the account at the beginning of the Fiscal Year, or as received from the funding jurisdictions.

5. This unencumbered balance of this fund may be used as collateral for short-term debt obligations.
6. The Chief Financial Officer, with concurrence of the President & CEO, is authorized to borrow amounts from the Excess Judgment Fund to pay expenses of the Transit System in anticipation of routine operating subsidies and capital grants. All amounts borrowed from the Excess Judgment Fund shall be reimbursed to such Fund as soon as possible with normal Agency revenues such as farebox revenue, sales tax revenues, interest earnings and operating subsidy funds. The Board of Commissioners is to be notified, in writing, of any borrowing, outlining the amount borrowed.

H. Claim Settlement Authorization (revised 08/20/21). The Board of Commissioners must approve defense settlements exceeding the Missouri sovereign immunity limit for any one person in a single accident or occurrence. The Claim Settlement Authorization, based upon the Missouri sovereign immunity limit, shall be adjusted annually as published by the Missouri Department of Insurance. Authorization granted by the Board of Commissioners is deemed to include an additional contingency amount, equal to 20% of the actual authorization granted, for extraordinary use by the President & CEO. This additional authorization may be granted by the President & CEO as trial approaches or during the actual trial. For settlement amounts over \$100,000 and up to the sovereign immunity limit, the President & CEO will approve and must notify and receive acknowledgement from the Board of Commissioner's Chair and Vice Chair. Settlements from \$20,000 to \$100,000 will require the approval of the Director of Risk Management who must notify and receive acknowledgement from the Agency's General Counsel.

I. Litigation Management and Board Notification (revised 08/20/21). In addition to requests for settlement, authorization, the Board of Commissioners will be notified by management about large claims or lawsuits that may significantly impact the Agency's financial stability, its assets, or its public image.

1. The Director of Risk Management will regularly provide informational briefs to the Board on claims and lawsuits that fall into the following classifications:
  - a. Fatalities & severely disabling injuries.
  - b. Jury verdict range or settlement range is expected to exceed \$100,000.
  - c. Other unusual or sensitive claims which may be of particular interest to the Commissioners.
  - d. Final results on claims where the Board has extended settlement authorization.
2. The briefing to the Board will contain:
  - a. Facts & background of the case.
  - b. Summary of injuries & special damages.
  - c. Assessment of liability and expected outcome.
  - d. Litigation history and status if in suit.
  - e. Opinion of legal counsel (if assigned).
  - f. Recommendations and strategy for an appropriate resolution.

3. The Director of Risk Management will maintain a written litigation management program, attorney billing guidelines, and procedures for selecting and retaining defense counsel as specified in more detail in the Agency's Management Policies & Procedures.

J. Review of Agency Contracts and Documents. The Director of Risk Management, in consultation with the Agency's General Counsel as needed, will review Agency contracts, leases, agreements, easements or other documents that transfer risk, specify indemnity obligations, or require specific insurance from one or more of the parties.

**Section 30.070                      Hedging** (effective 2/23/2001; revised 11/20/15; revised 06/25/21)

A. General. Because of the nature of its responsibilities to the St. Louis Metropolitan region, the Bi-State Development Agency (Agency) manages financial risks attributed to the price variability of fuel usage. This risk can be managed effectively through the use of hedging techniques. The purpose of this policy is to generally outline how the Agency will manage these risks, what techniques will be employed, and the general guidelines to be followed.

B. Definition. A hedge is a financial tool used to reduce the risk associated with normal business activities of buying fuel. The purpose of this hedging program is not to make or lose money but to manage risk. This program is not an investment and should not be construed as such. Realized gains or losses will be considered as an element of fuel cost. A hedging program will:

- a. seek to decrease the volatility of fuel cost;
- b. seek to increase the likelihood that actual net fuel cost will remain below the budgeted cost;
- c. seek to increase the certainty of future fuel cost;
- d. seek to attain a lower overall cost of fuel in the long-term;
- e. seek to manage year-over-year changes in fuel cost.

C. Program Infrastructure.

- a. Instruments. The agency will maintain a futures account with a Futures Commission Merchant Broker, which may be a separate entity from the Advisor. The Agency, through the management and direction of an Advisor, acquires, holds, and disposes of fuel futures contracts in the operation of its program. The high correlation between the movement of the price that the Agency pays for its fuel and the movement of the value of the futures contracts produces the program's effectiveness as a hedge. Due to the liquidity of the futures contracts purchased, these contracts do not require an investment grade rating.
- b. Maximum Hedge Ratio. The Agency's volume of fuel consumption is predictable and without significant variability over time. Given this, the maximum hedge ratio will be limited to 95% of forecasted consumption.
- c. Maximum Hedge Maturity. To allow the establishment of cost certainty in current and future budget periods, the maximum maturity of the futures contracts

taken in conjunction with the program is 36 months forward from the acquisition date.

- d. **Exiting Market Conditions.** The advisor will exit the futures contracts evenly through time to coincide with the fuel supply contract pricing mechanism. This even liquidation of futures hedges through time and the even purchase of fuel via the Agency's fuel supply process assures the effectiveness of the hedging process. Based on the difference between the hedge price (entry price) and the settlement price (exit price), there will be a realized gain/loss associated with the hedge that will appear in the futures account. Futures contracts will be held to maturity (exited when the corresponding fuel is purchased) and, in the normal operation of the program, there will be no interim trading or early exit allowed. Exceptions to this include situations where the volume of forecasted fuel consumption decreases in which case the hedge position may be adjusted to comply with the Maximum Hedge Ratio.

D. **Physical Supply.** The physical supply of fuel will be purchased according to the Agency's procurement policies, and will be priced according to the fuel supply contract.

E. **Strategy.** The Strategy is how the program's objectives are achieved. The strategy will utilize a process:

- a. that addresses market opportunities and market risks;
- b. that examines fundamental and technical market factors in the hedge decision-making process;
- c. that holds the risk of exceeding budget at or below an acceptable level;
- d. that uses historical pricing ranges as pricing parameters;
- e. that is continuously applied through time;
- f. that will take advantage of the inherent "dollar cost averaging" properties of a continuous hedging program;
- g. that mitigates transaction timing risk by making more numerous smaller volume transactions.

These things will be accomplished by the advisor executing the appropriate transactions at the appropriate times to create the desired effect within the constraints of the policy.

**Risk Management.** The Agency will engage only in financial hedge transactions that are related to the Agency's principal business, including the operation of diesel buses and vans. The Agency will only trade specific contracts as necessary to hedge for the pricing of fuel/energy costs, as related to these areas of business, and as advised by the Advisor.

F. **Execution, Reporting and Oversight.**

- a. The advisor will be responsible for the day-to-day execution of the program including the execution of transactions, generating reports on the program's status and results, and monitoring the program and the energy markets. The advisor will generate periodic updates on the status and results of the program.

- b. The Treasury Department will provide the Board of Commissioners with a summary of its activity through the quarterly Treasurer’s Report.
- c. A Hedge Committee will oversee the activities of this program. The Committee shall include Chief Financial Officer, Director of Treasury, Assistant Executive Director Transit Assets, and the Vice President of Procurement, Inventory Management & Supplier Diversity. The role of the Hedge Committee will be to determine whether a proposed hedging strategy, transaction or group of transactions is consistent with this Hedge Policy and review the performance of the hedging activity on a periodic basis. The Hedge Committee will meet no less than quarterly, and meeting minutes and Committee decisions will be documented and approved by the Committee.

**Section 30.080 Debt Issuance and Administration** (revised 6/26/09 and 09/23/22)

A. Agency. The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “**Agency**”) is a body corporate and politic created and existing by reason of a joint compact (the “**Compact**”) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President.

B. Powers to Issue Debt. *RSMo Section 70.373; 45 ILCS 110/1 Ratified by Congress January 7, 1959; further amended and ratified by Congress January 3, 1985*

1. *To borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed;*
2. *To issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing;*
3. *To provide that all negotiable notes, bonds or other instruments shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned and operated by the Agency, or out of any other resources of the Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Agency. All notes, bonds or other instruments in writing issued by the Agency as herein provided shall mature in not to exceed forty years from the date thereof, shall bear interest at a rate not exceeding fourteen percent per annum, and shall be sold for not less than ninety- five percent of the par value thereof. The Agency shall have the power to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof, and shall have power to enter into covenants with the holders of such notes, bonds or other instruments in writing, not inconsistent with the powers herein granted to the Agency, without further legislative authority;*

4. *To issue bonds for industrial, manufacturing or commercial facilities located within the Bi-State metropolitan district upon the security of the revenue to be derived from such facilities; and, or upon any property held or to be held by it.*

C. Revenue Bonds.

I. **General Management Policies**

The Agency will provide for a periodic review of its financial performance, and review its performance relative to the financial policies outlined herein. These financial policies will be taken into account during the capital planning, budgeting and fare-setting process.

- A. In recognition of periodic changes in the cost of providing service to system users, service costs and fees will be reviewed annually and adjusted commensurately.
- B. The Agency may present proposed adjustments to existing fares, rates, fees and charges at public meetings, and will consider recommendations and input from the public as it relates to such proposed changes.
- C. All Agency funds will be invested according to the Investment Policies of the Agency.
- D. Necessary appropriations for annual debt service requirements will be routinely included in the Agency's annual budget.
- E. The Agency will maintain proactive communication with the investment community, including rating agencies, credit enhancers and investors, to ensure future capital market access at the lowest possible rates.
- F. The Agency may appoint a special committee of local financial experts to assist management as it develops financial plans. G. Fund co-mingling and inter-fund borrowing.

Transit is presently comprised of the following funds:

- Revenue Fund
- Operating Fund
- Internally Restricted Fund (Special Sales Tax Capital Fund)
- Debt Service Fund
- Sales Tax Capital Fund
- Prop M Fund
- Prop A Fund
- FTA Capital Fund
- Illinois Allocated Fund
- Private Capital Fund

- Internal Service Funds (Property, Casualty, Workers Compensation, and Medical) Excess Judgement Fund

The Agency maintains one bank depository account for operational and working capital purposes, which is comprised of the Operating, Internally Restricted, and Sales Tax Capital. While these funds are co-mingled in a single bank account, specific accounting is maintained on the Agency's books at the fund level.

Transit operations have little seasonality and are generally consistent throughout the year. Contractual funding and the annual appropriation process for state, local and federal formula funding provides approximately 95% of the Agency's funding. The annual appropriation process commences after the fiscal year begins. Local appropriations are subject to the legislative process, and Federal appropriations can be delayed up to 12 months. Consequently, Agency staff is authorized to transfer (borrow) funds within the groups identified above in order to maintain operational liquidity and adequate working capital.

In the event the above funds are exhausted, temporary operating deficits may be funded by unencumbered Self Insurance, Prop M and Prop A Funds. Staff shall inform the Board any time the local funding jurisdictions fail to provide funds within ninety days of the beginning of the fiscal year. Management shall recommend a course of action up to and including service interruption for the jurisdiction in question.

Furthermore, the Agency utilizes the Transit Operating Fund to fund disbursements for accounts payable and payroll. The Transit Operating account funds payments for transit and business enterprise obligations. Liability accounts shall be maintained for the recording of all payments made by Transit for Business Enterprises, and Business Enterprises shall reimburse Transit, in the following month, for any such payments.

## **II. Financial Management Policies**

The Agency utilizes a comprehensive planning process to determine its long-term capital needs. The Agency evaluates each capital project in relation to established federal, state and local grants and assistance programs and levels of reserves, current rate structure, expected asset life/replacement timeline, and available revenue sources to ensure that adequate financial resources are available to support the Agency's financial obligations. The Agency's Debt and Financial Management, Investment, and Swap Policies are integrated into the decision-making framework utilized in the budgeting and capital improvement planning process. As such the following policies outline the Agency's approach to debt management:

- A. The Agency will evaluate financing for each capital project on a case-by-case basis. The Agency will seek to pay for all capital projects from current revenues, federal grants and assistance programs and available reserves prior to or in combination with the use of debt.
- B. The Agency will seek to issue debt only in the case where there is an identified source of repayment. Bonds will be issued to the extent that (i) projected fixed

revenues are sufficient to pay for the proposed debt service together with all existing debt service covered by such fixed revenues, or (ii) additional projected revenues have been identified as a source of repayment in an amount sufficient to pay for the proposed debt.

- C. Debt issuance for a capital project will not be considered unless such issuance has been incorporated into the capital improvement plan (Long Range Financial Plan).
- D. The Agency shall issue a request for proposal for underwriting services prior to the issuance or refunding of bonds.

### **III. Debt and Capital Management Policies**

The following policies formally establish parameters for evaluating, issuing, and managing the Agency's debt. The policies outlined below are not intended to serve as a list of rules to be applied to the Agency's debt issuance process, but rather to serve as a set of guidelines to promote sound financial management.

In issuing debt, the Agency objectives will be to:

- a. Achieve the lowest cost of capital;
- b. Maintain high credit ratings and access to credit enhancement;
- c. Preserve financial flexibility.

### **IV. Standards for Use of Debt Financing**

When appropriate, the Agency will use long-term debt financing to: achieve an equitable allocation of capital costs/charges between current and future system users; to provide more manageable rates in the near and medium term; and to minimize rate volatility.

- A. For growth related projects, debt financing will be utilized, as needed, to better match the cost of anticipated facility needs with timing of expected new connections to the system.
- B. The Agency shall not construct or acquire a facility if it is unable to adequately provide for the subsequent annual operation and maintenance costs of the facility throughout its expected life.
- C. Capital projects financed through debt issuance generally will not be financed for a term longer than the expected useful life of the project.
- D. Lease Agreements and Installment Sale Agreements shall be considered as an alternative to long-term debt. Although these forms of alternative financing



are subject to annual appropriation, they shall be considered as long-term fixed rate debt for the purposes of this policy until maturity.

## V. Financing Criteria

Each debt issuance should be evaluated on an individual basis within the framework of the Agency's Long Range Financing Plan, as well as within the context of the Agency's overall financing objectives and current market conditions.

The Agency will evaluate alternative debt structures (and timing considerations) to ensure the most cost-efficient financing under prevailing market conditions.

- A. Credit Enhancement – The Agency will consider the use of credit enhancement on a case-by-case basis. Only when clearly demonstrable savings can be realized shall a credit enhancement be utilized.
- B. Cash-Funded Reserve vs. Surety – The Agency may purchase a surety policy or replace an existing cash-funded Debt Service Reserve Fund when deemed prudent and advantageous.
- C. Call Provisions – In general, the Agency's securities should include optional call provisions. The Agency will generally avoid the sale of non-callable long-term fixed rate bonds, absent careful evaluation of the value of the call option.
- D. Additional Bonds Test/Rate Covenants - The amount and timing of debt will be planned to comply with the additional bonds tests and rate covenants outlined in the appropriate legal and financing documents, and these policies.
- E. Short-Term Debt – The Agency may utilize short-term borrowing to serve as a bridge for anticipated revenues, construction financing or future bonding capacity.
- F. Use of Variable Rate Debt - The Agency will not issue variable interest rate debt unless: the proposed debt is converted to a fixed rate or hedged (for an interim period or to maturity) by use of a put-type mode, swap agreement or hedging mechanism (e.g., interest rate cap); outstanding un-hedged variable rate debt, including any proposed new variable debt, does not exceed the Agency's "hedge position" (defined herein) in aggregate; or, interest is capitalized during the expected term that bonds will be outstanding in a variable rate mode. For this purpose, the Agency's hedge position will be calculated as the Agency's cash reserves multiplied by 125%.  
Notwithstanding the above, the Agency will refrain from issuing new variable rate debt (including synthetic variable rate debt), whether hedged or unhedged, which exceeds 20 percent of the Agency's aggregate debt outstanding.

- G. Use of Swaps & Derivatives - The use of any swap agreement in conjunction with the issuance or management of debt instruments will be governed by the Agency's Swap Policy. The use of swaps to create synthetic fixed rate debt should generally be considered only such synthetic fixed rate debt would result in a 20% reduction in debt service vs. traditional fixed rate bonds.
- H. Investment of Bond Proceeds - Bond proceeds will be invested in accordance with the permitted investment language outlined in the bond documents for each transaction, unless further restricted or limited in the Agency's Investment Policy. The preservation of funds, notwithstanding, the Agency will seek to maximize investment earnings within the investment parameters set forth in each respective bond indenture. The reinvestment of bond proceeds will be incorporated into the evaluation of each financing decision; specifically addressing arbitrage/rebate position, and evaluating alternative debt structures and refunding savings on a "net" debt service basis, where appropriate.

## **VI. Refinancing Outstanding Debt**

The Agency shall have the responsibility to evaluate potential refunding opportunities presented by underwriting and/or financial advisory firms. The Agency will consider the following issues when analyzing potential refinancing opportunities:

- (1) Debt Service Savings – The Agency shall establish a target savings level equal to 3% (current refunding) to 5% (advance refunding) of par refunded on a net present value (NPV) basis. These figures should serve only as a guideline, the Agency must evaluate each refunding opportunity on a case-by-case basis, and must take into consideration: the time to maturity, size of the issue, current interest rate environment, annual cash flow savings, and the value of the call option. Economic savings resulting from a refunding will generally be structured to occur on a level basis over the life of the refunding bonds. The decision to take all savings upfront or on a deferred basis must be explicitly approved by the Agency's Finance and Audit Committee and Board of Commissioners.
- (2) Restructuring - The Agency may seek to refinance a bond issue on a non-economic basis in order to restructure debt, mitigate irregular debt service payments, accommodate revenue shortfalls, release reserve funds, comply with and/or eliminate rate/bond covenants, or terminate a swap.
- (3) Term/Final Maturity – The Agency may consider the extension of the final maturity of the refunding bonds in order to achieve a necessary outcome, provided that such extension is permissible under the Agency's Compact and Federal tax law. The term of the bonds generally should not extend beyond the reasonably expected useful life of the asset being financed. The Agency may

also consider shortening the final maturity of the bonds. The remaining useful life of the assets and the concept of inter-generational equity should guide these decisions.

- (4) Escrow Structuring - The Agency shall utilize the least costly securities available in structuring each escrow. A certificate will be required from a third-party agent who is not acting as a broker-dealer, stating that the securities were purchased through an arms-length, competitive bid process (in the case of open market securities), that such securities were more cost effective than State and Local Government Series Securities (SLGS), or that SLGS were not available at the time of the pricing of the escrow and that the price paid was reasonable and within Federal guidelines. The Agency retains the right to use SLGS at any time in structuring its escrows.

When evaluating the economic viability of an economic versus legal defeasance, the Agency shall take into consideration both the financial impact on a net present value basis as well as the rating/credit impact. The Agency shall take all necessary steps to optimize its escrows and to avoid negative arbitrage in any refunding.

## **VII. Method of Issuance**

The Agency will determine, on a case-by-case basis, whether to sell its bonds competitively or through negotiation.

- A. Competitive Sale – In a competitive sale, the Agency’s bonds shall be awarded to the bidder providing the lowest true interest cost (“TIC”), as long as the bid adheres to requirements set forth in the official notice of sale.
- B. Negotiated Sale – The Agency shall assess the following circumstances that weigh toward the use of a negotiated sale:
  - 1. Issuance of variable rate or taxable bonds;
  - 2. Complex structure or credit considerations (such as non-rated bonds), which requires a strong pre-marketing effort;
  - 3. Significant par value, which may limit the number of potential bidders;
  - 4. Unique/ proprietary financing mechanism (such as a financing pool), or specialized knowledge of financing mechanism or process;
  - 5. Market volatility, such that the Agency would be better served by flexibility in the timing of its sale in a changing interest rate environment;
  - 6. When an Underwriter has identified new financing opportunities or presented alternative structures that financially benefit the Agency;
  - 7. As a result of an Underwriter’s familiarity with the project/financing, which enables the Agency to take advantage of efficiency and timing considerations.

- C. Private Placement – From time to time the Agency may elect to issue debt on a private placement basis. Such method shall generally be considered only if it is demonstrated to result in cost savings or provide other advantages relative to other methods of debt issuance, or if it is determined that access to the public market is unavailable and timing considerations require that a financing be completed.
- D. Conduit Issuance – The Agency may elect to enter into financing agreements with other issuers, including but not limited to the City of St. Louis, St. Louis County, and the Missouri Development Finance Board, to permit debt to be issued on the Agency’s behalf. The Agency will consider this approach if such an arrangement is expected to produce lower borrowing costs, enhance the flexibility of the Agency, or provide other operational efficiencies.

**VIII. Market Communication, Debt Administration and Reporting Requirements**

Rating Agencies and Investors – The Chief Financial Officer shall be responsible for maintaining the Agency's relationships with Moody's Investors Service, Standard & Poor's Ratings-Services, Fitch Ratings, Kroll Bond Rating Agency or any other nationally-recognized rating service. The Agency may, from time to time, choose to deal with fewer than all of these agencies as circumstances dictate.

In addition to general communication, the Chief Financial Officer shall: (1) meet with Credit Analysts periodically as requested, and (2) prior to each competitive or negotiated sale, offer conference calls with Agency analysts in connection with the planned sale.

- A. Board Communication – The Chief Financial Officer shall include in an annual report to the Finance and Audit Committee and the Board of Commissioners feedback from rating agencies and/or investors regarding the Agency's financial strengths and weaknesses and recommendations for addressing any weaknesses.
- B. Continuing Disclosure – The Agency shall remain in compliance with Rule 15c2-12 or any successor rule or regulation by filing its annual financial statements and other financial and operating data for the benefit of its bondholders within 270 days of the close of the fiscal year. The inability to make timely filings must be disclosed and would be a negative reflection on the Agency. While also relying on a timely audit and preparation of the Agency's annual report, the Chief Financial Officer will ensure the Agency's timely filing with each Nationally Recognized Municipal Securities Information Repository.
- C. Record-Keeping and Post-Issuance Compliance – A copy of all debt-related records shall be retained at the Agency’s offices. Consistent with the Agency’s tax compliance agreements and post-issuance compliance policy, at minimum, these records shall include all official statements, bid documents, bond documents/

transcripts, resolutions, trustee statements, leases, records related to expenditure and investment of bond proceeds, records related to periodic reviews of the use of bond financed facilities, and title reports for each Agency financing (to the extent available). To the extent possible, the Agency shall retain an electronic copy of each document.

- D. **Arbitrage Rebate** – The use of bond proceeds and their investments must be monitored to ensure compliance with all Internal Revenue Code arbitrage rebate requirements. The Chief Financial Officer shall ensure that all bond proceeds and investments are tracked in a manner which facilitates accurate calculation; and, if rebate is due, such payments are made.

### **Section 30.090            Donation and Gift Policy** (NEW effective 11/19/21)

A. **Policy.** It is the policy of the Agency that gifts and donations to the Agency are welcomed and encouraged. Gifts and donations are valued as expressions of individual support for the Agency’s mission and help to enhance its services, programs and facilities by supplementing federal, state, or contractual support.

B. **Types of Gifts.** The Agency accepts the following types of gifts and donations: cash, tangible personal property, publicly traded and recognizable securities, real estate, bequests, trust funds and annuities.

C. **Use of Gifts.** The President and CEO or Board of Commissioners will carefully consider the needs of the Agency and will use a gift where it determines it is most needed, so that all donations may directly and indirectly support the public purposes of the Agency. The Agency may choose not to accept a gift if the donor wishes to place limitations or restrictions on its use or disposal. The Agency may refuse any gift that does not sufficiently benefit the Agency, is in conflict with the Agency’s mission, puts the reputation of the Agency at risk, or is prohibited by law.

D. **Acceptance of Gifts.** The President and CEO may accept any gift or donation of the types described in Section B on behalf of the Agency. Other types of gifts and donations will be evaluated on a case-by-case basis by the Board of Commissioners

When processing each gift, the Agency will follow generally accepted accounting principles. The Agency takes no responsibility for valuing gifts for tax purposes or for the tax consequences to the donor.

All accepted gifts and donations become the property of the Agency. The Agency reserves the right to sell or otherwise dispose of non-monetary gifts, if the Board of Commissioners or President and CEO, determines that such sale or disposition is advisable or necessary.

E. **Documentation.** The Agency will retain a written receipt of each donation and gift identifying the name of the donor, the amount and the date of the donation or gift, and the nature of restriction on the gift, if any. The Agency will acknowledge each donation by letter, thanking the

donor. Donors who make a significant financial or material donation will receive a contemporaneous written acknowledgement of the donation from the Agency.

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 70 Personnel**

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**Section 70.010                      Personnel Decisions Review**

A.     Policy. It is the policy of the Agency to create and sustain the most effective and efficient work environment in the region. As a further way to ensure fairness and equity in personnel actions, it is the policy of the Agency to provide a one-level review and approval of all actions affecting the hiring, evaluation, issuance of raises, promotion, transfer and termination of individual Agency employees.

B.     Termination Appeal. The Agency offers a termination appeal process for any disciplinary action resulting in a preliminary decision to terminate an employee. To exercise this option, the employee must request an appeal hearing in writing. A hearing official is then selected and reviews any written or oral information presented by the employee at the hearing. The hearing official may also conduct interviews with other Agency employees prior to rendering a final decision in the matter.

**Section 70.020                      Compensation** *(Amended 9/26/08, 11/21/08, and 08/20/21)*

A.     Policy. *(Revised 9/26/08 and 08/20/21)* It is the policy of the Agency to maintain a compensation package, including both salary and benefits, to attract and retain outstanding employees. As a matter of routine, on an annual basis, the Talent Management Department will monitor, review and make recommendations concerning the Agency's compensation package. At least once every three years, the Talent Management Department will conduct a formal study, utilizing professional services as required, and prepare recommendations for Board approval.

The recommended compensation structure will be based upon industry and applicable labor market comparisons, as well as the Agency's financial condition. Management must use qualifications and performance as the basis for compensation decisions related to hiring, promotion, transfer, demotion, advancement within the range or other internal personnel movements. In addition, the Board establishes the contractual and compensation arrangements for the President & CEO, and Chief Audit Executive.

B. Additional Compensation (revised 9/26/08, 11/21/08, and 08/20/21) The President & CEO shall inform the Board of Commissioners before implementation of any bonuses, stipends, severance payments or incentive compensation for any employee that are above and beyond the standard practices and policies of the Agency's Talent Management Department. Any such payment shall be made only upon an opinion of the General Counsel that such payment is authorized under the Agency's Compact and in accordance with applicable law.

**Section 70.030 Drug and Alcohol** (Approved at February, 1999 Board Meeting & amended September 2001 and February 2006) (01/24/14 the Agency's Drug & Alcohol Policy & Plan, December 2013, Revision #8 was approved and the existing Section 70, Board Policy 70.030 was reaffirmed)

A. General. Metro is committed to preserving the highest possible safety standards both in the quality of its services and the safety of its passengers, employees, the general public and property. In support of this commitment and its commitment to a drug-free workplace, Metro has adopted the following policy to prohibit the illegal or inappropriate use, possession, manufacture or distribution of drugs and alcohol by Agency employees. Metro employees and employees of a transit contractor who hold a position that would be defined as safety-sensitive (covered employee) are subject to regulations issued pursuant to:

1. Federal Register 49 CFR Part 40: Procedures for Transportation Workplace Drug and Alcohol Testing Programs.
2. Federal Register 49 CFR Part 655: Prevention of Alcohol Misuse and Prohibited Drug Use in Transit Operations.
3. Coast Guard 46 CFR Part 4: Marine Casualties & Investigations.
4. Coast Guard 46 CFR Part 16: Chemical Testing.

B. Covered Employee: All covered employees are:

1. prohibited from being present on Metro property, reporting to work or performing work while that employee is under the influence of alcohol or has any controlled substance or other performance-impairing substance in his/her system;
2. prohibited from the consumption of alcohol within four (4) hours of the employees scheduled time to report to work, or within eight (8) hours following an accident or until the employee takes a post-accident alcohol and/or drug test, whichever occurs first;



3. required to submit to an alcohol and/or drug test when directed by Metro; and, prohibited from tampering or attempting to tamper with such alcohol and/or drug test; and,
4. required (49 CFR Part 655.21) to submit to drug testing for Marijuana, Cocaine, Opiates, Amphetamines and Phencyclidine. Use of these drugs is prohibited at all times. Therefore employees may be tested at any time while on duty, and within thirty-two (32) hours following an accident.

C. Responsibility Covered employees, under Federal Register 49 CFR Part 655.71 Controlled Substance Testing: Record keeping and Reporting Requirements and Metro's own authority are:

1. responsible for informing his/her physician when being prescribed medication(s) that is covered under the terms of this policy. The employee shall use medically authorized drugs or over the counter medications in a manner which will not impair on-the-job performance, and:
2. responsible to promptly report to his/her supervisor any observance or knowledge of another employee who poses a hazard to the safety and welfare of others, and;
3. required to notify his/her supervisor, within five (5) calendar days of any arrest or conviction for driving under the influence of alcohol or while intoxicated, or for the use possession, selling, purchase, manufacturing, distribution or transfer of a controlled substance or other performance impairing substance, and;
4. prohibited from using, possessing, selling, purchasing, manufacturing, distributing, or transferring alcoholic beverages or controlled substances or other performance-impairing substances while on duty or on Metro property.

D. Policy: It is the policy of the Agency that:

1. every covered employee complies with the Prohibited Drug and Alcohol Abuse Education and Testing Program which details Metro's program;
2. employees' understand that strict compliance with Metro's Alcohol and Drug Policy and Education and Testing Program is a condition of employment;
3. any violation will result in discipline in accordance with the applicable provision of Metro's Drug and Alcohol Policies and Procedures.

E. Management shall establish policies and procedures to fully comply with the letter and spirit of the applicable laws and regulations.

F. In adopting this policy, the Board of Commissioners recognizes that the Agency's workforce is a reflection of our society with all of its strengths and weaknesses. The abuse of drugs and alcohol is one of society's greatest problems. This policy is designed to provide an opportunity for our employees to resolve chemical dependency problems voluntarily through Agency-sponsored programs while assuring the highest possible safety standards in all of the Agency's operations.

*This policy is regulated by the Federal Register 49 CFR Part 40; Procedures for Transportation Workplace Drug and Alcohol Testing Programs, Federal Register 49 CFR 655; Prevention of Alcohol Misuse and Prohibited Drug use in Transit Operations; Coast Guard 46 CFR Part 4: Marine Casualties and Investigations and Coast Guard 46 CFR Part 16: Chemical Testing. In all instances Federal Register 49 CFR Parts 40 & 655 take precedent over the policies established by Metro. Federal Register 49 CFR Part 40: Procedures For Transportation Workplace Drug and Alcohol Testing Programs, and Federal Highway Administration, Federal Register 49 CFR Part 655.71 Controlled Substance Testing; Recordkeeping and Reporting Requirements.*

## **Section 70.040 Labor Relations**

A. Policy. It is the policy of the Board of Commissioners to provide management with broad goals for collective bargaining, taking into consideration the Agency's financial condition, future Agency financial viability, market forces, operating funds and capital resources. Management then establishes specific objectives, strategies and the framework for negotiations.

B. Responsibility. The responsibility for conducting labor negotiations rests with management. All information is kept strictly confidential during actual negotiations.

C. Approval. The Board approves all collective bargaining agreements negotiated by management. The Board also approves any new labor protective agreements required by funding sources.

## **Section 70.050 Employee's Pension & 401k) Retirement Savings Plans** (revised 04/27/18)

A. General (revised 6/26/09, 07/29/11, and 4/27/2018). The Bi-State Development Agency sponsors three defined benefit pension plans and one 401(k) Retirement Savings Plan for employees of the Agency. It is the responsibility of the Board of Commissioners to:

1. Appoint the Chairperson of the Salaried Administrative Pension Committee and authorize the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint non-standing Trustees from the Agency's management employees and retirees;
2. Oversee the funded status of the Plans;
3. Oversee Trustee administration of the Plans;
4. Approve Plan amendments, benefit formulas, and funding;
5. Review Plan investment policies, procedures and provisions.

B. Appointment of Trustees *(Revised 12/15/06, 6/26/09, 01/29/10, 07/29/11 and 4/27/2018).*

1. The Salaried Administrative Pension and 401(k) Plan Committee.

The Salaried Administrative Pension and 401(k) Plan Committee shall consist of four (4) standing Trustees – the Executive Director Metro Transit, the Vice President of Organizational Effectiveness, the Sr. Vice President Chief Financial Officer, and the General Counsel; and up to five (5) non-standing Trustees with expiring terms. The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the non-standing Trustees from among the Agency’s Salaried Plan management employees and retirees.

In order to provide continuity for expiring terms, initially one of the current non-standing Trustees shall be appointed for a term of one year, two shall be appointed for a term of two years, and two shall be appointed for a term of three years. Thereafter non-standing Trustees shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be eligible for re-appointment after serving two consecutive three (3) year terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

The General Counsel shall serve as Secretary to the Committee. The Vice President of Pension & Insurance shall serve as Assistant Secretary to the Committee, but shall not be a voting member of the Committee.

2. Amalgamated Transit Union (“ATU”) Employees’ Administrative Pension Plan Committee.

The Agency Trustees for the Amalgamated Transit Union (“ATU”) Administrative Pension Plan Committee shall consist of two (2) standing Trustees, the Vice President of Organizational Effectiveness and the Director of Labor Relations and one (1) non-standing Trustee with an expiring term and one (1) Alternate Trustee with an expiring term.

The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the non-standing Trustees for the Committee from among the Agency’s management employees.

In order to provide continuity for expiring terms, initially the current non-standing Trustee shall be appointed for a term of two years. Thereafter the

non-standing Trustee shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be eligible for re-appointment after serving two consecutive three (3) year terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

3. The International Brotherhood of Electrical Workers (“IBEW”) Administrative Pension Plan Committee.

Agency Trustees for the International Brotherhood of Electrical Workers (“IBEW”) Administrative Pension Plan Committee shall consist of two (2) standing Trustees; the Vice President of Organizational Effectiveness and the Director of Labor Relations; two (2) non-standing Trustees with expiring terms.

The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the two (2) non-standing Trustees from the Agency’s management employees.

In order to provide continuity for expiring terms, initially one of the current non-standing Trustees shall be appointed for a term of one year, and one shall be appointed for a term of two years. Thereafter non-standing Trustees shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be eligible for re-appointment after serving two consecutive three (3) year terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

The Vice President of Pension and Insurance shall be the liaison between the three Administrative Pension Committees and the Board of Commissioners.

The Board Audit, Finance and Administration Committee shall receive semi-annual investment reports and an annual briefing summary of the activities of the Administrative Pension Committees for all Plans.

The Trustees shall administer the Employees’ Pension & 401(k) Plans on the Board’s behalf. Meetings of the Board Audit, Finance and Administration Committee shall be held regularly, and a report on the financial condition of each Plan shall be made to the full Board at the following regularly scheduled Board of Commissioners meeting.

C. Investment Objectives (*revised 4/27/2018*). It is the policy of the Board of Commissioners to see that the sponsored pension plans are managed in a manner designed to fund each plan to the fullest extent feasible, consistent with the Board's other fiscal responsibilities. The Board adopts a goal to achieve and maintain a funded status at a minimum of 100% of each plan's Pension Benefit Obligation, through contributions and investments. Contributions to the plans will be based on the recommendation of the annual actuary as a result of the actuarial valuation conducted for each Plan.

This policy shall be carried out through investment policies, administered by all Plan Trustees consistent with Board Policy or the requirements of the applicable collective bargaining agreement.

D. Investment Return Objectives. The investment return objective for each Plan's total portfolio should be a real (inflation adjusted) annual rate of return as measured over a planning horizon that will meet the Plan actuarial assumption. The real rate of return may deviate from this expected level of return during any single measurement period.

E. Monitoring and Control Procedures. The Administrative Pension Committee for each Plan will meet at least once each quarter to receive reports on each Plan's performance, including:

1. Quarterly changes in the equity portfolio (composite characteristics) of each equity manager relative to historic pattern, volatility and style.
2. The quarterly investment performance of each equity portfolio manager compared to the performance of a broad universe of equity managers as well as a group of other managers following the same investment style.
3. Evaluate and determine whether the managers continue to satisfy the evaluation criteria as outlined in the Plan's Investment Policy.

F. Duties of each Administrative Pension Committee Trustees (*revised 4/27/2018*). The Administrative Pension Committee Trustees shall retain the services of an:

1. Actuarial Firm through a competitive bid or request for proposal process every five years. . The actuaries retained shall be Members of the Academy of Actuaries (MAAA), with a minimum five years consulting experience with Public Retirement Systems.
2. Auditing Firm to conduct an annual audit of the plan at the end of the plan year. The auditing firm shall be secured through a competitive bid process every five years. The Auditing firm retained shall be a Certified Public Accountant and have a minimum of five years' experience in public accounting.
3. Investment Advisor to regularly review the performance of each Plan's investment portfolio to:

- a. Recommend an investment policy for each plan designed to freely fund the Plan.
- b. Establish an asset allocation to provide adequate returns at an acceptable level of volatility, and, meet the liquidity needs of the Plan, i.e., expenses and retirement benefits payments.
- c. Provide Trustees objective performance information on investment managers to enable Trustees to make informed decisions on the selection and retention of investment managers.

The Administrative Pension Trustees may from time to time change the investment objective of the plans based on the recommendation of the Investment Advisor.

Investment Advisor Selection Criteria shall be:

- a. a minimum of ten years of investment consulting experience,
  - b. a \$10 billion client base;
  - c. no conflict of interest with brokerage firms or investment management products; and
  - d. a client base of public pension funds and, for the union plans, Taft-Hartley plan clients.
4. Attorney to provide legal advice to Administrative Pension Committee Trustees to ensure Plan compliance with state and federal mandated laws and regulations. Due to the complexity of the tax laws applicable to pension plans and the rules relating to governmental plans, the attorney retained shall have a practice including pension and employee benefit law and a minimum of ten years' experience in the specialty.
  5. Custodian and Record-keeper to maintain the assets of the Plans.
  6. Investment Managers - The Administrative Pension Committee will select Investment Managers based upon the following general selection criteria for prospective equity and fixed income managers.
    - a. Audited or otherwise verifiable performance and portfolio data.
    - b. Performance records of a sufficient duration to include a variety of economic and market environments; this would generally require at least 5 years of verifiable performance data for each Investment Manager.
    - c. Demonstration of a long-term record of performance superiority over other managers of the same style.
  7. Third Party Administrator (TPA) to administer the daily operations of the plans, including:
    - a. Quarterly Reporting

- b. Communications to Participants and Committees
- c. Pension Calculations and Review, based on detailed plan provision complexities
- d. Pension Database Maintenance
- e. Participant and Plan Sponsor Website

Due to the complexity of the BSD pension plans, the TPA must have extensive experience in pension plan administration, sophisticated administration software and an emphasis on internal and external communications.

The Administrative Pension Committees shall approve all disbursements from Plan funds, and oversee all administrative actions in accordance with the Plan document and applicable law and regulations (including, but not limited to, the provisions of the United States Internal Revenue Code applicable to qualified retirement plans).

G. Plan Structure (revised 6/26/09, 01/29/10 and 4/27/2018):

1. The Two Pension Plans for Hourly Employees cover full-time employees of Division 788, the Amalgamated Transit Union, Operations, & Maintenance Unit and Clerical Unit; and the International Brotherhood of Electrical Workers, Local 2 and Local 309.

The Hourly Employees' Pension Plans are collectively bargained and jointly trusted by an equal number of union and management representatives. The collective bargaining agreements govern the benefit formulas, plan amendments and Agency/employee funding levels. The Hourly Employees' Pension Plans require mandatory participation for eligible employees. Employees contribute a contractually negotiated portion of the actuarially recommended funding. All amendments to the Hourly Employees' Pension Plans are submitted to the Board of Commissioners and approval is granted through the ratification of the collective bargaining agreements.

2. The Pension Plan for Salaried Employees is a defined benefit plan covering all eligible full-time salaried employees.

The 401(k) Retirement Savings Plan provides a voluntary defined contribution plan for full-time salaried employees, full-time Paratransit Van Operators in the Division 788, Amalgamated Transit Union, Call-A-Ride Unit and all full-time IBEW employees; and an Agency funded defined contribution plan for full-time eligible salaried employees.

The Board of Commissioners shall approve Plan amendments.

H. Review and Revision of this Statement of Policy (revised 4/27/2018). The Board Audit, Finance and Administration Committee will periodically review these policies to ensure that they are still reflective of the Agency's pension Plans.

**Section 70.060**      **457(f) Deferred Compensation Plan** *(Approved 10/14/22)*

A. General. The Bi-State Development Agency sponsors a 457(f) Plan (the “457(f) Plan” or “Plan”), a discretionary, nonqualified, deferred compensation arrangement, pursuant to Section 457(f) of the Internal Revenue Code for select members of executive management of the Agency. The purpose of the Plan is to provide financial incentives in recruiting and maintaining highly qualified candidates for employment and encouraging existing qualified employees to continue to devote their best efforts to the Agency. It is the responsibility of the Board of Commissioners to:

1. Determine who is eligible for and who may participate in the Plan;
2. Administer and interpret the Plan, including making benefit determinations;
3. Retain agents to assist in the administration and management of the Plan and/or delegate duties to Agency staff or agents;
4. Determine the total annual amount of the discretionary contribution to the Plan, if any; and in connection therewith:
  - a. determine the amount, if any, to be allocated to the President and Chief Executive Officer and
  - b. determine the total amount, if any, to be allocated to all other eligible Agency Executives;
5. Determine the maximum amount that the President and Chief Executive Officer may defer under the Plan through salary reduction and determine the maximum amount all other eligible Agency Executives may defer under the Plan through salary reduction.
6. Determine the matching contribution percentage for salary deferrals made by the President and Chief Executive Officer.
7. Determine the matching contribution percentage for salary deferrals made by all other Agency Executives.
8. Make determinations as to the contribution credit date, vesting and earnings tracking, consistent with the Plan documents;
9. Approve Plan amendments; and
10. Review, adopt and amend Plan policies and procedures involved in administering the Plan.



The Executive Committee of the Board is designated to assume the above responsibilities of the Board unless specifically directed otherwise by the Board.

B. Eligible Executives. The 457(f) Plan is available to the Agency President and Chief Executive Officer and Executive Vice Presidents and such other executive management as the Board or its designee, the Executive Committee of the Board, may determine are appropriate in the future.

C. The 457(f) Plan Administrative Committee. The 457(f) Plan Administrative Committee (the “457(f) Committee” or “Committee”) is responsible for assisting in the administration of the Plan, including oversight for the process of determining the total annual amount that can be available for making award contributions for use in allocation to participants consistent with this Policy and the Plan and in setting the annual maximum salary deferral amounts and the matching contribution percentage for each participant. The 457(f) Committee shall consist of four (4) members – the Vice President of Talent Management, the Treasurer, the Director of Benefits, and the General Counsel. The Chair of the Board of Commissioners shall oversee the Committee and its operation.

The 457(f) Committee shall meet from time to time on the call of any Committee member. The Committee shall also meet at least semi-annually to receive reports on the performance of investments held by the Agency to track earnings. The Committee may consult with the plan record-keeper and other consultants in fulfilling its duties. The Board Audit, Finance and Administration Committee shall receive semi-annual investment reports and an annual briefing summary regarding investment performance as well as an annual report on Plan administration. The Committee shall provide a report on the Plan to the full Board at the regularly scheduled Board of Commissioners meeting following the Board Audit, Finance and Administration Committee review.

D. Elective Deferral Contributions and 457(f) Plan Award Contributions (Matching and Discretionary). Agency award contributions may be allocated as a discretionary contribution and shall be allocated as a match of participant salary deferrals, if any deferrals are made.

The discretionary award contribution amount for the President and Executive Officer, the matching percentage for the President and Chief Executive Officer and the matching percentage for eligible Agency Executives is at the discretion of the Board or its designee, the Executive Committee of the Board, consistent with the Plan and this Policy, as it may be amended from time to time. The Plan provides that the matching contribution shall comply with Proposed Treasury Regulation Section 1.457-12 which provides in subsection (e)(2) that the match must be structured so that the present value of the amount to be paid due to the deferral plus match must be more than 125% of the present value of the amount of the salary deferral. This has been interpreted to require a match of more than 25% of the salary deferral.

The Board or its designee, the Executive Committee of the Board, within the preceding calendar year, shall determine for the following calendar year, 1) the maximum salary deferral

contribution amount any participant may make, 2) the matching percentage for the President and Chief Executive Officer and 3) the matching percentage for eligible Agency Executives.

The Board or its designee, the Executive Committee of the Board, shall determine 1) the total annual discretionary award contribution amount and 2) the allocation of the annual discretionary award contribution amount for the President and Chief Executive Officer during the calendar year for which the allocation is made. After the Board or its designee, the Executive Committee of the Board, makes these two determinations, any remaining Agency discretionary Plan contribution amount may be allocated among all other eligible Agency Executives as determined by the President and Chief Executive Officer consistent with the Plan and this Policy, as it may be amended from time to time.

Although it is intended that the Agency Plan discretionary contribution be made annually, the availability of the necessary funding and other factors as to Agency operations will be considered by the Board or its designee, the Executive Committee of the Board, prior to a decision regarding any Plan contribution and/ or the amount of any Plan contribution. Similarly, the setting of the maximum salary deferral amount and the matching percentages by the Board or its designee, the Executive Committee of the Board, shall be subject to the same Agency funding and other factors.

E. 457(f) Plan Investment Funds for Use in Tracking Earnings. Plan participants may designate investment options but the assets remain titled in the name of the Agency, or in a trust established by the Agency, to hold the Agency funds subject to use restrictions. Approved investment options will be selected by the 457(f) Committee taking into account the following factors: the types of investment options available under the current 401(k) plan, as discussed in Board Policy 70.050, and the investment horizon under the Plan.

F. Review and Revision of this Statement of Policy. The Board Audit, Finance and Administration Committee will periodically review this policy to ensure it is still reflective of the Agency's 457(f) Plan for executive management.

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**Chapter 100. Compliance and Reporting Policy**

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**Section 100.010 Compliance and Reporting Policy Overview**

A. Policy (revised 09/27/19). It is the policy of the Agency to safeguard public funds and to ensure integrity in the delivery of public services. The Agency is committed to conducting its business with integrity and in compliance with all applicable laws. All Agency employees and contractors are expected and required to conduct their duties in compliance with all applicable laws, policies, rules, and regulations.

B. Purpose (revised 09/27/19). The purpose of this Compliance Policy (the “Policy”) is to detect and prevent fraud, illegal misconduct, unethical conduct, inefficiency, and waste in the programs and operations of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”). The General Counsel and the Director of Corporate Compliance and Ethics (the “Director) have the duty to investigate allegations of fraud, illegal misconduct, unethical conduct, waste, and inefficiency on the part of Agency employees, contractors, and programs. Suspected fraud, waste, illegal misconduct, unethical conduct, and inefficiency can be reported on-line or by calling the BSD Compliance and Fraud Helpline (the “Helpline”), or submitting a written report as outlined in this Chapter.

**Section 100.020 Reporting**

A. Policy (revised 09/27/19). It is the policy of the Agency that every Agency employee shall have the right to report, in good faith, and in accordance with this Chapter

and BSD's Employee Code of Conduct and Ethics (the "Code"), to the Agency's General Counsel or the Director, information concerning an improper agency action.

To assist such reporting, this Chapter provides Agency employees and contractors a process for reporting improper action, protection from retaliatory action for reporting and cooperating in the investigation, and/or prosecution of improper action in good faith in accordance with this Chapter and the Code. While employees and contractors are encouraged to report improper action directly to their immediate supervisors, the Agency recognizes that there are instances where this may not be an option. To this end, this Chapter provides for a reporting mechanism, including the Helpline, directly to the Director or the General Counsel.

B. Appropriate Reporting Officials (revised 09/27/19). Reports may be made to the contractor's or employee's supervisor, the Agency's President and CEO, the Agency's General Counsel, or the Director. Reports may also be made anonymously utilizing the Agency's Helpline or by submitting a written report. In the case of reports made directly to an Agency supervisor or the President and CEO, they shall promptly communicate the report to the Director or the General Counsel. The report will be transcribed verbatim into an on-line report on the Helpline. If the allegation of improper Agency action relates to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the Director or the General Counsel shall furnish a copy of the report or summary of the allegation to the Audit, Finance, and Administration Committee of the Board of Commissioners.

C. Confidentiality (revised 09/27/19). If an employee or contractor chooses to remain anonymous when submitting a written report on-line or when calling the Helpline, no attempt will be made to discover the employee's or contractor's identity. To the extent allowed by law, the identity of an employee or contractor reporting information about an improper action shall be kept confidential unless the employee or contractor waives confidentiality in writing.

D. Protection for Reporting (revised 09/27/19). Employees or contractors, who act in good faith and in compliance with this Policy, are protected from interference in or retaliation for reporting improper actions or cooperating in an investigation or resulting proceedings. To the extent allowed by law, the identity of employees or contractors providing information about improper actions shall remain confidential, unless the employees or contractors waive the right, in writing.

E. Employee and Contractor Protections and Protected Conduct (revised 09/27/19).

1. The following conduct by employees and contractors is protected if carried out in good faith under the Code and this Chapter:

- a. Reporting alleged improper action pursuant to the provisions of this Policy this Chapter, or the Code, and reporting violations of criminal laws to the appropriate law enforcement officials;
- b. Cooperating in an investigation by the General Counsel, the Director, or their Designee, or an Investigating Official related to the improper action; and/or
- c. Testifying in a proceeding or prosecution arising out of an improper action.

2. No Agency officer or employee shall retaliate against any employee or contractor because such employee or contractor proceeded or is proceeding in good faith in accordance with this Chapter.

F. Penalty. Any Agency officer or employee who engages in prohibited retaliatory action is subject to discipline by suspension without pay, demotion or termination.

G. Periodic Restatement (revised 09/27/19). Upon entering Agency service and at least once each year thereafter, every Agency officer and employee shall receive a written summary of this Chapter, the procedures for reporting improper actions, the procedures for obtaining the protections extended, and the prohibition against retaliation in this Section. This requirement will be met by annually publishing the Code to all Agency officers and employees for required reading and attestation. The Director shall ensure that such summaries are distributed and that copies are posted where all employees will have reasonable access to them.

### **Section 100.030 Investigations**

A. Investigation (revised 09/27/19). Within 30 days after receiving information about an improper action from an agency employee or contractor, the General Counsel, the Director, or their Designee shall conduct a preliminary investigation, and prepare a written summary of the investigation, which may include matters for further research, investigation, or inquiry. In the case of an allegation relating to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the investigation shall be conducted or overseen by the Audit, Finance, & Administration Committee or the Board of Commissioners. The General Counsel will provide a report to the Board of Commissioners or a Committee established by the Board of Commissioners to review ethics concerns if further action is warranted or if the investigation pertains to conduct of a member of the Board of Commissioners.

B. Completion of Investigation and Reports (revised 09/27/19). Upon completion of the investigation, the General Counsel or the Director shall notify the complainant in writing through their Helpline report of any determinations made. The General Counsel or the Director shall have no obligation to provide an investigation determination under

this Section if the complainant, who has filed a written report, chooses to remain anonymous. If the General Counsel or the Director determine that an improper Agency action has occurred, he or she shall report the nature and details of the action to the President and CEO; or to the head of the department with responsibility for the action unless such department head is implicated; and to such other governmental officials or agencies as the General Counsel deems appropriate.

C. Closure (revised 09/27/19). The General Counsel or the Director may close an investigation at any time if he or she determines that no further action is warranted and shall so notify the complainant

### **Section 100.040 Reporting Helpline**

A. Helpline (revised 09/27/19). The Agency has established a dedicated Compliance and Fraud Helpline service as an external and independent reporting mechanism for reporting suspected improper action on the part of Agency employees, officers, vendors, or independent contractors. To report illegal or unethical conduct, fraud, inefficiency, or waste, either by-name or anonymously, call toll free 855-465-2457 (85-LINK2HLP), 24 hours a day, seven days a week. A Helpline Agent will answer and document the report, including verifying the report's content with the complainant. Reports can be submitted on-line through the Helpline's secure website <http://www.EthicsPoint.com>.

B. Scope (revised 09/27/19). The Helpline authority extends only to Agency resources and activities. Any type of fraudulent or illegal activity involving private businesses with no contractual relationship with the Agency or governmental agencies other than the Agency should be reported to the appropriate law enforcement authorities.

C. False Accusations (revised 09/27/19). The Agency will consider it a serious violation of Agency policy for employees to intentionally make false accusations. Such false accusations may result in disciplinary action, up to and including termination, against the accuser. All reports to the Agency Compliance Program and the Helpline should be made in good faith and with the best of intentions.

### **Section 100.050 Definitions**

As used in Chapter 100, the following terms shall have these meanings:

A. "Investigating Official" means the Agency's General Counsel, or a member of the staff or designee of the General Counsel. (Revised 09/27/19)

B. "Employee" means a member of the Board of Commissioners, any person employed by the Agency, whether in a permanent or temporary position, including full-time, part-time, and intermittent workers.

C. "Contractor" means any vendor, contractor, or sub-contractor and all associated employees directly and/or indirectly conducting business with the Agency. (Revised 09/27/19)

D. 1. "Improper action" means any action by a member of the Board of Commissioners, an Agency officer, employee, vendor, or contractor that is undertaken, in the case of an officer or employee, in the performance of such person's official duties, whether or not the action is within the scope of employment, and, in the case of a vendor or contractor, in connection with activities in connection with such person's contract with the Agency, which:

- a. Violates any local, state or federal law, or Agency policy, or
- b. Constitutes an abuse of authority, or
- c. Creates a substantial or specific danger to the public health or safety, or
- d. Results in a waste of public funds.

2. "Improper action" does not mean personnel actions, including but not limited to: employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, reprimands, violations of collective bargaining or civil service laws, or alleged violations of agreements with labor organizations under collective bargaining.

3. A properly authorized Agency program or activity does not become an improper action because an employee or Investigating Official dissents from the Agency policy or considers the program, activity, ,or expenditures unwise. (Revised 09/27/19)

E. "Retaliate," (and its kindred nouns, "retaliation" and "retaliatory action") means to make, because of an activity protected under this Chapter, any unwarranted adverse change in a person's status or the terms and conditions of such status including, but not limited to, denial of adequate staff to perform duties; frequent staff changes; frequent and undesirable office changes; refusal to assign meaningful work; unsubstantiated letters of reprimand or unsatisfactory performance evaluations; demotion, reduction in pay; denial of promotion; transfer or reassignment; suspension or dismissal; or other unwarranted disciplinary action.

F. "President and CEO" means the President and CEO of the Agency. (Revised 09/27/19)

### **Section 100.060 Reporting and Adjudicating Retaliation**

A. Complaint (revised 09/27/19). In order to seek relief, a person who believes such person has been retaliated against in violation of this Chapter must file a Retaliation incident report on the Helpline within 30 days of the occurrence alleged to constitute

retaliation. The complaint must be filed on the Helpline and must specify the alleged retaliatory action and the relief requested.

B. Investigation and Response (revised 09/27/19). The General Counsel, the Director, or their designee shall conduct an independent investigation of the complaint and will notify the head of the department in which the retaliation is alleged to have occurred. If the department head is alleged to have retaliated in violation of this Chapter, the President and CEO shall be notified. The General Counsel or the Director shall ensure that the complainant is provided a response within 30 days after the filing of the retaliation complaint.



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**Chapter 10. Board of Commissioners**

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**Section 10.010 Agency Compact and Implementing Statutes**

**Section 10.010.1 Agency Compact**

COMPACT BETWEEN MISSOURI AND ILLINOIS CREATING THE BI-STATE DEVELOPMENT AGENCY AND THE BI-STATE METROPOLITAN DISTRICT.

The states of Missouri and Illinois enter into the following agreement:

## ARTICLE I

They agree to and pledge each to the other faithful cooperation in the future planning and development of the Bi-State metropolitan district, holding in high trust for the benefit of its people and of the nation the special blessings and natural advantages thereof.

## ARTICLE II

To that end the two states create a district to be known as the “Bi-State Metropolitan Development District” (herein referred to as “The District”) which shall embrace the following territory: The city of St. Louis and the counties of St. Louis and St. Charles and Jefferson in Missouri, and the counties of Madison, St. Clair, and Monroe in Illinois.

## ARTICLE III

There is created “The Bi-State Development Agency of the Missouri-Illinois Metropolitan District” (herein referred to as “The Bi-State Agency”) which shall be a body corporate and politic. The Bi-State agency shall have the following powers:

- (1) To plan, construct, maintain, own and operate bridges, tunnels, airports and terminal facilities and to plan and establish policies for sewage and drainage facilities;
- (2) To make plans for submission to the communities involved for coordination of streets, highways, parkways, parking areas, terminals, water supply and sewage and disposal works, recreational and conservation facilities and projects, land use pattern and other matters in which joint or coordinated action of the communities within the areas will be generally beneficial;
- (3) To charge and collect fees for use of the facilities owned and operated by it;
- (4) To issue bonds upon the security of the revenues to be derived from such facilities; and, or upon any property held or to be held by it;
- (5) To receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; or by the federal government or any agency or officer thereof;
- (6) To disburse funds for its lawful activities, and fix salaries and wages of its officers and employees;
- (7) To perform all other necessary and incidental functions; and
- (8) To exercise such additional powers as shall be conferred on it by the legislature of either state concurred in by the legislature of the other or by act of congress.

No property now or hereafter vested in or held by either state, or by any county, city, borough, village, township or other political subdivision, shall be taken by the Bi-State agency without the authority or consent of such state, county, city, borough, village, township or other political subdivision, nor shall anything herein impair or invalidate in any way any bonded indebtedness of such state, county, city, borough, village, township or other political subdivision, nor impair the provisions of law regulating the payment into sinking funds of revenues derived from municipal property, or dedicating the revenues derived from any municipal property to a specific purpose.

Unless and until otherwise provided, it shall make an annual report to the governor of each state, setting forth in detail the operations and transactions conducted by it pursuant to this agreement and any legislation there under.

Nothing contained in this compact shall impair the powers of any municipality to develop or improve terminal or other facilities.

The Bi-State agency shall from time to time make plans for the development of the district; and when such plans are duly approved by the legislatures of the two states, they shall be binding upon both states with the same force and effect as if incorporated in this compact.

The Bi-State agency may from time to time make recommendations to the legislatures of the two states or to the Congress of the United States, based upon study and analysis, for the improvement of transportation, terminal, and other facilities in the district.

The Bi-State agency may petition any interstate commerce commission (or like body), public service commission, public utilities commission (or like body), or any other federal, municipal, state or local authority, administrative, judicial or legislative, having jurisdiction in the premises, for the adoption and execution of any physical improvements, change in method, rate of transportation, system of handling freight, warehousing, docking, lightering, or transfer of freight, which, in the opinion of the Bi-State agency, may be designed to improve or better the handling of commerce in and through the district, or improve terminal and transportation facilities therein. It may intervene in any proceeding affecting the commerce of the district.

#### ARTICLE IV

The Bi-State agency shall consist of ten commissioners, five of whom shall be resident voters of the state of Missouri and five of whom shall be resident voters of the state of Illinois. All commissioners shall reside within the Bi-State district, the Missouri members to be chosen by the state of Missouri and the Illinois members by the state of Illinois in the manner and for the terms fixed by the legislature of each state except as herein provided.

#### ARTICLE V

The Bi-State agency shall elect from its number a chairman, a vice chairman, and may appoint such officers and employees as it may require for the performance of its duties, and shall fix and determine their qualifications and duties.

Until otherwise determined by the legislatures of the two states no action of the Bi-State agency shall be binding unless taken at a meeting at which at least three members from each state are present, and unless a majority of the members from each state present at such meeting shall vote in favor thereof. Each state reserves the right hereafter to provide by law for the exercise of the veto power by the governor thereof over any action of any commissioner appointed there from.

Until otherwise determined by the action of the legislature of the two states, the Bi-State agency shall not incur any obligations for salaries, office or other administrative expenses, prior to the making of appropriations adequate to meet the same.

The Bi-State agency is hereby authorized to make suitable rules and regulations not inconsistent with the constitution or laws of the United States or of either state, or of any political subdivision thereof, and subject to the exercise of the power of congress, for the improvement of the district, which when concurred in or authorized by the legislatures of both states, shall be binding and effective upon all persons and corporations affected thereby.

The two states shall provide penalties for violations of any order, rule or regulation of the Bi-State agency, and for the manner of enforcing same.

#### ARTICLE VI

The Bi-State agency is authorized and directed to proceed with the development of the district in accordance with the articles of this compact as rapidly as may be economically practicable and is vested with all necessary and appropriate powers not inconsistent with the constitution or the laws of the United States or of either state, to effectuate the same, except the power to levy taxes or assessments.

It shall render such advice, suggestion and assistance to all municipal officials as will permit all local and municipal improvements, so far as practicable, to fit in with the plan.

#### ARTICLE VII

In witness thereof, we have hereunto set our hands and seals under authority vested in us by law.

\_\_\_\_\_  
(Signed) In the presence of:

\_\_\_\_\_  
(Signed)

*RSMo Section 70.370; 45 ILCS 100/1  
Ratified by Congress, 64 Stat. 568 (January 3, 1950)*

## **Section 10.010.2 Compact Amendment: Additional Power**

### *Additional powers of Bi-State agency.--*

In further effectuation of that certain compact between the states of Missouri and Illinois heretofore made and entered into on September 20, 1949, the Bi-State Development Agency created by and under the aforesaid compact, is authorized to exercise the following powers in addition to those heretofore expressly authorized by the aforesaid compact:

1. To acquire by gift, purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, airports, wharves, docks, harbors, and industrial parks adjacent to and necessary and convenient thereto, bridges, tunnels, warehouses, grain elevators, commodity and other storage facilities, sewage disposal plants, passenger transportation facilities, and air, water, rail, motor vehicle and other terminal or parking facilities;

2. To acquire by gift, purchase or lease; to plan, construct, operate, maintain, or lease to or contract with others for operation and maintenance; or lease, sell or otherwise dispose of to any person, firm or corporation, subject to such mortgage, pledge or other security arrangements that the Bi-State Development Agency may require, facilities for the receiving, transferring, sorting, processing, treatment, storage, recovery and disposal of refuse or waste, and facilities for the production, conversion, recovery, storage, use, or use and sale of refuse or waste derived resources, fuel or energy and industrial parks adjacent to and necessary and convenient thereto;

3. To contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Bi-State agency, or owned or operated by any such municipality or other political subdivision;

4. To borrow money for any of the authorized purposes of the Bi-State Development Agency and to issue the negotiable notes, bonds or other instruments in writing of the Bi-State Development Agency in evidence of the sum or sums to be borrowed;

5. To issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing;

6. To provide that all negotiable notes, bonds or other instruments in writing issued either pursuant to subdivision (4) or pursuant to subdivision (5) hereof shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned or operated or owned and operated by the Bi-State Development Agency, or out of any other resources of the Bi-State Development Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Bi-State Development Agency. All notes, bonds or other instruments in writing issued by the Bi-State Development

Agency as herein provided shall mature in not to exceed thirty years from the date thereof, shall bear interest at a rate not exceeding fourteen percent per annum, and shall be sold for not less than ninety-five percent of the par value thereof. The Bi-State Development Agency shall have the power to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof, and shall have power to enter into covenants with the holders of such notes, bonds or other instruments in writing, not inconsistent with the powers herein granted to the Bi-State Development Agency, without further legislative authority;

7. To condemn any and all rights or property, of any kind or character, necessary for the purposes of the Bi-State Development Agency, subject, however, to the provisions of the aforesaid compact; provided, however, that no rights or property of any kind or character, now or hereafter owned, leased, controlled, operated or used, in whole or in part, by any common carrier engaged in interstate commerce or by any grain elevator, shall be taken or appropriated by the Bi-State Development Agency without first obtaining the written consent and approval of such common carrier or of the owner or operator of such grain elevator. If the property to be condemned be situated in the state of Illinois, the said agency shall follow the procedure of the act of the state of Illinois providing for the exercise of the right of eminent domain, and if the property to be condemned be situated in the state of Missouri, the said agency shall follow the procedure provided by the laws of the state of Missouri for the appropriation of land or other property taken for telegraph, telephone or railroad rights-of-way;

8. To contract and to be contracted with, and to sue and to be sued in contract;

9. To issue bonds for industrial, manufacturing or commercial facilities located within the Bi-State metropolitan district upon the security of the revenue to be derived from such facilities; and, or upon any property held or to be held by it.

*RSMo Section 70.373; 45 ILCS 110/1*

*Ratified by Congress January 7, 1959; further amended and ratified by Congress January 3, 1985*

### **Section 10.010.3 Compact Amendment: Safety and Order**

*Power to employ persons to enforce rules--power of personnel, jurisdiction--issuance of citation--procedure upon arrest-- training--agency may adopt rules--violation of rules, penalty.—*

1. The Bi-State Development Agency shall have the power to employ or appoint personnel to maintain safety and order and to enforce the rules and regulations of the agency upon the public mass transportation system, passenger transportation facilities, conveyances, and other property that the agency may own, lease, or operate, except Bi-State may only employ peace officers through contracts with law enforcement agencies within the Bi-State service area. The board of commissioners of the Bi-State Development Agency shall determine the qualifications and duties of such personnel, subject to the limitations set forth in this section.

2. All persons designated under subsection 1 of this section by the Bi-State Development Agency to serve as personnel shall have the power to give warnings or to issue citations for violations of the rules and regulations of the agency and for any violation of section 70.441\* (or a similar section under Illinois law) to request identification from those violators, and to remove those violators from the passenger transportation facilities or other property owned, leased or operated by the agency. All contracted personnel who are certified as peace officers shall also have the power to detain and to make arrests for the purpose of enforcing the rules and regulations of the agency and the provisions of section 70.441\* (or a similar section under Illinois law). The personnel designated by the Bi-State Development Agency under subsection 1 of this section are authorized to use only the equipment that is issued by the agency, and only while in the performance of their duties or while in direct transit to or from a duty assignment on the passenger transportation facilities and conveyances owned, controlled, or operated by the agency. No personnel shall be issued any weapons, which can cause bodily harm.

3. The jurisdiction of the personnel designated by the Bi-State Development Agency under subsection 1 of this section shall be limited to passenger transportation facilities and conveyances (including bus stops) owned, controlled, or operated by the agency, but this restriction shall not limit the power of such persons to make arrests throughout the area in which the agency operates any public mass transportation system for violations committed upon or against those facilities from within or outside those facilities while such personnel are in hot or close pursuit of the violator. Nothing contained in this section shall either:

(1) Relieve either signatory state or any political subdivision or agency of those states from its duty to provide police, fire, and other public safety service and protection; or

(2) Limit, restrict or interfere with the jurisdiction of or the performance of duties of existing police, fire, and other public safety agencies.

4. A citation issued by personnel designated under subsection 1 of this section shall be considered a release on the personal recognizance of the violator, provided that the citation shall contain a time and date for the appearance of the violator in circuit court to contest or admit the charges. Any violator failing to appear in circuit court when required to do so shall be subject to arrest upon order of the court. The circuit court may establish a schedule for the amount of fines for violations of section 70.441 (or a similar section under Illinois law). The court shall allow for the payment of the fine and court costs by mail instead of a court appearance for a violation in which the only penalty authorized by this section or section 70.441 is a fine.

5. Those designated as personnel under subsection 1 of this section shall, upon the apprehension or arrest of any person, either issue a summons or citation against the person or deliver the person to the duly constituted police or judicial officer of the signatory state or political subdivision where the arrest is made, for disposition as required by law.

6. The Bi-State Development Agency shall provide for the training of personnel designated under subsection 1 of this section by the agency, and for this purpose the agency may enter into contracts or agreements for security training. The training requirements for

personnel of the agency that are given the power of arrest shall be as provided by state law and by regulation of the state agency or official designated by the state to establish those regulations.

7. The Bi-State Development Agency shall have the power to enter into agreements with the signatory states, their political subdivisions, the public safety agencies located in those states, and agencies of the federal government for mutual assistance and for the delineation of the functions and responsibilities between those designated as personnel under subsection 1 of this section and the duly constituted police, fire and other public safety agencies.

8. The Bi-State Development Agency shall have the power to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances and for the proper conduct by all persons making use of its facilities and conveyances, including its parking lots and all property used by the public. Notwithstanding the provisions of article V of the compact creating the Bi-State Development Agency, any rules and regulations adopted under this subsection need not be concurred in or specifically authorized by the legislatures of either state. In the event that any such rules and regulations of the Bi-State Development Agency contravene the laws, rules or regulations of a signatory state or its agency, the laws, rules and regulations of the signatory state or its agency shall apply, and the conflicting portions of the rules or regulations of the Bi-State Development Agency shall be void within the jurisdiction of that signatory state. In the event that any rules or regulations of the Bi-State Development Agency contravene the ordinances of any political subdivisions of the signatory states, the conflicting ordinances shall be void in or upon all agency passenger transportation facilities and conveyances. The rules and regulations of the Bi-State Development Agency shall be uniform whenever possible throughout the area in which any passenger transportation facility or conveyance of the agency is located. The rules and regulations, and the amounts of fines for their violation adopted by the Bi-State Development Agency shall be adopted by the agency's board of commissioners in accordance with all standards of due process, including, but not limited to, the holding of public hearings and subsequent publication of the agency rules and regulations and the amounts of fines for their violation in a manner designed to make them readily available to the public.

9. Unless a greater penalty is provided by the laws of the signatory states, any violation of the rules and regulations of the agency shall constitute an infraction for which the authorized punishment shall be a fine of not less than twenty-five dollars and not greater than two hundred fifty dollars, in addition to court costs.

10. The board of commissioners of the Bi-State Development agency shall establish the amount of fines for each violation of the rules and regulations of the agency within the limits of subsection 9 of this section.

11. Judges and clerks of the circuit courts having jurisdiction in the signatory states shall have the authority to impose, collect and enforce penalties for, and for failure to pay fines for, violations of the rules and regulations of the agency in the same manner as penalties are imposed, collected and enforced in the respective signatory states.

*RSMo Section 70.378; 45 ILCS 110/5  
Ratified by Congress January 3, 1996*



#### **Section 10.010.4      Implementing Statutes**

[Note: The following statutes are essentially identical for Missouri and Illinois; differences between the two states' statutes are indicated by bracketed language or ellipsis where non-substantive language was omitted.]

##### *Commissioners; appointment*

Within ninety days after this act becomes effective the governor shall, by and with the advice and consent of the Senate, appoint five commissioners of the Bi-State Development Agency created by compact between the states of Missouri and Illinois. If the Senate is not in session at the time for making any appointment, the Governor shall make a temporary appointment as in case of a vacancy. All commissioners so appointed shall be qualified voters of the State of [Missouri/Illinois] and shall reside within the Bi-State Development District established by the compact.

*RSMo Section 70.380; 45 ILCS 105/1*

##### *Term*

Of the commissioners first appointed one shall be appointed to serve for a term of one year, one for two years, one for three years, one for four years and one for five years. At the expiration of the term of each commissioner and of each succeeding commissioner, the governor shall, by and with the advice and consent of the senate, appoint a successor who shall hold office for a term of five years if such successor is appointed to fill a commissioner position described in subsection 1 of this section. If a commissioner is appointed to fill the commissioner position described in subsection 2 of this section, then such commissioner shall hold office for a term of three years. Each commissioner shall hold office until his or her successor has been appointed and qualified.

*RSMo Section 70.390;*

Of the Commissioners first appointed one shall be appointed to serve for a term of one year, one for two years, one for three years, one for four years and one for five years from the third Monday in January following his appointment. At the expiration of the term of each commissioner and of each succeeding commissioner, the governor shall, by and with the advice and consent of the Senate, appoint a successor who shall hold office for a term of five years. Each commissioner shall hold office until his successor has been appointed and qualified. One Commissioner shall be designated as chairman of the Illinois delegation.

*45 ILCS 105/2*

##### *Vacancies*

Vacancies occurring in the office of any commissioner shall be filled by appointment by the Governor, by and with the advice and consent of the Senate, for the unexpired term. In any case

of vacancy, while the Senate is not in session, the Governor shall make a temporary appointment until the next meeting of the Senate, when he shall nominate some person to fill such office.

*RSMo Section 70.400; 45 ILCS 105/3*

#### *Compensation*

The commissioners shall serve without compensation but shall be entitled to be reimbursed for the necessary expenses incurred in the performance of their duties.

*RSMo Section 70.410; 45 ILCS 105/4*

#### *Powers and duties*

The commissioners shall have the powers and duties and be subject to the limitations provided for in the compact entered into between the two States, and together with five commissioners from the State of [Missouri/Illinois] shall form the “Bi-State Development Agency”.

*RSMo Section 70.420; 45 ILCS 105/5*

#### *Conference by communications equipment*

Conference by communications equipment. The commissioners of the Bi-State Development Agency may participate in a committee or board meeting by conference telephone or other communication equipment if all persons attending the meeting, including the general public, can hear and communicate with the commissioners when appropriate. Participation in a committee or board meeting in this manner by a commissioner shall constitute presence in person at the meeting. [The committee or board meetings referenced herein shall be considered public meetings subject to chapter 610, RSMo, and shall be reasonably accessible to the public.]

*RSMo Section 70.421; 45 ILCS 105/9*

#### *Violations*

(a) As used in this Section, the following terms have the following meanings:

1. “Agency” means the Bi-State Development Agency created by the Bi-State Development Compact Act.
2. “Conveyance” includes a bus, paratransit vehicle, light rail vehicle, rapid transit car or train, locomotive, or other vehicle used or held for use by the Agency as a means of transportation of passengers.
3. “Facilities” include all property and equipment, including, without limitation, rights of way and related trackage, rails, signals, power, fuel, communication

and ventilation systems, power plants, stations, terminals, signage, storage yards, depots, repair and maintenance shops, yards, offices, parking lots, and other real estate or personal property used or held for or incidental to the operation, rehabilitation, or improvement of any public mass transportation system of the Agency.

4. “Person” means any individual, firm, co-partnership, corporation, association, or company.

5. “Sound production device” includes, but is not limited to, any radio receiver, phonograph, television receiver, musical instrument, tape recorder, cassette player, speaker device, and any sound amplifier.

(b) In interpreting or applying this Section, the following apply:

1. Any act otherwise prohibited by this Section is lawful if specifically authorized by agreement, permit, license, or other writing duly signed by an authorized officer of the Agency or if performed by an officer, employee, or designated agent of the Agency acting within the scope of his or her employment or agency.

2. Rules shall apply with equal force to any person assisting, aiding, or abetting another, including a minor, in any of the acts prohibited by the rules or assisting, aiding, or abetting another in the avoidance of any of the requirements of the rules.

3. The singular shall mean and include the plural; the masculine gender shall mean the feminine and the neuter genders; and vice versa.

(c) No person shall use or enter upon the conveyances of the Agency without payment of the fare or other lawful charges established by the Agency. Any person or any conveyance must have properly validated fare media in his or her possession. This ticket must be valid to or from the station the passenger is using and must have been used for entry for the trip when being taken.

(d) No person shall use any token, pass, badge, ticket, document, transfer, card, or fare media to gain entry to the facilities or conveyances of or make use of the services of the Agency, except as provided, authorized, or sold by the Agency and in accordance with any restriction on its use imposed by the Agency.

(e) No person shall enter upon parking lots designated by the Agency as requiring payment to enter, either by electronic gate or parking meters, where the cost of the parking fee is visibly displayed at each location, without payment of those fees or other lawful charges established by the Agency.

(f) Except for employees of the Agency acting within the scope of their employment, no person shall sell, provide, copy, reproduce, produce, or create any version of any token, pass, badge, ticket, document, transfer, card, or any other fare media or otherwise authorize access to or use of the facilities, conveyances, or services of the Agency without the written permission of an authorized representative of the Agency.

(g) No person shall put or attempt to put any paper, article, instrument, or item, other than a token, ticket, badge, coin, fare card, pass, transfer, other access authorization, or other fare media issued by the Agency and valid for the place, time, and manner in which used, into any fare box, pass reader, ticket vending machine, parking meter, parking gate, or other fare collection instrument, receptacle, device, machine, or location.

(h) Tokens, tickets, fare cards, badges, passes, transfers, or other fare media that have been forged, counterfeited, imitated, altered, or improperly transferred or that have been used in a manner inconsistent with this Section shall be confiscated.

(i) No person may perform any act that would interfere with the provision of transit service or obstruct the flow of traffic on facilities or conveyances or that would in any way interfere or tend to interfere with the safe and efficient operation of the facilities or conveyances of the Agency.

(j) All persons on or in any facility or conveyance of the Agency shall:

1. Comply with all lawful orders and directives of any Agency employee acting within the scope of his or her employment.

2. Obey any instructions on notices or signs duly posted on any Agency facility or conveyance.

3. Provide accurate, complete, and true information or documents requested by Agency personnel acting within the scope of their employment and otherwise in accordance with law.

(k) No person shall falsely represent himself or herself as an agent, employee, or representative of the Agency.

(l) No person on or in any facility or conveyance shall:

1. Litter, dump garbage, liquids, or other matter, or create a nuisance, hazard, or unsanitary condition (including, but not limited to, spitting or urinating, except in facilities provided).

2. Drink any alcoholic beverage or possess any opened or unsealed container of alcoholic beverage, except on premises duly licensed for the sale of alcoholic beverages, such as bars and restaurants.

3. Enter or remain in any facility or conveyance while his or her ability to function safely in the environment of the Agency transit system is impaired by the consumption of alcohol or by the taking of any drug.

4. Loiter or stay on any facility of the Agency.

5. Consume foods or liquids of any kind, except in those areas specifically authorized by the Agency.

6. Smoke or carry an open flame or lighted match, cigar, cigarette, pipe, or torch, except in those areas or locations specifically authorized by the Agency.

7. Throw or cause to be propelled any stone, projectile, or other article at, from, upon, or in a facility or conveyance.

(m) No weapon or other instrument intended for use as a weapon may be carried in or on any facility or conveyance, except for law enforcement personnel. For these purposes, a “weapon” includes, but not limited to, a firearm, switchblade knife, sword, any instrument of any kind known as a blackjack, billy club, or club, sandbag, metal knuckles, leather bands studded with metal, wood impregnated with metal filings or razor blades, except that this subsection shall not apply to a rifle or shotgun that is unloaded and carried in any enclosed case, box, or other container that completely conceals the item from view and identification as a weapon.

(n) No explosives, flammable liquids, acids, fireworks, or other highly combustible materials or radioactive materials may be carried on or in any facility or conveyance, except as authorized by the Agency.

(o) No person, except as specifically authorized by the Agency, shall enter or attempt to enter into any area not open to the public, including, but not limited to, motorman’s cabs, conductor’s cabs, bus operator’s seat location, closed-off areas, mechanical or equipment rooms, concession stands, storage areas, interior rooms, tracks, roadbeds, tunnels, plants, shops, barns, train yards, garages, depots, or any area marked with a sign restricting access or indicating a dangerous environment.

(p) No person may ride on the roof, the platform between rapid transit cars, or on any other areas that are outside any rapid transit car or bus or other conveyance operated by the Agency.

(q) No person shall extend his or her hand, arm, leg, head, or other part of his or her person or extend any item, article, or other substance outside of the window or door of a moving rapid transit car, bus, or other conveyance operated by the Agency.

(r) No person shall enter or leave a rapid transit car, bus or other conveyance operated by the Agency except through the entrances and exits provided for that purpose.

(s) No animals may be taken on or into any conveyance or facility except the following:

1. An animal enclosed in a container, accompanied by the passenger, and carried in a manner that does not annoy other passengers.

2. Working dogs for law enforcement agencies, agency dogs on duty, dogs properly harnessed and accompanying blind or hearing impaired persons to aid those persons, or dogs accompanying trainers carrying a certificate of identification issued by a dog school.

(t) No vehicle shall be operated carelessly, negligently, or in disregard of the rights or safety of others or without due caution and circumspection or at a speed or in a manner as to be likely to endanger persons or property on facilities of the Agency. The speed limit on parking lots and access roads shall be posted as 15 miles per hour unless otherwise designated.

(u) Unless a greater penalty is otherwise provided by the laws of the State, any violation of this Section shall constitute a misdemeanor, and any person committing a violation of this Section shall be subject to arrest and, upon conviction in a court of competent jurisdiction, shall pay a fine in an amount not less than \$25 and no greater than \$250 per violation, in addition to court costs. Any default in the payment of a fine imposed under this Section without good cause shall result in imprisonment for not more than 30 days.

(v) Unless a greater penalty is provided by the laws of the State, any person convicted a second or subsequent time for the same offense under this Section shall be sentenced to pay a fine of not less than \$50 nor more than \$500, in addition to court costs, or to undergo imprisonment for up to 60 days, or both a fine and imprisonment.

(w) Any person failing to pay the proper fare, fee, or other charge for use of the facilities and conveyances of the Agency shall be subject to payment of that charge as part of the judgment against the violator. All proceeds from judgments for unpaid fares or charges shall be directed to the appropriate Agency official.

(x) As used in this Section, the term “conviction” includes all pleas of guilty and findings of guilt.

(y) Stalled or disabled vehicles may be removed from the roadways of the Agency property by the Agency and parked or stored elsewhere at the risk and expense of the owner.

(z) Motor vehicles that are left unattended or abandoned on the property of the Agency for a period of over 72 hours may be removed as provided for in Article II of Chapter 4 of the Illinois Vehicle Code [625 ILCS 5/4-201 et seq.], except that the removal may be authorized by personnel designated by the Agency.

*RSMo Section 70.441; 45 ILCS 110/6 (Missouri and Illinois Statutes slightly different)*

**Section 10.020 Board Bylaws**

**BYLAWS  
of the  
BI-STATE DEVELOPMENT AGENCY  
of the  
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**ARTICLE I – DEFINITIONS**

A. Definitions. For all purposes of these By laws, unless the context clearly requires otherwise, the following terms shall have the following meanings:

1. Agency. The term “Agency” or “Bi-State Development Agency” shall refer to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, a governmental unit formed by an interstate compact between the States of Missouri and Illinois.

*RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II*

2. Board. The term “Board” or “Board of Commissioners” shall refer to the Board of Commissioners of the Agency, the governing body of the Agency under the Compact.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

3. Chair. The term “Chair” shall refer to the Chair of the Board of Commissioners elected pursuant to these, the Compact and the policies and procedures of the Agency.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

4. Commissioner. The term “Commissioner” shall refer to a member of the Board of Commissioners of the Agency.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

5. Compact. The term “Compact” shall refer to the interstate compact entered into between States of Missouri and Illinois pursuant to Section 70.370 of the Missouri Revised Statutes and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and approved by the Congress of the United States under Public Law 743, Chapter 829, approved August 31, 1950, pursuant to Article I, Section 10, Clause 3 of the United States Constitution.

6. District. The term “District” shall refer to the Missouri – Illinois Metropolitan District established under the Compact.

*RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II*

7. President & Chief Executive Officer (President & CEO). The term “President & CEO” shall refer to the President & CEO of the Agency.

## **ARTICLE II – BOARD OF COMMISSIONERS**

The Board of Commissioners of the Agency shall consist of those persons qualified and appointed pursuant to the provisions of the Compact.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

## **ARTICLE III – OFFICERS**

A. Election of Officers. At a regular or special meeting called for that purpose, the members of the Board shall, in June of each year, elect from among the members of the Board a Chair and a Vice-Chair, one of whom shall be a resident of Illinois and one a resident of Missouri; a Secretary and a Treasurer, one of whom shall be a resident of Illinois and one a resident of Missouri.

B. Term of Office and Succession. All officers shall hold office for a term of one year or until their successors are elected and qualified. No Commissioner shall be eligible to serve more than two successive terms in the same office. Upon the expiration of two successive full terms in the office of Chair, no Commissioner who has the state of residence of the Chair whose successive terms shall have expired shall be eligible for election as Chair.

C. Vacancies. Upon the vacancy of the office of Chair for any reason during a term of office, the Vice-Chair shall succeed to the office of Chair for the balance of the unexpired term, unless the Board determines to elect from among the members of the Board an officer to fill such vacancy. Upon the vacancy of any other office for any reason during the term of office, the members of the Board shall, at the next regular or at a special meeting called for that purpose, elect from among the members of the Board an officer or officers to fill any such vacancy in accordance with the provisions of these .

D. Duties of Officers.

1. Chair. The Chair shall preside at all meetings of the Board, shall have general supervision of the affairs of the Agency, and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Board to delegate any specific powers to any other officer or officers of the Agency. The Chair shall execute all documents requiring the seal of the Agency.



2. Vice Chair. The Vice-Chair shall perform such duties as shall be assigned by the Board or by the Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair with the same force and effect as if performed by the Chair, and shall be subject to all restrictions imposed upon the Chair.
3. Secretary. The Secretary shall record or cause to be recorded all votes and the minutes of all proceedings of the Board in a minute book to be kept for that purpose. The Secretary shall keep or cause to be kept in safe custody the seal of the Agency and, when authorized by the Chair or Vice-Chair, shall affix the seal to any instrument requiring the seal and, when so ordered, provide an attestation thereof, shall give, or cause to be given, a notice as required of all meetings of the Board and shall perform such other duties as may be prescribed from time to time by the Board.
4. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of the Agency to be maintained for such purpose, shall deposit or cause to be deposited all moneys and other valuable effects of the Agency in the name and to the credit of the Agency in depositories designated by the Board or in accordance with its policies, and shall disburse or cause to be disbursed the funds of the Agency as may be ordered by the Board.
5. Other Officers. The Board may appoint such other officers and agents, as it shall deem expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

E. Delegation of Power. In case of absence of any officer of the Agency or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any other officer or to any Commissioner for the time being.

F. Removal. Any officer elected or appointed by the Board may be removed at any time with or without cause by the Board.

G. Compensation. The members of the Board shall receive no salary. However, nothing contained herein shall be construed to preclude any Commissioner or officer from receiving expenses, if any, while in the exercise of Agency duties or in the performance of business of the Agency.

*RSMo Section 70.410; 45 ILCS 105/4*

H. Bonds. The Board may require any and all of the officers or employees to give bond to the Agency with sufficient surety or sureties, conditioned for the faithful performance of

the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

I. Area Representation. The Chair shall annually appoint with the advice and consent of the Board, at least one Commissioner to represent the City of St. Louis and each of the counties in the District. Commissioners will be appointed to only one such political subdivision. It is the representative's function to make this representation known to the chief executive officer and officials or appointees of that subdivision concerned with Agency matters so that each political area has access to the Board on matters that deserve Board attention.

J. Staff. The Board members will appoint the following positions that will report to the Board.

1. President & CEO. There shall be appointed a President & CEO of the Agency pursuant to the provisions of the Compact, these, Board Policy and other applicable law. The President & CEO shall be the chief executive officer of the Agency. The President & CEO shall have direct charge of, and be directly responsible to the Board of Commissioners for the operation of the Agency. The President & CEO shall, so far as his or her duties may permit, attend all meetings of the Board of Commissioners and of the Executive Committee. The President & CEO shall report as needed upon the progress, condition and needs of the Agency at each regular meeting of the Board of Commissioners, and recommend such measures as in his or her judgment will promote the Agency's interests. The President & CEO of the Agency shall be responsible to the Board of Commissioners for the various facilities of the Agency, procurement of staff; the establishment and maintenance of separate programs and services within the Agency; the relationships and coordination of activities; and the planning, development and carrying out of Agency projects. The President & CEO will provide staff assistance as necessary to assist any member of the Board in carrying out the responsibilities of the Board and of any Board office.
2. ~~General Counsel~~ Chief Legal Counsel (revised 6/27/08 and 11/17/2023). The ~~General Counsel~~ Chief Legal Counsel shall be the chief legal officer of the Agency; shall be selected by the President & CEO, shall be selected in accordance with all applicable laws and regulations, and shall have such duties and responsibilities as may be designated by Board Policy or assigned by the President & CEO.
3. Deputy Secretary. There shall be appointed by the Board of Commissioners a Deputy Secretary of the Agency, who shall serve at the pleasure of the Board of Commissioners. The Deputy Secretary shall transcribe all of the proceedings of all meetings of the Board and its Committees; keep a journal of all proceedings of the Board in which journal the votes of ayes and nays of the Board shall be entered with any reasons for voting or objection to the action of the Board, if requested by any member of the Board; attest all

contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board; keep and preserve in the manner prescribed by the Board all records, books, papers, and files belonging to the minutes of each meeting of the Board and prepare under the direction of the Board all reports, estimates, and etc., required by law and by the Board and generally do all things belonging to the office of Secretary of the Board that may be required by the Board. The records, books, papers, and files of the Agency maintained by the Deputy Secretary shall be available as provided by applicable law and Board Policy. The Board may appoint one or more Assistant Secretaries with the authority and duties of the Deputy Secretary in the absence or inability to act as the Deputy Secretary.

4. Internal Auditor. The Internal Auditor shall be appointed by the Board of Commissioners; and shall be the Chief Auditing Officer of the Agency, and serve at the pleasure of the Board of Commissioners.

K. Attendance. Members of the Board will make every effort to attend all board meetings, and meetings of committees to which members are assigned. If a Board member has three (3) absences from Board meetings in any fiscal year of the Agency, without such absences being excused by the Board at the request of the member, the Board may direct the Chair to petition the appropriate Governor to replace the Board member in question.

#### **ARTICLE IV – COMMITTEES OF THE BOARD** (revised 8/26/10, 11/18/11, and 11/18/16)

A. Executive Committee. There shall be an Executive Committee of the Board, which shall have the duties and powers enumerated herein and such other duties, and powers as may be prescribed by the Compact or other Board Policy. The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall perform the following general functions and such other matters as may be referred to the Executive Committee from time to time:

1. Assist the Chair in reviewing all major policy issues and public policies affecting the strategic direction of the Agency
2. Assist the Chair in ensuring that the Agency's continuing direction is consistent with its stated mission and goals
3. Review management recommendations regarding human resource issues and collective bargaining agreements
4. Review and recommend action on matters requiring Commission approval

B. Other Committees (revised 8/26/10, 11/18/11, and 11/18/16). Unless otherwise provided by Board Policy, applicable law, or agreements providing the establishment of committees, the Board Chairman shall, subject to such conditions as may be prescribed by the Board, appoint Board Commissioners to serve as members of standing committees of the Board. All standing committee

members shall be appointed for a term of two years beginning in June of alternate years, or until their successors are appointed. Unless otherwise provided by Board Policy, or applicable law or agreement, the Board Chairman shall designate one Commissioner to serve as the chairman of each committee.

In appointing both committee members and committee chairmen, the Board Chairman shall ensure that both Missouri and Illinois Commissioners are fairly represented. Each committee shall be composed of three or more Commissioners, and shall be supported by Agency staff members whose positions in the Agency are appropriate to the purposes and responsibilities of that committee. Should a Commissioner vacate a committee position for any reason during his/her appointed term, or should the Board create a new committee, the Board Chairman shall appoint another Commissioner or Commissioners to fill such vacancy, or new committee positions, as soon as practicable.

Standing committees shall include an Executive Committee, a Nominating Committee, an Audit, Finance & Administration Committee, a Planning Committee, and an Operations Committee. In addition, the Board may, by motion or resolution, appoint other standing or temporary committees as it deems necessary and assign them such duties and powers as may be required to fulfill their purpose.

#### **ARTICLE V – MEETINGS OF THE BOARD** (revised 8/26/10)

A. Regular Board Meetings (revised 8/26/10). The regular meetings of the Board shall be held according to a schedule proposed by the Board Chairman and approved by the Board. The time of the meetings shall be 9:00 A.M. unless stated otherwise in the meeting notice.

B. Committee Meetings (revised 8/26/10). Committees shall meet as determined by the committee chairman or by the Board for the conduct of its business. Committees may recommend matters for action to the full Board, but such a recommendation is not required for the Board to act on a matter. A quorum of committee members is not required for a committee to meet or to make recommendations to the Board. Two or more Board committees may meet jointly when it is expedient to mutually discuss and recommend action on a particular matter. Unless otherwise prohibited by Board Policy, or applicable law or agreement, any Board member may attend any committee meeting and may vote on matters presented for that committee's consideration regardless of whether he/she is a member of that committee.

Each committee will be assisted by Agency employees designated by the President/CEO for the purpose of providing staff support to that committee. Pursuant to the statutory requirements governing public meetings, each committee shall provide advance public notice of the date, time and place of its upcoming meeting, and shall keep minutes of all of its proceedings. Minutes are to include the date, time and place of the meeting, the members present and absent, matters discussed by the committee, and the votes attributed to each member of the committee who is eligible to vote. All minutes shall be kept in the offices of the Agency, and the proceedings of each committee meeting shall be reported to the full Board at the Board's next regularly-scheduled or special meeting.

C. Special Meetings. Special meetings of the Board or Committees of the Board may be called at any time by the Board Chair or by two Commissioners; to be held at the principal office of the Agency or at such other place as may be designated in the notice and call of the meeting.

D. Place. All meetings of the Board or a Committee of the Board shall be held in the principal office of the Agency or at such other place as shall be determined from time to time by the Board, and the place at which said meeting shall be held shall be stated in the notice and call of the meeting.

E. Notice.

1. When and How Notice is Given. Written or printed notice of each meeting of the Board or a Committee of the Board, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered or given not less than five days before the date of the meeting, either personally or by mail to all Board members. The notice shall be accompanied by any material which is to be considered in connection with any action proposed to be acted upon at the meeting; provided, however, that nothing contained herein shall preclude a Commissioner from requesting consideration of any matter at any meeting of the Board.
2. Notice May be Given in Writing. Whenever the provisions of these policies require notice to be given to any Commissioner, they shall not be construed to mean personal notice; such notices may be given in writing or by mailing by first class mail, postage prepaid, addressed to such Commissioner at the address of such Commissioner as the same appears in the books of the Agency, and the time when the same shall be mailed will be deemed to be the time of the giving of such notice.
3. Waiver of Notice. A waiver of any notice in writing signed by a Commissioner, whether before or after the time stated in the said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to any Commissioner.

F. Quorum for Board Meetings. A quorum at any regular or special meeting of the Board shall consist of three Commissioners from the State of Illinois and three Commissioners from the State of Missouri. If a quorum is not present at a properly called meeting, the meeting may be adjourned by those present from time to time until a quorum is present and a notice of such adjourned meeting shall be sent to all Commissioners which notice shall contain the time and place of such adjourned meeting.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

G. Telephone Participation. Any member or members of the Board or of any Committee designated by the Board or by the Chair may participate in a meeting of the Commissioners or any Committee of the Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and with the recording of that meeting becoming a part of the official Agency records. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the member or members so participating. Telephone participation by Commissioners shall only be permitted when in the judgment of the Chair, the Acting Chair, or the President & CEO such participation is necessary to the conduct of Agency business.

*RSMo Section 70.421; 45 ILCS 105/9*

H. Meeting Conduct.

1. Roberts Rules of Order. The Chair will conduct board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Authorized Speakers. Persons authorized to speak at the board meetings are the Commissioners and President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only upon an advance request (preferably in time for the public notice agenda) provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

## **ARTICLE VI – BOARD POLICIES**

A. Any action by the Board of Commissioners establishing policy, administrative, business, or otherwise, shall be known as “Board Policies”.

B. Board Policies may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.

C. All Policies falling within the definition of Board Policies as herein defined, and in existence upon the date of the adoption of these, shall be a part of the Board Policies.

D. Unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board.

E. The Secretary of the Board of Commissioners shall keep all such Policies on file in his or her office, and may publish such Policies from time to time.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

## **ARTICLE VII – FINANCIAL MATTERS**

A. Books and Accounts. The books, accounts, and records of the Agency, except as may otherwise be required by applicable law, may be kept at such place or places as the Board of Commissioners may from time to time designate. All books, accounts, records and documents of the Agency shall be open to inspection of the Commissioners at all times.

B. Funds. All monies coming into the possession of the Agency shall be deposited in the name of the Agency in such bank or banks or trust companies or credit unions or savings and loans or other depository institutions as the Board shall designate and shall be drawn out by check, or electronic funds transfer, by persons designated by resolution of the Board.

C. Audit. The books and accounts of the Agency shall be audited annually by a certified public accountant or firm of certified public accountants designated by the Board.

D. Fiscal Year. The fiscal year of the Agency shall date from July 1 of one year to June 30 of the next year unless otherwise provided by the Board.

*RSMo Section 70.370, Art. III; 45 ILCS 100/1, Art. III*

## **ARTICLE VIII – EMERGENCY ACTION/RESPONSE**

A. The Chair, or President & CEO, is authorized to undertake whatever action is deemed necessary or appropriate to respond to, to deal with, or to manage the Agency, in an “emergency.” Such action need not comply with any applicable requirement of Agency, policies and procedures, which shall be deemed to be waived during any emergency.

B. For purposes of this provision, an “emergency” shall be deemed to include:

1. the occurrence of a catastrophic event, such as war, nuclear incident, or other national or local calamity;
2. situations posing immediate threat to public health or safety;
3. situations posing immediate threat to Agency personnel or property; and
4. such extraordinary circumstances that failing to take action will be detrimental to the activities of the Agency.

C. As soon as practicable after the taking of any such action in an emergency, the Chair shall report such action to the Board and such action will be considered by the Board at its

next regular meeting.

D. This provision is not intended to supersede or repeal any emergency provision included in any specific Agency bylaw, policy or procedure.

## ARTICLE IX – INDEMNIFICATION

A. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency), by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

B. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by the Agency to procure a judgment in its favor by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonable incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a Commissioner, officer or employee of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in such paragraphs A and B, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit or proceeding.

D. Any indemnification under such paragraphs A and B hereinabove, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the Commissioner, officer or employee is proper in the



circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Commissioner, officer or employee to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

F. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be a Commissioner, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

G. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph F, to any person who is or was a Commissioner, officer or employee; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

H. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency, by reason of the fact that such person is or was an independent contractor of the Agency), against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

I. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by of the Agency to procure a judgment in its favor by reason of the fact that such person is or was an independent contractor of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action

or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

J. To the extent that an independent contractor of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph H, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonable incurred by such person in connection with the action, suit or proceeding.

K. Any indemnification under paragraph H herein above, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the independent contractor is proper in the circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

L. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of an independent contractor to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

M. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such persons' official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be an independent contractor and shall inure to the benefit of the heirs, executors and administrators of such person.

N. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph M, to any person who is or was an independent contractor; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

## **ARTICLE X – SEAL**

The seal of the Agency shall consist of two concentric circles, between which shall be the name of the Agency with the year established, and the State names of Missouri and Illinois and in the center shall be shown the area comprising the Bi-State Metropolitan Development District.

**ARTICLE XI – AMENDMENTS**

Alterations, amendments, or repeals of these Bylaws may be made by a majority of the Commissioners from Illinois and a majority of the Commissioners from Missouri at any regular or special meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal.

**CERTIFICATION**

I, \_\_\_\_\_, Secretary of the Board of Commissioners of the Bi-State Development Agency, do hereby certify that the above is a true and correct copy as adopted by the Board of Commissioners on a quorum present and voting in favor thereof.

\_\_\_\_\_  
Name  
Secretary

\_\_\_\_\_  
Date

### **Section 10.030 Controlling Law**

Bi-State Development Agency (the “Agency”) is an interstate compact entity created pursuant to Article I, Section 10, Clause 3 of the United States Constitution and the interstate compact entered into between the States of Missouri and Illinois pursuant to Section 70.370 of the Revised Statutes of Missouri and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and ratified by the Congress of the United States (the “Agency Compact”). As an interstate compact entity, the Agency is not governed by the provisions of state law but by the provisions of the Agency Compact.

### **Section 10.040 Standing Committees (revised 5/22/09, 8/26/10; 3/25/11, 11/18/11 and 11/18/16)**

A. Executive Committee (revised 8/26/10) The Executive Committee shall be composed of the officers of the Board, and shall perform its functions pursuant to the provisions of the Board Bylaws.

B. Committee Formation and Appointment of Members (revised 8/26/10) The Committees of the Board shall consist of those established pursuant to the Board Bylaws, and the appointment of members to the committees is governed by the provisions of the Bylaws. In addition to the regular assigned committee staff, a committee may request that any officer or employee of the Agency, the Agency’s outside counsel, its independent auditors or actuaries, or other outside consultants attend a particular committee meeting or meetings for the purpose of providing information or advice.

C. Standing Committees (Revised 8/26/10, 03/25/11, 11/18/11 and 11/18/16)

1. NOMINATING COMMITTEE (Revised 11/18/16). The purpose of this Committee is to recommend a slate of officers to serve for the following year, which slate shall be presented to the Board for approval in June of each year. The Chairman of the Board shall appoint the members of the Nominating Committee, which shall be composed of two Missouri Commissioners and two Illinois Commissioners.

2. AUDIT, FINANCE & ADMINISTRATION COMMITTEE (Revised 03/25/11, 11/18/11, and 11/18/16). The purpose of this Committee is to assist the Board in the oversight of the Agency’s financial management and operations, including the integrity of its financial statements, the appointment and performance of its internal and external auditors and its compliance with all legal and regulatory requirements. It shall have the authority, to the extent it deems necessary, to conduct investigations and to retain independent consultants in connection with its responsibilities. Additionally, the Committee has oversight of the development of the Agency’s capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency’s legislative, regulatory and public relations plans.

Specific responsibilities include, but are not limited to the following:

- To review the Agency’s major financial risk exposures and the adequacy of the Agency’s risk management assessment and control policies.
- To directly oversee the planning, staffing and work of any independent auditors retained to perform the annual financial audit of the Agency and issue an audit report, or to perform other audits, reviews or attests services.
- To appoint and directly oversee the work of the Director of Internal Audit and the Internal Audit Department staff, including reviewing all significant reports prepared by the internal auditing department, reviewing the internal audit plan for each upcoming year, and annually evaluating the performance of the Director of Internal Audit.

OTHER RELEVANT BOARD POLICY SECTIONS

SECTION 10.020 BOARD BY-LAWS

SECTION 30.010 ANNUAL AUDIT

SECTION 30.020 INTERNAL AUDIT

- To periodically review the Agency’s financial status, its fiscal policies and procedures, its guidelines for issuing debt, and the investment of its cash reserves, and report any significant findings to the Board.
- To review the Agency’s operating and capital budgets, its investment profile and performance, the Registration Statements filed with the SEC, and the Agency’s business plan.
- To review and discuss the Agency’s quarterly financial statements with Agency management and the Agency’s internal auditor.
- To provide overall guidance with respect to the establishment, maintenance and administration of the Agency’s pension, health and welfare benefits.
- Ensure that all pension and health plans are administered in accordance with statutory and regulatory requirements, and in a uniform and non-discriminatory manner.
- To review all proposed changes or amendments to the Agency’s pension or health plans, and make recommendations to the Board regarding further Board actions that may be required.
- To ensure that each of the Agency’s four Pension Plans is being funded in accord with actuarial recommendations, and that the investment of funds for each Plan is based on independent advice from qualified outside professionals and is within the parameters of the Plan’s investment policy.
- To monitor legislative, regulatory and public relations issues facing the Agency and to advise and make recommendations regarding the Agency’s plans in these areas.
- The committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

3. PLANNING COMMITTEE (revised 11/18/11 and 11/18/16). The purpose of this Committee is to assist the appropriate Agency staff with the implementation and periodic updating of the Agency’s Long-Range Transit Plan, and to provide general advice on overall long-range and

strategic planning for the Agency.

4. OPERATIONS COMMITTEE (revised 11/18/11 and 11/18/16). The purpose of this Committee is to oversee all aspects of the Agency's operations, including the operations of Metro Transit, the St. Louis Regional Freightway, Bi-State Development Research Institute, Tourism Innovation Division (Arch, Riverboats), St. Louis Downtown Airport, the Economic Development Division, and any other of the Agency's business enterprises, whether now existing or hereafter arising. It is to provide operational and program oversight of all current and proposed operations plans to ensure that such plans accord with the strategic direction set for the Agency by the Board. The Committee will:

- Regularly review guidelines for the execution of the transit service, including system performance, geographical coverage, levels of service, and consumer interfaces.
- Monitor system safety issues and system performance in conformance with regulatory requirements under programs such as Title VI and ADA.
- Review management's recommendations concerning development opportunities created by the Agency's expansions of service and investments in infrastructure, and review activities supporting the implementation of the Moving Transit Forward Plan including regular updates of same.
- Review management's recommendations on the Agency's goal of increasing community awareness of and support for public transit; and to identify and foster partnerships with regional civic and business entities in order to enhance economic development. Economic development should be focused on the Agency fostering a regional foundation for private investment and job creation, and approaching such with an emphasis on the Agency's return on project investment.
- Make regular reports of its findings and/or recommendations to the full Board of Commissioners.
- The Committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

**Section 10.050**                    **Ad Hoc Committees** (Revised 11/18/16 and 11/17/2023)

A.     Membership. The Chair will appoint membership of Ad Hoc Committees and they will contain the appropriate number and mix of Commissioners to accomplish the tasks of the committee. Ad Hoc Committees can be a committee of the whole.

B.     Purpose. Ad Hoc Committees shall consider such issues as appropriate for that particular committee. Examples of Ad Hoc committees include, but are not limited to; Executive Search Committee, ~~General Counsel~~ Chief Legal Counsel Selection Committee, and Interim Management Committee.

**Section 10.060**                    **Board and Committee Meetings** (revised 09/23/16 and 06/17/20)

A.     Compact and Bylaws to Control. The conduct of regular and special meetings of the Board of Commissioners and Committees thereof established pursuant to this Chapter 10 of the Collected Board Policies, including the provision of notice, place where such meetings are held, and applicable attendance and quorum requirements shall be done pursuant to and in accordance with the Board Bylaws and the Compact. The provisions of this section shall supplement such matters.

B.     Agendas. The President & CEO shall prepare the agenda for Board and Committee meetings in accordance with the provisions of the Compact and Board Policy. He or she shall place such matters upon the agenda as may be requested by the Chair of the Board and such Committee or any Board Commissioner. Requests by a Committee or a Commissioner for the preparation of a report, policy or report for a Board Agenda, which in the opinion of the President & CEO will require the expenditure of significant staff time or funds, may not be acted upon by the President & CEO until approved by the Board.

C.     Consent Agenda Procedure. The President & CEO may, at his discretion, place any item of business on the consent agenda, provided the item of business does not involve any advertised public hearing, does not require a super majority vote, and as to which no request has been made by a Commissioner to discuss the matter. The consent agenda shall be prepared by the President & CEO. An item of business placed on the consent agenda may be removed from such agenda at any time prior to the finalization of the consent agenda as set forth herein. An item of business shall be automatically removed from the consent agenda if a request is made by a Commissioner that they wish to speak or have discussion on the matter. An item included on the consent agenda shall not be debated or discussed by a Commissioner unless the Commissioner has requested an opportunity to speak on the matter prior to the finalization of the consent agenda. Items of business contained on the consent agenda shall be voted upon by the Board considering the consent agenda in its entirety and shall not be taken up for consideration as separate matters, except that nothing contained herein shall be construed to prohibit a Commissioner from voting individually on each separate item shown on the consent agenda.

A vote by a Commissioner for adoption of the consent agenda shall mean that the Commissioner has requested that his or her vote be recorded as an "aye" vote for each separate

item on the consent agenda and shall be recorded as such. A vote against adoption of the consent agenda shall be recorded as a “nay” vote on each item placed on the consent agenda and shall be recorded as such. Provided, however, a Commissioner, when casting an "aye" or "nay" vote, may specifically exclude from such vote for approval or disapproval of the consent agenda specific items on the agenda, and in such event the minutes shall record the exceptions accordingly. Consent agendas following this procedure may also be used for closed (executive) session agendas.

D. Order of Business.

1. Call to Order
2. Roll Call
3. Public Comment (requested pursuant to Board Policy)
4. Approval of Minutes
5. Report of Treasurer
6. Report of Chair
7. Report of President & CEO
8. Committee Reports
9. Approval and Adjustment of Agenda - Commissioners to indicate matters for deletion from Consent Agenda on which discussion is requested
10. Consent Agenda Items – which shall include all items recommended for Board action by a Board Committee except matters requiring a public hearing, matters which discussion is requested by a Commissioner, matters requiring a super majority vote, or matters on which a presentation is deemed desirable by the President & CEO
11. Committee Action Items
12. Unscheduled Business
13. Call of the Dates for Future Board and Committee Meetings
14. Adjournment

E. Conduct of Meetings; Rules of Order.

1. Rules of Order. The Chair will conduct Board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a



committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.

2. Conduct of Meetings. Persons authorized to speak at the Board meetings are the Commissioners and the President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only pursuant to the Agency's public comment policy as set forth herein, provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

F. Public Comment (revised 06/17/20).

1. Meetings of the Board and Committees shall provide for public comment in the following instances:
  - a. In connection with matters related to capital grant applications, fare increases and service changes, and changes to the paratransit plan as required by provision of applicable law
  - b. On motion adopted by the Board permitting public comment on a specified topic or topics
  - c. At the written request of a member of the public specifying the topic or topics to be addressed during such public comment and provided to the Agency before the start of the Board or Committee meeting at which such public comment is requested. No public comment shall be allowed addressing any pending bid protest, litigation, or legal matter to which the Agency, its Commissioners, officers, directors, employees, or agents are a party.
2. All public comments shall be made pursuant to the following rules:
  - a. All individuals shall state their name, address and topic for comment.
  - b. All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair.
  - c. All remarks shall be directed to the Board as a collective body and not to any individual member thereof.
  - d. Use of threatening, obscene, profane, disruptive, or abusive language is prohibited.
  - e. An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair.
  - f. Public comment by an individual shall be limited to three minutes unless permission to continue is given by motion adopted by the Board.

## **Section 10.070 Public Meetings (revised 09/26/08, 09/23/16 and 06/28/19)**

A. Policy. As an interstate compact agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing public meetings of the Agency.

### B. Meetings, Notices and Emergencies.

1. Regular Meetings. The Agency shall give public notice of the schedule of regular meetings of the Board of Commissioners (the “Board”) at the beginning of each calendar year, stating the dates, times and places of such regular meetings. When it is necessary to reschedule a regular meeting, at least 10 days’ notice of such change, whenever possible, shall be given by publication on the Agency’s website.
2. Special Meetings; Emergencies. The Agency shall give public notice of any special meeting of the Board or its Committees at least 48 hours before such meeting, except a meeting held in the event of a bona fide emergency or a reconvened meeting where the original meeting was open to the public and (a) it is to be reconvened within 24 hours, and (b) an announcement of the time and place of the reconvened meeting was made at the original meeting. Public notice shall be given by posting a copy of the notice at the Agency’s Headquarters, 211 North Broadway, Suite 650, St. Louis, Missouri 63102. When it is necessary to hold a meeting on less than 48 hour notice, the nature of the good cause justifying the departure from the normal notice requirements shall be stated in the minutes.
3. Notice to News Media and Others. The Agency shall also supply copies of the schedule of regular meetings and notice of any special, emergency, rescheduled or reconvened meeting of the Board or its Committees to any news medium or member of the public that has filed an annual request for such notice with the Agency. Such annual request shall be filed with the Agency and shall include an email address or telephone number within the territorial jurisdiction of the Agency at which such notice may be given.
4. Posting of Meeting Agenda. The tentative agenda of each regular meeting of the Board or its Committees and that of any special, rescheduled, or reconvened meeting shall be posted on the Agency’s website at least 48 hours in advance of the holding of the meeting.
5. Notice of Closed Meetings or Vote. (Revised 09/26/08, 09/23/16, and 06/28/19) Notice of any closed meeting, or portion thereof, shall be provided by giving notice of the time, date and place of such meeting in the manner prescribed by this section. Such notice shall also state the reason for holding such closed

meeting. The Agency may close its meetings, or parts thereof, for any of the circumstances listed for closing records in the Agency's Public Records Policy (Section 10.080). The reasons for the closed meeting or closed (executive) session will be provided for each agenda item and any motion to go into closed (executive) session will state the reason for holding such closed (executive) session.

5. Closed Meeting and Closed (Executive) Session Voting. No final action vote shall be taken in a closed meeting or closed (executive) session. For closed meeting and closed (executive) session matters requiring final action a roll call vote shall be taken in open session.

C. Accessibility. Each meeting shall be held at a place accessible to the public and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. When it is necessary to hold a meeting at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying the departure from the normal requirements shall be stated in the minutes.

D. Disruption of Meetings. No person shall be allowed to conduct themselves during the proceedings of open meetings of the Board or its Committees in any manner, which disrupts the meetings. Public meetings of the Agency may be videotaped at the discretion of the Chair as long as such activity does not become disruptive. The Chair may order the removal of any disruptive person from the meeting.

E. Minutes. (Revised 09/26/08, 09/23/16, and 06/28/19, and 11/17/2023) The Agency shall keep written minutes of all meetings of its Board and its Committees, which minutes shall include the following:

1. the date, time and place of the meeting;
2. the members of the Board recorded as either present or absent;
3. a roll call vote during open session on the vote to go into closed (executive) session;
4. a roll call vote taken during closed (executive) session to resume open session;
5. a roll call vote taken in open session of all matters proposed for final action during closed (executive) session; and
6. a general description of all matters proposed, discussed or decided, and a record of any votes taken.

The minutes of meetings open to the public shall be available for public inspection at the Agency's Headquarters within seven days of the approval of such minutes by the Board. The Board shall meet to review the minutes of closed Board and Committee meetings or closed (executive)

sessions periodically in its discretion, but no less than twice a year. At such meetings the Board will determine if it is no longer necessary to protect the public interest or the privacy of an individual by keeping the minutes confidential. If such meeting is not held by the Board as provided by this section, the ~~General Counsel~~Chief Legal Counsel will determine if it is no longer necessary to protect the public interest or privacy of an individual by keeping the closed minutes, or a portion thereof, confidential.

F. Recordings. The Agency shall record all meetings of its Board and its Committees in the form of an audio or video recording. Recordings of open meetings shall be an open record of the Agency. Recordings of closed meetings and closed (executive) sessions shall be a closed record not open to the public and are not required to be reviewed. The closed session recordings shall be destroyed after 18 months, provided the Board has approved the minutes of the closed meeting.

### **Section 10.080                      Public Records (revised 09/23/16)**

A. Policy. As an interstate agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing the public records of the Agency.

B. Definition “Public Record”, any record, whether written or electronically stored, retained by the Agency, including any report, survey, memorandum, or other document or study prepared for the Agency by a consultant or other professional service paid for in whole or in part by public funds, including records created or maintained by private contractors under an agreement with the Agency or on behalf of the Agency. The term “public record” does not include 1) any internal memorandum or letter received or prepared by or on behalf of the Agency consisting of advice, opinions and recommendations in connection with the deliberative decision-making process of the Agency or any preliminary drafts, notes, recommendations, memoranda and other recordings in which opinions are expressed, or policies or actions are formulated, unless such records are presented at a public meeting; 2) off-line communications with the public on social media including but not limited to responses, messages, phone records, and emails; or 3) communications and other documents of independent business enterprises established by the Agency, such as the Research Institute, unless such documents are presented to the governing body of the enterprise or the Agency.

C. Custodian. (Revised 6/27/08, ~~and 09/23/16~~, ~~and 11/17/2023~~) The Agency hereby appoints the ~~General Counsel~~Chief Legal Counsel as Custodian of the Agency’s official records. The office of the ~~General Counsel~~Chief Legal Counsel is located at the Agency’s Headquarters, 211 North Broadway, Suite 700, St. Louis, Missouri 63102.

D. Closed Records. Circumstances under which Agency records are closed include, but are not limited to the following:

- (1) Legal: Actual or potential legal actions, causes of action or litigation involving the Agency, including but not limited to any confidential or privileged communications between the Agency or its representatives and its attorneys. Any minutes, vote or settlement agreement relating to legal actions, causes of action or litigation involving the Agency or any agent or entity representing its interest or acting on its behalf or with its authority, including any insurance company, shall be made public upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court. Legal work product shall be considered a closed record;
- (2) Real Estate: Leasing, purchase or sale of real estate by the Agency where public knowledge of the transaction might adversely affect the legal consideration therefor. However, any minutes, vote or public record approving a contract relating to the leasing, purchase or sale of real estate by the Agency shall be made public upon closing of the lease, purchase or sale of the real estate. Despite the provisions herein, any lease at the St. Louis Downtown Airport wherein the Agency is lessor shall be a closed record, except any rental and fees paid to the Agency thereunder shall be public;
- (3) Personnel: Hiring, firing, disciplining or promoting of particular employees by the Agency when personal information about the employee is discussed or recorded. However, any vote on a final decision, when taken by the Agency, to hire, fire, promote or discipline an employee shall be made available with a record of how each member voted to the public within seventy-two hours; provided however, that any employee so affected shall be entitled to prompt notice of such decision during the seventy-two-hour period before such decision is made available to the public. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment, including but not limited to records reflecting any health, disability, drug and alcohol matters, and discrimination issues, except that this exemption shall not apply to the names, positions, salaries and lengths of service of officers and employees of the Agency once they are employed as such;
- (4) Health Proceedings: Non-Judicial mental or physical health proceedings involving identifiable persons, including medical, psychiatric, psychological, or alcoholism or drug dependency diagnosis or treatment;
- (5) Employee Negotiations: Records relating to collective negotiating or bargaining matters between the Agency or its representatives and its employees or representatives, including but not limited to any discussions, work product, offers or positions, except that any final contract or agreement shall be open;
- (6) Data Processing: Administrative or technical information associated with automated data processing operations, including but not limited to software, operating protocols, computer program abstracts, file layouts, source listings,

object modules, load modules, user guides, documentation pertaining to all logical and physical design of computerized systems, employee manuals, and any other information that, if disclosed, would jeopardize the security of the system or its data or the security of materials exempt under this Policy;

- (7) Purchasing and Contracts: Proposals and bids and related documents for any contract, grant, or agreement, including information which if it were disclosed would frustrate procurement or give an advantage to any person proposing to enter into a contractor agreement with the Agency, and any documents related to a negotiated contract, until an award or final selection is made or a contract is executed. Information prepared by or for the Agency in preparation of a bid solicitation, including but not limited to specifications for competitive bidding, shall be exempt until an award or final selection is made;
- (8) Proprietary Interest: Records relating to scientific and technological innovations in which the owner has a proprietary interest. Trade secrets and commercial or financial information obtained from a person or business where the trade secrets or commercial or financial information are furnished under a claim that they are proprietary, privileged or confidential, and that disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business, and only insofar as the claim directly applies to the records requested;
- (9) Hotlines: Records relating to hotlines established for the reporting of abuse and wrongdoing, including the Agency's Compliance Program under Chapter 100 of Agency Policy, and any investigations and reports relating to such records;
- (10) Auditors: Confidential or privileged communications between the Agency and its auditors, including all auditor work product and materials prepared or compiled with respect to internal or external audits of the Agency;
- (11) Security: Vulnerability assessments; security measures (including security force measures, reports, policies and videos for Agency facilities, rail and bus); safety investigations and reports; operational guidelines; and response policies or plans that are designed to identify, prevent, or respond to potential incidents or attacks upon Agency patrons or systems, facilities, or installations, the destruction or contamination of which has the potential to endanger individual or public safety or health, but only to the extent that disclosure could reasonably be expected to jeopardize the effectiveness of the measures or the safety of the personnel who implement them or the public. Architects' plans, engineers' technical submissions, existing or proposed security systems, structural plans, and other construction related technical documents for Agency projects, but only to the extent that disclosure would compromise security or safety. The portion of a record that identifies security systems or access codes or authorization codes for security systems of Agency real property;

- (12) Computers: Records that identify the configuration of components or the operation of a computer, computer system, computer network, or telecommunications network, and would allow unauthorized access to or unlawful disruption of a computer, computer system, computer network, or telecommunications network of the Agency. This exception shall not be used to limit or deny access to otherwise public records in a file, document, data file or database containing public records. Records related to the procurement of or expenditures relating to such computer, computer system, computer network, or telecommunications network, including the amount of moneys paid by, or on behalf of, the Agency for such computer, computer system, computer network, or telecommunications network shall be open;
- (13) Personal Access Codes: Credit card numbers, personal identification numbers, digital certificates, physical and virtual keys, access codes or authorization codes that are used to protect the security of electronic transactions between the Agency and a person or entity doing business with the Agency;
- (14) Personal Information: Personal information contained within public records, the disclosure of which would constitute a clearly unwarranted invasion of personal privacy, unless the disclosure is consented to in writing by the individual subjects of the information. “Unwarranted invasion of personal privacy” means the disclosure of information that is highly personal or objectionable to a reasonable person and in which the subject's right to privacy outweighs any legitimate public interest in obtaining the information. This shall include any personnel information exempt from disclosure under subsection (3), except that the disclosure of information that bears on the public duties of public employees and officials shall not be considered an invasion of personal privacy. Any personal information relating to Agency patrons, including but not limited to, medical information, shall be excluded pursuant to this section;
- (15) Insurance Information: Any and all proprietary information and records related to the operation of an intergovernmental risk management association or self-insurance pool or jointly self-administered health and accident cooperative or pool. Insurance or self-insurance (including any intergovernmental risk management association or self-insurance pool) claims (including but not limited to liability, workers’ compensation, and equal employment), loss or risk management information, records, data, advice or communications;
- (16) Rail, Bus or Facilities Safety and Accidents: Any and all documents related to rail, bus or facilities safety and accidents, including security camera videos or footage, security, portions of system safety program plans, investigation reports, surveys, schedules, lists, data, or information compiled, collected, or prepared by the Agency in connection with internal or external investigations;
- (17) Protected by Law: Records and information which are protected from disclosure by law, including federal or state laws or rules or regulations.

In addition, although the Missouri Sunshine Law (Mo. Rev. Stat. § 610.010, et seq.) and Illinois Freedom of Information Act (5 Ill. Comp. Stat. § 140/1, et seq.) are not applicable to the Agency as an interstate compact agency, as a matter of policy, in addition the specific exemptions listed above, the Agency reserves the right to close any record of the Agency which would be permitted to be closed under any exemption in these Missouri or Illinois laws, as amended, if those laws were applicable to the Agency.

Notwithstanding anything else provided herein, the Agency also reserves the right to close any record at its discretion if the Agency deems such closure to be in the Agency's best interests.

E. Requests for Records. (Revised 6/27/08, and 09/23/16, and 11/17/2023) Requests for Agency records must be in writing to the Custodian of Records, the ~~General Counsel~~ Chief Legal Counsel. The ~~General Counsel~~ Chief Legal Counsel will reply to a written request for Agency records within three business days of its receipt, except in the case of an emergency or for other reasonable cause, either arranging or determining access to the Agency records or denying the request.

F. Interpretation and Appeal. The determination of whether or not a particular record is exempt from disclosure is in the discretion of the Custodian of Records. Any person wishing to appeal such determination may, within 10 business days of the Custodian's determination, file an appeal with the President & CEO of the Agency, who shall respond to the appeal within 10 business days. The determination of the President & CEO shall be final.

G. Fees. (Revised 6/27/08 and 09/23/16) The Agency may charge fees not to exceed the actual cost of producing the requested records, including document search, review assembly and duplication of the requested records. The fees, including reasonable costs to be charged for the search, review, assembly and furnishing copies of the records shall be paid prior to production or reproduction of records requested. A non-refundable fee of \$25.00 shall be paid for each record request at the time of the request but such fee will be applied to the cost of production for any documents produced. The Custodian may choose to furnish documents without charge or at a reduced charge when the Custodian determines that a waiver or reduction of the fee is in the public interest because it is likely to contribute significantly to public understanding of the operations or activities of the Agency and it is not primarily in the commercial interest of the requestor.

## **Section 10.090 Information Requests**

A. Policy. In order to facilitate the flow of information to Commissioners for use in performance of their duties, it is the policy of the Agency that Commissioners have access to information used by Agency staff in the performance of their jobs. Commissioners may request the information during Committee or Board meetings or through the President & CEO or Deputy Secretary to the Board.

B. Responses. Responses to Commissioners' requests for information on topics, which fall within the subject matter of a public meeting, will be provided to all Commissioners in regular informational mailings sent by the Deputy Secretary to the Board.



**Section 10.100      Travel Expense Policy and  
Reimbursement Procedure**

A. Policy. It is the policy of the Agency to authorize, fund and reimburse Commissioners, employees and independent contractors of the Agency for reasonable travel expenses incurred in the conduct of Agency business. “Agency Personnel” in this section, shall mean, unless otherwise noted, the members of the Board of Commissioners, employees, and persons doing business with the Agency or acting on behalf of the of the Agency pursuant to contract. Agency personnel are expected to exercise the same care in incurring expenses as a prudent person would exercise if traveling on personal business. Reimbursable travel expenses are limited to those expenses authorized and essential to the transaction of Agency business. These policies, and regulations promulgated by the President & CEO, shall govern the reimbursement of travel expenses.

B. The Board of Commissioners, as part of its annual budget shall approve a travel and expense budget for the Board. The President & CEO, as a part of the annual budgetary process, shall establish expense reimbursement procedures for the Board.

C. Pre-approval. All requests by Agency personnel for business travel shall be initiated by submitting completed forms requesting authorization for incurring travel expenses in the conduct of Agency business; Commissioners shall submit completed forms requesting authorization to the President & CEO.

D. Advance Funding. Cash advances are discouraged, but are available if approved in accordance with Agency procedures.

E. Travel Arrangements. Agency business travel may be accomplished by the method that most economically and advantageously serves the requirements of the Agency. Modes of travel may include airplane, train, bus, public mass transportation, private or Agency-owned automobile, rented car or taxi. Airline travel shall be coach, economy or business class in order to obtain the airfare providing the lowest convenient rate. Ground transportation shall be inexpensive and functional. The Board Chair or President & CEO may approve unusual travel arrangements.

F. Accommodations. The lowest available or governmental rate shall be sought in all instances.

G. Meal Charges. Agency personnel may elect during the period of Agency business travel, on a daily basis if desired, to seek reimbursement for meals by submitting receipts, or by accepting the per diem allowance for meals.

H. Entertainment and Meetings. Agency Personnel shall identify entertainment and meeting expenses related to non-Agency personnel on the request for travel authorization when such expenses can be reasonably foreseen. Expenses for spontaneous business meetings while traveling may be submitted for reimbursement, and shall include an explanation of the meeting. Reimbursement for the purchase of alcoholic beverages will not be made except in extraordinary

situations.

I. Traveling with Spouse. Agency personnel may travel with spouses on business related travel. Travel expenses for spouses shall not be reimbursed by the Agency.

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 20. Organization**

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**Section 20.010      President and CEO (revised 9/26/03)**

A.     The Agency’s chief executive officer shall be the President & CEO who shall be selected by, and report directly to, the Board of Commissioners. The Executive Committee of the Board shall annually review the performance of the President & CEO and establish the salary of the President & CEO, which shall be approved by the Board of Commissioners. The President & CEO shall serve at the pleasure of the Board. The President & CEO shall:

1.     Have direct charge of, and be directly responsible to the Board of Commissioners for, the operation of the Agency. The President & CEO shall have the general power to act for and on behalf of the Board of Commissioners, subject only to the By-laws, Board Policies and specific instructions o the Board of Commissioners.
2.     Report as needed upon the progress, condition and needs of the Agency at each regular meeting of the Board of Commissioners, and recommend such measures as in the President & CEO’s judgment will promote the Agency’s interests.
3.     Be responsible to the Board of Commissioners for the various facilities of the Agency, procurement of staff; the establishment and maintenance of separate programs and services within the Agency; the relationships and coordination of activities; and the planning, development and carrying out

of Agency projects.

4. Provide staff assistance as necessary to assist any member of the Board in carrying out the responsibilities of the Board and of any Board office.
5. Be and is authorized to make and establish changes in the business procedures of the Agency, not inconsistent with the general policies established by the Board.

B. The authority granted under the Board Policies shall be severable and cumulative, and the revocation or amendment of any specific delegation shall not affect the authority otherwise granted unless so provided by the action of the Board.

C. The President & CEO may delegate, in whole or in part, the authority granted under the By-laws or Board Policies to such other officers and employees of the Agency as he or she may designate either by general or specific delegation, with the right to revoke such delegation at any time.

#### **Section 20.020            General Organization**

A. The President & CEO shall establish a system of internal, administrative organization of the Agency. The general organization of the Agency shall provide for the administration and performance of the following functions:

1. Operations
2. Engineering and Construction
3. Business Enterprises
4. Economic Development
5. Government Affairs
6. Communications
7. Procurement
8. DBE
9. EEO
10. Legal
11. Contracting and Program Development
12. Planning and System Development
13. Human Resources
14. Finance
15. Management Planning and Budgeting
16. Administration and Information Services

**Section 20.030** ~~General Counsel~~ **Chief Legal Counsel** and Deputy Secretary of the Agency (revised 11/17/2023)

A. Agency ~~General Counsel~~ **Chief Legal Counsel** (revised 6/27/08 and 11/17/2023) The individual or law firm serving as ~~General Counsel~~ **Chief Legal Counsel** shall be selected by and shall report to the President & CEO. If the ~~General Counsel~~ **Chief Legal Counsel** is an individual, the President & CEO shall annually review the performance of the ~~General Counsel~~ **Chief Legal Counsel** and establish the salary of the ~~General Counsel~~ **Chief Legal Counsel**, which shall be included in the budget of the Agency approved by the Board of Commissioners. The ~~General Counsel~~ **Chief Legal Counsel** shall be the Agency's attorney and counselor at law and shall:

1. Have charge of and conduct all of the civil law business of the Agency, its departments, divisions, offices, officers, boards and commissions.
2. Institute, in the name of and on behalf of the Agency, all civil suits and other proceedings, at law or in equity necessary to protect the rights and interests of the Agency and enforce any and all rights, interests or claims against any and all persons, firms or corporations in whatever court or jurisdiction such action may be necessary and may also appear and interplead, answer or defend, in any proceeding or tribunal in which the Agency's interests are involved.
3. Prepare, or approve as to form, all leases, deeds, contracts, bonds, rules, regulations, resolutions, drafts of legislation and other instruments prior to the execution by the Agency.
4. Attend meetings of the Board of Commissioners and Committees of the Agency.
5. Upon request, furnish legal advice and opinions to the Board of Commissioners, the President & CEO, Department Heads, Agency officials, and to Agency committees, respecting Agency business.
6. Keep advised of civil and litigation matters of the Agency handled by special legal counsel.

B. Agency Special Counsel (revised 11/17/2023). The Board of Commissioners may retain law firms or attorneys to represent the Agency, from time to time, as Special Counsel in specialty legal areas. The utilization of such Special Counsel to assist the Agency on particular matters shall be under the direction of the ~~General Counsel~~ **Chief Legal Counsel**. The ~~General Counsel~~ **Chief Legal Counsel** shall establish procedures to coordinate the delivery of legal services of Special Counsel and to assure that the Agency's President & CEO is informed with respect to Agency legal matters handled by Special Counsel such that the legal rights and interests of the Agency are protected.

C. Deputy Secretary of the Agency (revised: 9/26/03 and 11/17/2023). The ~~General Counsel~~ Chief Legal Counsel shall also serve as Deputy Secretary of the Agency. The Deputy Secretary of the Agency shall:

1. Transcribe all of the proceedings of all meetings of the Board and its Committees and keep a journal of all proceedings of the Board.
2. Attest all contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board.
3. The Deputy Secretary of the Agency shall maintain the Agency By-laws, Collected Policies, and all official records of the Agency.
4. The Deputy Secretary shall receive all communications sent to the Board and shall present all communications received to the Board.

**Section 20.040      Chief Audit Executive** (revised 06/28/19)

A. The Chief Audit Executive shall be selected by, and report directly to, the Board of Commissioners. The Executive Committee of the Board shall annually review the performance of the Chief Audit Executive and establish the salary of the Chief Audit Executive, which shall be included in the budget of the Agency approved by the Board of Commissioners. The Chief Audit Executive shall serve at the pleasure of the Board and shall be the Chief Audit Executive of the Agency.

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 30 Audit, Finance and Budget**

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**Section 30.005 Audit Committee Charter** (added 03/25/11, rev. 09/23/11, rev. 06/24/22, and rev. 09/22/23)

A. GENERAL (revised 09/23/11). The purpose of the Audit Charter is to assist the Board of Commissioners, through its Audit Committee, in fulfilling its fiduciary oversight responsibilities as follows:

- (1) Audit Committee management and Reporting Responsibilities
- (2) External Audit of the Financial Statements
- (3) Internal Audit Process
- (4) System of Risk Management
- (5) Processes for Monitoring Compliance with Laws and Regulations and the Ethics Policy, Code of Conduct and Fraud Policy
- (6) Special Investigations and Whistleblower Mechanism

Source: Information to develop this Charter is from *The AICPA Audit Committee TOOLKIT: Government Organizations*

B. AUTHORITY. The Audit Committee (“committee”) has the authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to perform the following functions, which are numbered according to the purposes listed above.

1. Audit Committee Management and Reporting Responsibilities (rev. 06/24/22 and 11/17/2023)

- Each member of the Committee should be appointed by the Chairman of The Bi-State Development Agency (“Bi-State”) Board of Commissioners.
- At least one member of the Committee should have financial experience.
- The Committee should review this Charter annually, reassess the adequacy of the Charter, and recommend any proposed changes to the Board of Commissioners. It should consider changes that are necessary as a result of new laws, regulations, or accounting and auditing standards, including best auditing practices.
- The Committee should meet at least four times per year, and at additional times when necessary. These meetings may be combined with regularly scheduled meetings, or may be held more frequently as circumstances may require. The Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary.
- Conduct executive sessions with the independent auditors, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Audit Executive (CAE), ~~General Counsel~~Chief Legal Counsel, outside counsel, and anyone else as desired by the Committee.
- The Committee shall be authorized to hire professional consultants as necessary.
- Review and concur on the appointment, replacement, reassignment, or dismissal of the Chief Audit Executive.
- Oversee the appointment of the independent auditors to be engaged for external reporting, and establish the related audit fees.
- If the audit organization provides any non-audit services, determine that the audit organization has considered and documented its consideration of how providing these non-audit services does not violate the requirements that the audit organization (a) not provide services that involve performing management functions or making management decisions, and (b) not audit their own work, as stipulated by best auditing practices.
- Review and evaluate the performance of the independent auditors.
- Review with the independent auditor, the Chief Financial Officer, and the Chief Audit Executive, the audit scope and plan of the internal auditors and the independent auditors. Address the coordination of audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
- The Committee should evaluate the independent auditors and internal auditors.
- The Committee should review its effectiveness.
- Create an agenda for the ensuing year, or review and approve the agenda submitted by the Chief Audit Executive.



2. External Audit of the Financial Statements (rev. 06/24/22 and 11/17/2023)

- Review with management and the independent auditor the effect of any regulatory and accounting initiatives, such as related organizations financing structures, derivatives, or securities lending.
- Review with the independent auditor that performs the financial statement audit:
  - a. All critical accounting policies and practices used by Bi-State.
  - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with Bi-State’s management, the ramifications of each alternative, and the preferred treatment.
- Review all significant written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
- Review with management and the independent auditors:
  - a. The Bi-State Development Agency’s annual financial statements, related footnotes, and management’s discussion and analysis;
  - b. The independent auditor’s audit of the financial statements and their report thereon;
  - c. The independent auditors’ judgments about the quality, not just the acceptability, of Bi-State’s accounting principles as applied in its financial reporting;
  - d. The independent auditors’ single audit of the federal awards administered by Bi-State and their reports thereon;
  - e. The independent auditors’ examination of the effectiveness of any hedging activities;
  - f. Any significant changes required in the independent auditors’ audit plan;
  - g. Any serious difficulties or disputes with management encountered during the audit. Matters required to be discussed by Statement on Auditing Standards (SAS) No. 61, *Communication With Audit Committees* (AICPA, *Professional Standards*, vol. 1, AU Sec. 380), as amended; U.S. Government Accountability Office’s *Government Auditing Standards*; and the U.S. Office of Management and Budget’s Circular A-133 related to the conduct of the audits.
- Review with the ~~General Counsel~~ Chief Legal Counsel and the Chief Audit Executive legal and regulatory matters that, in the opinion of management, may have a material impact on the financial statements and compliance with federal, state, and local laws and regulations.

3. Internal Audit Process (rev. 06/24/22 and 09/22/23)

- Review with management the policies and procedures with respect to Bi-State management's use of expense accounts, public monies, and public property, including for example, their use of Bi-State's vehicles. Consider the results of any review of these areas by the Internal Auditor or the independent auditors.
- Consider, with management, the rationale for employing audit firms other than the principal independent auditors for services that Bi-State or the independent auditor determines would not be appropriate for the principal independent auditor to perform.
- Review with management and the Chief Audit Executive:
  - a. Significant findings on internal audits during the year and management's responses thereto.
  - b. Any difficulties the internal audit team encountered in the course of their audits, including any restrictions on the scope of their work on access to required information.
  - c. Any changes required in the scope of their internal audits.
  - d. The Internal Audit Department budget and staffing.
  - e. The Internal Audit Department charter.
  - f. The Internal Audit Department's compliance with mandatory guidance from The Institute of Internal Auditors' (IIA's) Standards for the Professional Practice of Internal Auditing (Standards).

4. System of Risk Management (rev. 06/24/22)

Inquire of management, the Internal Audit Department, and the independent auditors about significant risks or exposures facing Bi-State; assess the steps management has taken or proposes to take to minimize such risks to Bi-State; and periodically review compliance with such steps.

Inquire of the Chief Executive Officer and Chief Financial Officer regarding the fiscal health of Bi-State, as well as the financial status of Bi-State in relation to its adopted budget.

Review with the independent auditors and Chief Audit Executive:

- a. The adequacy of Bi-State's internal controls including computerized information system controls and security;
- b. Any related significant findings and recommendations of the independent auditors and internal auditors together with management's responses thereto.

5. Organization's Processes for Monitoring Compliance with Laws and Regulations and the Ethics Policy, Code of Conduct and Fraud Policy (rev. 06/24/2022 ~~and 11/17/2023~~)

- a. Periodically review Bi-State's code of conduct to ensure that it is adequate and up to date.
- b. Review with the Chief Audit Executive and ~~General Counsel~~ Chief Legal Counsel the results of their review of compliance monitoring with the code of conduct.

**Section 30.010 Annual Audit**

A. Policy (revised 5/22/09 and 6/24/22). It is the policy of the Agency to submit its books and records to annual audit by a nationally recognized CPA firm. The firm selected shall have broad experience in auditing large local government and/or agencies in compliance with relevant federal rules and regulations such as the Single Audit Act and examining any hedging activities. The firm, and any principals of the firm, shall have no direct or indirect personal or financial interest in the fiscal affairs of the Agency, or of any officer of the Agency. The Agency shall not engage any firm, or any lead or concurring audit partner connected with that firm's provision of audit services to the Agency, for a contract term in excess of five (5) consecutive years.

B. Reporting. This firm reports its findings and conclusions to the entire Commission each year and may meet with the Audit Committee at any time during the year. Upon receipt of the final management letter, the President & Chief Executive Officer will promptly forward a response to the Audit Committee indicating the status of each recommendation or finding.

**Section 30.020 Internal Audit (rev. 06/24/22)**

A. Policy. It is the policy of the Agency to employ a Chief Audit Executive who shall report directly to the Board of Commissioners. The Chief Audit Executive shall supervise and direct the staff of the Internal Audit Department. The Internal Audit Department shall provide independent objective analysis and recommendations to assist the President & Chief Executive Officer and management in effectively discharging their administrative responsibilities. The Internal Audit Department shall perform routine audits of compliance of Agency divisions with internal Agency rules and regulations. The Internal Audit Department shall at all reasonable times have access to the accounts, books and records of the Agency, and the Department may in relation to such interview the President & Chief Executive Officer and other employees of the Agency.

B. Work Plan. The Chief Audit Executive shall be responsible for preparing an annual Audit Work Plan. Additionally, Commissioners and Senior Managers shall identify potential areas for review by the Internal Audit Department. Upon completion of the Audit Work Plan, the Chief Audit Executive shall present the Plan to the Audit Committee for their review and approval pursuant to these Board Policies.

C. Special Reviews. From time to time the President & Chief Executive Officer may assign to the Chief Audit Executive special reviews designed to assure continuous quality improvement of Agency operations.

**Section 30.030 Annual Budget (revised 09/23/22)**

A. General. Each year the President & Chief Executive Officer shall prepare an annual budget for the forthcoming fiscal year that will be presented to the Board of Commissioners. The President & Chief Executive Officer will work with the Board in setting strategic objectives, update the Agency's long range planning document, and prepare both an operating and capital budget. The operating budget shall include proposed expenditures for current operations during the ensuing fiscal year and the method of financing such expenditures. The capital budget shall include capital expenditures for a 3-year period and the proposed method of financing such expenditures.

B. Approval. The President & Chief Executive Officer will present the annual budget at a regularly scheduled meeting of the Board of Commissioners. The Board of Commissioners shall approve annual operating and capital budgets prior to the beginning of the ensuing fiscal year.

**Section 30.040                      Banking and Investment** (rev. 06/23/06, 11/19/10, 09/28/12 and 09/23/22)

A. Policy. It is the policy of Bi-State Development to (i) meet the daily cash flow demands of the Agency; (ii) comply with public funds investment directives of Missouri and Illinois; (iii) invest funds in a manner which will provide maximum safety of principal and liquidity; (iv) provide the highest possible investment return. This policy directs the investment of all funds of all entities of the Bi-State Development Agency not expressly controlled by the Revenue Bond Trustees.

B. Objectives. The primary objectives of the Agency's investment activities, in order of priority, shall be as follows:

1. Preservation and Safety of Principal. The objective is to mitigate credit and interest rate risk.
  - a. Credit risk. The Agency will minimize credit risk, which is the risk of loss due to the failure of the security issuer by:
    - Limiting investments to the types of securities listed in Section D of this policy.
    - Pre-qualifying financial institutions, brokers/dealers, intermediaries, and advisers with which the Agency will do business.
    - Diversifying the investment portfolio so that the potential impact of losses will be minimized.
  - b. Interest rate risk. The Agency will minimize interest rate risk, which is the risk that the market value of the securities in the portfolio will fall due to changes in market interest rates by:
    - Structuring the investment portfolio so that securities mature in a manner that cash requirements for ongoing operations will be met, thereby avoiding the need to sell securities on the open market prior to maturity; and
    - Investing operating funds primarily in short-term securities, money market mutual funds, or similar investment pools and limiting the average maturity of the portfolio in accordance with Section H.4.
2. Liquidity. The Agency's investment portfolio will remain sufficiently liquid to meet all operating requirements. Liquidity will be determined by the flow of revenues

and expenditures using cash flow projections and historical data.

3. Yield. Thereafter, the highest yield consistent with safety is required, provided the maturities are short enough to maintain operational liquidity.

4. Location. It is the Board's intent to have the majority of the available funds invested in local institutions provided the institutions meet the minimum credit standings set out below and yields are competitive.

C. Standards of Care.

1. Investment Authority. The Chief Financial Officer and the Director of Treasury are designated as the Investment Officers who are responsible for investment transactions, as well as, establishing the internal controls and written procedures for the operation of the investment program. No other officers or designees may engage in investment or banking transactions except as provided under the terms of the Investment Policy and procedure established.

2. Prudence. The Agency's investments shall be made with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and considering the safety of capital and the yield to be derived. The standard of care to be used by the Investment Officers shall be said "prudent person" standard and shall be applied in the context of managing an overall portfolio and whether the investment decision was consistent with the written investment policy of the Agency.

3. Ethics and Conflicts of Interest. Investment Officers involved in the investment process shall refrain from personal business activity that could conflict or be perceived to conflict with proper execution of the investment program, or that could impair their ability to make impartial investment decisions.

D. Authorized investment categories (revised 4/24/09, 11/19/10 and 09/23/22)

1. Demand Deposit, Negotiable Order Withdrawal (NOW), Bank Money Market, Certificate of Deposit and Savings Accounts - issued by banks or thrifts where the account or investment is either collateralized with direct obligations of the U.S. Government or its instrumentalities, or covered by FDIC insurance, or other AAA rated surety.

2. Negotiable Certificates of Deposit - provided that the institution maintains a Fitch rating of B or better and/or a Moody's Investor Services short-term rating of P-1. The institutions selected will have a minimum of \$100 million in combined capital and unimpaired surplus.

3. Bankers Acceptances - provided that the institution maintains a Fitch rating of B or better and/or a Moody's Investor Services short-term rating of P-1. The institutions selected will have a minimum of \$100 million in combined capital and unimpaired surplus.

4. Direct Obligations of the United States Government, U.S. Government Agencies or U.S. Government Instrumentalities.
5. Commercial Paper - Commercial paper at the time of purchase shall have ratings of A-1 by Standard and Poor's Rating Services and P-1 by Moody's Investors Services.
6. Repurchase Agreements (revised 11/19/10) - Repurchase agreements (repos) are acceptable, using any of the securities listed in paragraphs D-4 as collateral. Also, the firm with whom the repo is executed must be a credit acceptable bank, or broker/dealer. A credit acceptable bank or broker-dealer is defined as one whose senior debt rating is A- by one of the three nationally recognized ratings agencies (Standard & Poor's, Moody's, or Fitch). Banks in the Agency's service area that do not have a Standard & Poor's, Moody's or Fitch rating, may also be authorized repo counterparties, provided that they meet the "well capitalized" standard, as defined by the Federal Deposit Insurance Corporation. A written repurchase agreement, substantially modeled on, but in no case less restrictive than, the Securities Industry and Financial Markets Association's "Master Repurchase Agreement", shall be completed for each repo counter party. Such agreements shall be updated periodically, but-no less than once every five years. In all cases, repo collateral shall have a market value of 102% of the dollars invested, plus accrued interest. If the repo term is longer than an overnight maturity, the collateral must be delivered to a third-party custodian, and priced-to-market weekly to assure correct collateral value coverage.

The Director of Treasury shall obtain approval from the Chief Financial Officer before authorizing a repo counterparty. Before approval, documentation shall be furnished that the authorized counterparty meets the required criteria. The Director of Treasury will also monitor continued compliance with the criteria.

7. Money Market Funds - Acceptable funds shall be institutional money market funds having over \$500 million in net assets and be rated AAA by Standard and Poor's, Moody's and/or Fitch rating services.
8. Reverse Repurchase Agreement - A reverse repurchase Agreement or short-term borrowing (180 days or less), using securities in the Agency's portfolio as collateral, is acceptable. However, the firm with whom the borrowing is executed must meet the same requirements as stated previously for repurchase agreements. Also, the borrowed funds may be used to purchase other securities as an investment arbitrage. In this case, the new investment maturity date must match (+/- one week) the maturity date of the reverse repo, and those instruments must be delivered into the Agency's safekeeping account and held there until maturity. The Board shall be notified of all such

transactions through the Treasurer's monthly report.

E. Collateralization.

1. Collateralization of 102% will be required for demand deposits, repurchase agreements, and certificates of deposit over FDIC insured limits.
2. The Agency limits the type of collateral required to Direct Obligations of the United States Government, United States Government Agencies, or United State Government Instrumentalities.

F. Banking Services. To ensure the best service and cost effectiveness these services will be negotiated periodically. The number of demand deposit non-interest bearing accounts will be kept to a minimum for operational efficiency and safety. Any two of the following may open bank accounts, subject to the approval of the Board of Commissioners through a confirming motion at a meeting of the Board of Commissioners:

Chair, Board of Commissioners

President & Chief Executive Officer

Vice Chair, Board of Commissioners  
Chief Financial Officer  
Treasurer, Board of Commissioners

G. Monitoring and Reporting

1. Investment Performance. Investment Officers will provide the Treasurer of the Board of Commissioners with a quarterly report including deposits, investments, yields, the monthly summary of the prior 12 months' funds experience, and the amount of deposits at each institution. The report will also provide the average maturity of investments and a benchmark yield to show the investment portfolio's effectiveness in reaching the Agency's need for liquidity, safety, rate of return, and diversification.

H. Investment Transaction Criteria: (revised 4/24/09 and 09/23/22)

1. Competition – Banks and other financial institution, which meet the criteria below, will be selected for investments only on a competitive basis, Bids for Investments will be solicited by the Director of Treasury, and deemed necessary and approved by the Chief Financial Officer, using a bid process established by the Investment Officers. Rate of return will be considered the primary factor when selecting a bid, followed by the bidding institute.
2. Denial of Business – The Board directs management to refrain from investing Agency funds in any financial institutions or businesses that conduct business with governments deemed unacceptable by the Federal Government through executive order or enacted legislation.
3. Safekeeping Accounts – Securities purchased are delivered against payment to ensure that securities are deposited in an eligible financial institution prior to the release of funds, and held in a custodian safekeeping account. Tri-party

custodian agreements maintained with third party trust companies as well as the Federal Reserve Bank are acceptable. Hold-In-Custody repurchase agreements for fourteen days or less will be processed through special transaction control accounts. These accounts will be audited quarterly by Internal Audit and the results reported through the Treasurer, to the Board of Commissioners.

4. Maturity Limitations - To the extent possible, investments shall be matched with anticipated cash flow requirements and known future liabilities. Unless matched to a specific cash flow requirement, no funds shall be invested for more than five years from the date of settlement. The weighted average maturity of the portfolio shall at no time exceed eighteen months.

For Securities that are subject to redemption (call) before final maturity, the final maturity date shall be used both for compliance with the five-year limitation and in calculating the weighted average maturity.

5. Diversification

- Unlimited investment in the following:
- U.S. Government obligations
- U. S. Government Agency obligations
- U. S. Government Instrumentality obligations
- Repurchase Agreements – secured by the 3 U. S. obligations noted immediately above.
- Money Market Funds – Institutional money market funds having over \$500 million in net assets and rated AAA by Standard & Poor’s, Moody’s and/or Fitch rating services.
- b. Investments not to exceed \$5.0 million par value from any one issuer:
  - Bankers Acceptances
  - Commercial Paper
  - Negotiable Certificates of Deposit
- c. All investments must be paid for before they may be sold.

I. Agency Debt. Agency debt may be incurred only by the specific authority of the Board of Commissioners through special action. Notwithstanding Section D above, all funds under such debt resolutions or indentures of trust shall be controlled by the investment set forth in such documents.

J. Check Signatories (rev. 01/04/08 and 09/23/22)

1. All General Operating Funds

- a. Under \$15,000 - One signature from the following:
  - Treasurer, Board of Commissioners (including facsimile signature) or in the event of a vacancy in the Treasurer’s position,
  - Secretary, Board of Commissioners (including facsimile signature)



- President & Chief Executive Officer
- Chief Financial Officer
- Director of Treasury
- b. \$15,001 to \$100,000 - Two signatures from the following:
  - Treasurer, Board of Commissioners (including facsimile signature) or in the event of a vacancy in the Treasurer’s position,
  - Secretary, Board of Commissioners (including facsimile signature)
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury
- c. \$100,001 to \$500,000 - Two signatures from the following:
  - Chair, Board of Commissioners
  - Treasurer, Board of Commissioners
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury
- d. \$500,001 to \$1,000,000 - Two signatures from the following:
  - Chair, Board of Commissioners
  - Treasurer, Board of Commissioners
  - President & Chief Executive Officer
  - Chief Financial Officer
- e. \$1,000,001 and above - Two signatures, one each from Group A and Group B:

GROUP A

- Treasurer, Board of Commissioners
- President & Chief Executive Officer

GROUP B

- Chair, Board of Commissioners
- Vice Chair, Board of Commissioners
- Secretary, Board of Commissioners

K. Wire Transfer Authority (rev. 01/04/08 and 09/23/22) Wire Transfers and Automated Clearing House Transactions (ACH) are authorized for the transfer of funds between checking, investment and savings accounts, payment of services, equipment, construction in process, as well as payroll related expenditures that are authorized by and in the name of the Bi-State Development Agency.

1. Wire Transfer and Automated Clearing House Transactions (ACH) authority is limited to the below listed individuals. Wire transfers of a non-repetitive nature require the authority of any two of the below listed individuals:
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury

- a. Any individual Automated Clearing House Transaction (ACH) over \$1 million - Two signatures, one each from Group A and Group B:

GROUP A

- Treasurer, Board of Commissioners
- President & Chief Executive Officer

GROUP B

- Chair, Board of Commissioners
- Vice Chair, Board of Commissioners
- Secretary, Board of Commissioners

2. Authorization to create new repetitive Wire Transfers and Automated Clearing House Transactions (ACH) requires approval of any two of the following:

- President & Chief Executive Officer
- Chief Financial Officer
- Chair, Vice Chair, Treasurer, Secretary, Board of Commissioners

- L. Authorized Signatories for the Release of Pledged Collateral:

- President & Chief Executive Officer
- Chief Financial Officer
- Director of Treasury

- M. Authorized Agency Funds: (revised 8/15/07, 09/28/12 and 09/23/22)

1. Operating Funds – Operating Funds include a general operating account, accounts payable accounts for clearing checks and EFT payments, a payroll account, and investment transitory accounts for security purchases. In addition, there is an investment safekeeping account for operating funds.
2. Revenue Funds – Revenue funds are established for Transit Revenue, Ticket Vending, Machine Credit Card Revenue, Passenger Revenue, MetroLink Revenue, Fare box Revenue, and Call A Ride Revenue.
3. Internal Service Funds – Deposit accounts and investment safekeeping accounts are established for Medical, Property, Workers Compensation, and Casualty Internal Service Funds.
4. Sales Tax and Internally Restricted Funds – Sales Tax Capital amounts and Restricted funds are kept in individual investment safekeeping accounts.
5. Enterprise Funds – Deposit accounts are established for the operational and capital needs of the Agency, the Gateway Arch, the Riverfront Attractions, the St. Louis Downtown Airport, Freightway, and Arts in Transit and the investment safekeeping accounts are used as needed to invest excess funds.

**Section 30.050 Financial Reporting (revised 09/25/09 and 09/23/22)**

A. Policy. It is the policy of the Agency to prepare the financial results of each operating company as required by specific agreement, but not less than quarterly. Financial statements for the Board of Commissioners shall be prepared quarterly, and include the following statements:

1. Transmittal letter of noteworthy variations, including disclaimer
2. Balance Sheet
3. Statement of Revenue, Expense Income (Loss)
4. Capital Expenditures for Active Projects
5. Statement of Cash Flows
6. Aged Receivables

**Disclaimer:**

The following disclaimer shall be included in each transmittal letter of noteworthy variance:

“These interim financial statements are not in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP) due to the following reasons: Depreciation is not shown as an operating expense, but as other non-operating expense; capital contributions and total net assets are now shown on the Statement of Revenue, Expense, Income (Loss); and there are no accompanying footnote disclosure requirements or Management Discussion and Analysis (MD & A) sections included.”

**Section 30.060 Risk Management** (revised 2/25/2000 and 08/20/2021)

A. General. One of the Agency's primary objectives is to provide safe, reliable, and cost-effective transportation services while complying with federal, state, and local laws. In support of that objective, the Agency will develop and maintain an effective, integrated risk management program. This policy applies to all exposures to risk of loss that are fortuitous and result from external causes. These exposures include, but are not limited to, fires, collisions, theft, windstorm, construction accidents, workers' compensation claims, and auto or general liability claims as well as associated lawsuits against the Agency.

B. Authority and Responsibility. The Director of Risk Management is responsible for recommending the overall direction of the Agency's risk management program as specified in the Agency's Management Policies & Procedures.

C. Self-Insurance (revised 08/20/21). The Agency will self-insure those routine risks associated with its core transit operations. Risk exposures above the self-insured retention will be covered by excess insurance if such excess insurance is available and affordable.

D. Third Party Administrator (revised 08/20/21). The Agency will contract with a third-party adjusting firm to assist in administering claims handling (TPA). The Risk Management Department will monitor the TPA and hold quarterly claims reviews. An annual audit will be performed.

E. Insurance. Primary property and liability insurance will be purchased for unique or special risks of loss, for major construction projects, and when required by law or by contract. A Broker of Record will perform the insurance marketing function under the direction of the Director of Risk Management.

F. Self-Insurance Fund (revised 08/20/21). The Agency will maintain asset accounts, referred to as “Self-Insurance Funds”, as authorized by the Board of Commissioners on October 1, 1982, to support liabilities accrued as a result of its self-insured losses. The Chief Financial Officer of the Agency will maintain the Self-Insurance Fund, complying with prudent business practices and all applicable governmental pronouncements, and determine the amount of annual funding required. The fund is subject to following guidelines:

1. The current balance will be sufficient to pay estimated judgments, settlements, losses, and expenses for a three (3) year time period.
2. The amounts held in the Self Insurance Funds shall be used solely for the purpose of paying such liabilities and expenses.
3. The Chief Financial Officer, with concurrence of the President & CEO, is authorized to borrow amounts from the Self Insurance Funds to pay expenses of the Transit System in anticipation of routine operating subsidies and capital grants. All amounts borrowed from the Self Insurance Funds shall be reimbursed to such Fund as soon as possible with normal Agency revenues such as Farebox revenue, sales tax revenues, interest earnings and operating subsidy funds. The Board of Commissioners is to be notified, in writing, of any borrowing, outlining the amount borrowed.

G. Excess Judgment Fund (revised 08/20/21). The Agency will maintain an additional asset account, referred to as the “Excess Judgment Fund”, as authorized by the Board of Commissioners on July 7, 1989, to provide supplemental cash flow to the Self-Insurance Funds, in the event of a large or catastrophic loss that is greater than 50% of the Agency’s Self-Insured retention amount for that year. In addition, this fund will provide temporary or emergency funds for property losses that are equal or greater than \$500,000 and where the insurer has delayed payment or is questioning coverage under its policy. The Chief Financial Officer of the Agency will maintain the Excess Judgment Fund, complying with prudent business practices and all applicable governmental pronouncements. The fund is subject to following guidelines:

1. The goal is to attain and maintain a \$5,000,000 fund balance.
2. A minimum of \$250,000 shall be appropriated annually by the Board as part of the budget process until the fund goal of \$5,000,000 is reached.
3. Interest earned by monies in the fund shall inure exclusively to the fund on a cash basis until the fund goal of \$5,000,000 is reached.
4. Monies appropriated to the fund shall be deposited in the account at the beginning of the Fiscal Year, or as received from the funding jurisdictions.

5. This unencumbered balance of this fund may be used as collateral for short-term debt obligations.
6. The Chief Financial Officer, with concurrence of the President & CEO, is authorized to borrow amounts from the Excess Judgment Fund to pay expenses of the Transit System in anticipation of routine operating subsidies and capital grants. All amounts borrowed from the Excess Judgment Fund shall be reimbursed to such Fund as soon as possible with normal Agency revenues such as farebox revenue, sales tax revenues, interest earnings and operating subsidy funds. The Board of Commissioners is to be notified, in writing, of any borrowing, outlining the amount borrowed.

H. Claim Settlement Authorization (revised 08/20/21 and 11/17/2023). The Board of Commissioners must approve defense settlements exceeding the Missouri sovereign immunity limit for any one person in a single accident or occurrence. The Claim Settlement Authorization, based upon the Missouri sovereign immunity limit, shall be adjusted annually as published by the Missouri Department of Insurance. Authorization granted by the Board of Commissioners is deemed to include an additional contingency amount, equal to 20% of the actual authorization granted, for extraordinary use by the President & CEO. This additional authorization may be granted by the President & CEO as trial approaches or during the actual trial. For settlement amounts over \$100,000 and up to the sovereign immunity limit, the President & CEO will approve and must notify and receive acknowledgement from the Board of Commissioner's Chair and Vice Chair. Settlements from \$20,000 to \$100,000 will require the approval of the Director of Risk Management who must notify and receive acknowledgement from the Agency's ~~General Counsel~~ Chief Legal Counsel.

I. Litigation Management and Board Notification (revised 08/20/21). In addition to requests for settlement, authorization, the Board of Commissioners will be notified by management about large claims or lawsuits that may significantly impact the Agency's financial stability, its assets, or its public image.

1. The Director of Risk Management will regularly provide informational briefs to the Board on claims and lawsuits that fall into the following classifications:
  - a. Fatalities & severely disabling injuries.
  - b. Jury verdict range or settlement range is expected to exceed \$100,000.
  - c. Other unusual or sensitive claims which may be of particular interest to the Commissioners.
  - d. Final results on claims where the Board has extended settlement authorization.
2. The briefing to the Board will contain:
  - a. Facts & background of the case.
  - b. Summary of injuries & special damages.
  - c. Assessment of liability and expected outcome.
  - d. Litigation history and status if in suit.
  - e. Opinion of legal counsel (if assigned).
  - f. Recommendations and strategy for an appropriate resolution.

3. The Director of Risk Management will maintain a written litigation management program, attorney billing guidelines, and procedures for selecting and retaining defense counsel as specified in more detail in the Agency's Management Policies & Procedures.

J. Review of Agency Contracts and Documents (revised 11/17/2023). The Director of Risk Management, in consultation with the Agency's ~~General Counsel~~ Chief Legal Counsel as needed, will review Agency contracts, leases, agreements, easements or other documents that transfer risk, specify indemnity obligations, or require specific insurance from one or more of the parties.

**Section 30.070 Hedging** (effective 2/23/2001; revised 11/20/15; revised 06/25/21)

A. General. Because of the nature of its responsibilities to the St. Louis Metropolitan region, the Bi-State Development Agency (Agency) manages financial risks attributed to the price variability of fuel usage. This risk can be managed effectively through the use of hedging techniques. The purpose of this policy is to generally outline how the Agency will manage these risks, what techniques will be employed, and the general guidelines to be followed.

B. Definition. A hedge is a financial tool used to reduce the risk associated with normal business activities of buying fuel. The purpose of this hedging program is not to make or lose money but to manage risk. This program is not an investment and should not be construed as such. Realized gains or losses will be considered as an element of fuel cost. A hedging program will:

- a. seek to decrease the volatility of fuel cost;
- b. seek to increase the likelihood that actual net fuel cost will remain below the budgeted cost;
- c. seek to increase the certainty of future fuel cost;
- d. seek to attain a lower overall cost of fuel in the long-term;
- e. seek to manage year-over-year changes in fuel cost.

C. Program Infrastructure.

- a. Instruments. The agency will maintain a futures account with a Futures Commission Merchant Broker, which may be a separate entity from the Advisor. The Agency, through the management and direction of an Advisor, acquires, holds, and disposes of fuel futures contracts in the operation of its program. The high correlation between the movement of the price that the Agency pays for its fuel and the movement of the value of the futures contracts produces the program's effectiveness as a hedge. Due to the liquidity of the futures contracts purchased, these contracts do not require an investment grade rating.
- b. Maximum Hedge Ratio. The Agency's volume of fuel consumption is predictable and without significant variability over time. Given this, the maximum hedge ratio will be limited to 95% of forecasted consumption.

- c. **Maximum Hedge Maturity.** To allow the establishment of cost certainty in current and future budget periods, the maximum maturity of the futures contracts taken in conjunction with the program is 36 months forward from the acquisition date.
- d. **Exiting Market Conditions.** The advisor will exit the futures contracts evenly through time to coincide with the fuel supply contract pricing mechanism. This even liquidation of futures hedges through time and the even purchase of fuel via the Agency's fuel supply process assures the effectiveness of the hedging process. Based on the difference between the hedge price (entry price) and the settlement price (exit price), there will be a realized gain/loss associated with the hedge that will appear in the futures account. Futures contracts will be held to maturity (exited when the corresponding fuel is purchased) and, in the normal operation of the program, there will be no interim trading or early exit allowed. Exceptions to this include situations where the volume of forecasted fuel consumption decreases in which case the hedge position may be adjusted to comply with the Maximum Hedge Ratio.

D. **Physical Supply.** The physical supply of fuel will be purchased according to the Agency's procurement policies, and will be priced according to the fuel supply contract.

E. **Strategy.** The Strategy is how the program's objectives are achieved. The strategy will utilize a process:

- a. that addresses market opportunities and market risks;
- b. that examines fundamental and technical market factors in the hedge decision-making process;
- c. that holds the risk of exceeding budget at or below an acceptable level;
- d. that uses historical pricing ranges as pricing parameters;
- e. that is continuously applied through time;
- f. that will take advantage of the inherent "dollar cost averaging" properties of a continuous hedging program;
- g. that mitigates transaction timing risk by making more numerous smaller volume transactions.

These things will be accomplished by the advisor executing the appropriate transactions at the appropriate times to create the desired effect within the constraints of the policy.

**Risk Management.** The Agency will engage only in financial hedge transactions that are related to the Agency's principal business, including the operation of diesel buses and vans. The Agency will only trade specific contracts as necessary to hedge for the pricing of fuel/energy costs, as related to these areas of business, and as advised by the Advisor.

F. **Execution, Reporting and Oversight.**

- a. The advisor will be responsible for the day-to-day execution of the program including the execution of transactions, generating reports on the program's status and results, and monitoring the program and the energy markets. The

- advisor will generate periodic updates on the status and results of the program.
- b. The Treasury Department will provide the Board of Commissioners with a summary of its activity through the quarterly Treasurer’s Report.
  - c. A Hedge Committee will oversee the activities of this program. The Committee shall include Chief Financial Officer, Director of Treasury, Assistant Executive Director Transit Assets, and the Vice President of Procurement, Inventory Management & Supplier Diversity. The role of the Hedge Committee will be to determine whether a proposed hedging strategy, transaction or group of transactions is consistent with this Hedge Policy and review the performance of the hedging activity on a periodic basis. The Hedge Committee will meet no less than quarterly, and meeting minutes and Committee decisions will be documented and approved by the Committee.

**Section 30.080 Debt Issuance and Administration** (revised 6/26/09 and 09/23/22)

A. Agency. The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “**Agency**”) is a body corporate and politic created and existing by reason of a joint compact (the “**Compact**”) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President.

B. Powers to Issue Debt. *RSMo Section 70.373; 45 ILCS 110/1 Ratified by Congress January 7, 1959; further amended and ratified by Congress January 3, 1985*

1. *To borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed;*
2. *To issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing;*
3. *To provide that all negotiable notes, bonds or other instruments shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned and operated by the Agency, or out of any other resources of the Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Agency. All notes, bonds or other instruments in writing issued by the Agency as herein provided shall mature in not to exceed forty years from the date thereof, shall bear interest at a rate not exceeding fourteen percent per annum, and shall be sold for not less than ninety- five percent of the par value thereof. The Agency shall have the power to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof, and shall have power to enter into covenants with the holders of such notes, bonds or other instruments in writing, not inconsistent with the powers herein granted to the Agency,*



*without further legislative authority;*

4. *To issue bonds for industrial, manufacturing or commercial facilities located within the Bi-State metropolitan district upon the security of the revenue to be derived from such facilities; and, or upon any property held or to be held by it.*

C. Revenue Bonds.

**I. General Management Policies**

The Agency will provide for a periodic review of its financial performance, and review its performance relative to the financial policies outlined herein. These financial policies will be taken into account during the capital planning, budgeting and fare-setting process.

- A. In recognition of periodic changes in the cost of providing service to system users, service costs and fees will be reviewed annually and adjusted commensurately.
- B. The Agency may present proposed adjustments to existing fares, rates, fees and charges at public meetings, and will consider recommendations and input from the public as it relates to such proposed changes.
- C. All Agency funds will be invested according to the Investment Policies of the Agency.
- D. Necessary appropriations for annual debt service requirements will be routinely included in the Agency's annual budget.
- E. The Agency will maintain proactive communication with the investment community, including rating agencies, credit enhancers and investors, to ensure future capital market access at the lowest possible rates.
- F. The Agency may appoint a special committee of local financial experts to assist management as it develops financial plans. G. Fund co-mingling and inter-fund borrowing.

Transit is presently comprised of the following funds:

- Revenue Fund
- Operating Fund
- Internally Restricted Fund (Special Sales Tax Capital Fund)
- Debt Service Fund
- Sales Tax Capital Fund
- Prop M Fund
- Prop A Fund
- FTA Capital Fund

- Illinois Allocated Fund
- Private Capital Fund
- Internal Service Funds (Property, Casualty, Workers Compensation, and Medical) Excess Judgement Fund

The Agency maintains one bank depository account for operational and working capital purposes, which is comprised of the Operating, Internally Restricted, and Sales Tax Capital. While these funds are co-mingled in a single bank account, specific accounting is maintained on the Agency's books at the fund level.

Transit operations have little seasonality and are generally consistent throughout the year. Contractual funding and the annual appropriation process for state, local and federal formula funding provides approximately 95% of the Agency's funding. The annual appropriation process commences after the fiscal year begins. Local appropriations are subject to the legislative process, and Federal appropriations can be delayed up to 12 months. Consequently, Agency staff is authorized to transfer (borrow) funds within the groups identified above in order to maintain operational liquidity and adequate working capital.

In the event the above funds are exhausted, temporary operating deficits may be funded by unencumbered Self Insurance, Prop M and Prop A Funds. Staff shall inform the Board any time the local funding jurisdictions fail to provide funds within ninety days of the beginning of the fiscal year. Management shall recommend a course of action up to and including service interruption for the jurisdiction in question.

Furthermore, the Agency utilizes the Transit Operating Fund to fund disbursements for accounts payable and payroll. The Transit Operating account funds payments for transit and business enterprise obligations. Liability accounts shall be maintained for the recording of all payments made by Transit for Business Enterprises, and Business Enterprises shall reimburse Transit, in the following month, for any such payments.

## **II. Financial Management Policies**

The Agency utilizes a comprehensive planning process to determine its long-term capital needs. The Agency evaluates each capital project in relation to established federal, state and local grants and assistance programs and levels of reserves, current rate structure, expected asset life/replacement timeline, and available revenue sources to ensure that adequate financial resources are available to support the Agency's financial obligations. The Agency's Debt and Financial Management, Investment, and Swap Policies are integrated into the decision-making framework utilized in the budgeting and capital improvement planning process. As such the following policies outline the Agency's approach to debt management:

- A. The Agency will evaluate financing for each capital project on a case-by-case basis. The Agency will seek to pay for all capital projects from current revenues, federal grants and assistance programs and available reserves prior to or in combination with the use of debt.

- B. The Agency will seek to issue debt only in the case where there is an identified source of repayment. Bonds will be issued to the extent that (i) projected fixed revenues are sufficient to pay for the proposed debt service together with all existing debt service covered by such fixed revenues, or (ii) additional projected revenues have been identified as a source of repayment in an amount sufficient to pay for the proposed debt.
- C. Debt issuance for a capital project will not be considered unless such issuance has been incorporated into the capital improvement plan (Long Range Financial Plan).
- D. The Agency shall issue a request for proposal for underwriting services prior to the issuance or refunding of bonds.

### **III. Debt and Capital Management Policies**

The following policies formally establish parameters for evaluating, issuing, and managing the Agency's debt. The policies outlined below are not intended to serve as a list of rules to be applied to the Agency's debt issuance process, but rather to serve as a set of guidelines to promote sound financial management.

In issuing debt, the Agency objectives will be to:

- a. Achieve the lowest cost of capital;
- b. Maintain high credit ratings and access to credit enhancement;
- c. Preserve financial flexibility.

### **IV. Standards for Use of Debt Financing**

When appropriate, the Agency will use long-term debt financing to: achieve an equitable allocation of capital costs/charges between current and future system users; to provide more manageable rates in the near and medium term; and to minimize rate volatility.

- A. For growth related projects, debt financing will be utilized, as needed, to better match the cost of anticipated facility needs with timing of expected new connections to the system.
- B. The Agency shall not construct or acquire a facility if it is unable to adequately provide for the subsequent annual operation and maintenance costs of the facility throughout its expected life.
- C. Capital projects financed through debt issuance generally will not be financed for a term longer than the expected useful life of the project.

- D. Lease Agreements and Installment Sale Agreements shall be considered as an alternative to long-term debt. Although these forms of alternative financing are subject to annual appropriation, they shall be considered as long-term fixed rate debt for the purposes of this policy until maturity.

## V. Financing Criteria

Each debt issuance should be evaluated on an individual basis within the framework of the Agency's Long Range Financing Plan, as well as within the context of the Agency's overall financing objectives and current market conditions.

The Agency will evaluate alternative debt structures (and timing considerations) to ensure the most cost-efficient financing under prevailing market conditions.

- A. Credit Enhancement – The Agency will consider the use of credit enhancement on a case-by-case basis. Only when clearly demonstrable savings can be realized shall a credit enhancement be utilized.
- B. Cash-Funded Reserve vs. Surety – The Agency may purchase a surety policy or replace an existing cash-funded Debt Service Reserve Fund when deemed prudent and advantageous.
- C. Call Provisions – In general, the Agency's securities should include optional call provisions. The Agency will generally avoid the sale of non-callable long-term fixed rate bonds, absent careful evaluation of the value of the call option.
- D. Additional Bonds Test/Rate Covenants - The amount and timing of debt will be planned to comply with the additional bonds tests and rate covenants outlined in the appropriate legal and financing documents, and these policies.
- E. Short-Term Debt – The Agency may utilize short-term borrowing to serve as a bridge for anticipated revenues, construction financing or future bonding capacity.
- F. Use of Variable Rate Debt - The Agency will not issue variable interest rate debt unless: the proposed debt is converted to a fixed rate or hedged (for an interim period or to maturity) by use of a put-type mode, swap agreement or hedging mechanism (e.g., interest rate cap); outstanding un-hedged variable rate debt, including any proposed new variable debt, does not exceed the Agency's "hedge position" (defined herein) in aggregate; or, interest is capitalized during the expected term that bonds will be outstanding in a variable rate mode. For this purpose, the Agency's hedge position will be calculated as the Agency's cash reserves multiplied by 125%.  
Notwithstanding the above, the Agency will refrain from issuing new variable rate debt (including synthetic variable rate debt), whether hedged or

unhedged, which exceeds 20 percent of the Agency's aggregate debt outstanding.

- G. Use of Swaps & Derivatives - The use of any swap agreement in conjunction with the issuance or management of debt instruments will be governed by the Agency's Swap Policy. The use of swaps to create synthetic fixed rate debt should generally be considered only such synthetic fixed rate debt would result in a 20% reduction in debt service vs. traditional fixed rate bonds.
- H. Investment of Bond Proceeds - Bond proceeds will be invested in accordance with the permitted investment language outlined in the bond documents for each transaction, unless further restricted or limited in the Agency's Investment Policy. The preservation of funds, notwithstanding, the Agency will seek to maximize investment earnings within the investment parameters set forth in each respective bond indenture. The reinvestment of bond proceeds will be incorporated into the evaluation of each financing decision; specifically addressing arbitrage/rebate position, and evaluating alternative debt structures and refunding savings on a "net" debt service basis, where appropriate.

## **VI. Refinancing Outstanding Debt**

The Agency shall have the responsibility to evaluate potential refunding opportunities presented by underwriting and/or financial advisory firms. The Agency will consider the following issues when analyzing potential refinancing opportunities:

- (1) Debt Service Savings – The Agency shall establish a target savings level equal to 3% (current refunding) to 5% (advance refunding) of par refunded on a net present value (NPV) basis. These figures should serve only as a guideline, the Agency must evaluate each refunding opportunity on a case-by-case basis, and must take into consideration: the time to maturity, size of the issue, current interest rate environment, annual cash flow savings, and the value of the call option. Economic savings resulting from a refunding will generally be structured to occur on a level basis over the life of the refunding bonds. The decision to take all savings upfront or on a deferred basis must be explicitly approved by the Agency's Finance and Audit Committee and Board of Commissioners.
- (2) Restructuring - The Agency may seek to refinance a bond issue on a non-economic basis in order to restructure debt, mitigate irregular debt service payments, accommodate revenue shortfalls, release reserve funds, comply with and/or eliminate rate/bond covenants, or terminate a swap.
- (3) Term/Final Maturity – The Agency may consider the extension of the final maturity of the refunding bonds in order to achieve a necessary outcome, provided that such extension is permissible under the Agency's Compact and

Federal tax law. The term of the bonds generally should not extend beyond the reasonably expected useful life of the asset being financed. The Agency may also consider shortening the final maturity of the bonds. The remaining useful life of the assets and the concept of inter-generational equity should guide these decisions.

- (4) Escrow Structuring - The Agency shall utilize the least costly securities available in structuring each escrow. A certificate will be required from a third-party agent who is not acting as a broker-dealer, stating that the securities were purchased through an arms-length, competitive bid process (in the case of open market securities), that such securities were more cost effective than State and Local Government Series Securities (SLGS), or that SLGS were not available at the time of the pricing of the escrow and that the price paid was reasonable and within Federal guidelines. The Agency retains the right to use SLGS at any time in structuring its escrows.

When evaluating the economic viability of an economic versus legal defeasance, the Agency shall take into consideration both the financial impact on a net present value basis as well as the rating/credit impact. The Agency shall take all necessary steps to optimize its escrows and to avoid negative arbitrage in any refunding.

## **VII. Method of Issuance**

The Agency will determine, on a case-by-case basis, whether to sell its bonds competitively or through negotiation.

- A. Competitive Sale – In a competitive sale, the Agency’s bonds shall be awarded to the bidder providing the lowest true interest cost (“TIC”), as long as the bid adheres to requirements set forth in the official notice of sale.
- B. Negotiated Sale – The Agency shall assess the following circumstances that weigh toward the use of a negotiated sale:
  - 1. Issuance of variable rate or taxable bonds;
  - 2. Complex structure or credit considerations (such as non-rated bonds), which requires a strong pre-marketing effort;
  - 3. Significant par value, which may limit the number of potential bidders;
  - 4. Unique/ proprietary financing mechanism (such as a financing pool), or specialized knowledge of financing mechanism or process;
  - 5. Market volatility, such that the Agency would be better served by flexibility in the timing of its sale in a changing interest rate environment;
  - 6. When an Underwriter has identified new financing opportunities or presented alternative structures that financially benefit the Agency;
  - 7. As a result of an Underwriter’s familiarity with the project/financing, which enables the Agency to take advantage of efficiency and timing

considerations.

- C. Private Placement – From time to time the Agency may elect to issue debt on a private placement basis. Such method shall generally be considered only if it is demonstrated to result in cost savings or provide other advantages relative to other methods of debt issuance, or if it is determined that access to the public market is unavailable and timing considerations require that a financing be completed.
- D. Conduit Issuance – The Agency may elect to enter into financing agreements with other issuers, including but not limited to the City of St. Louis, St. Louis County, and the Missouri Development Finance Board, to permit debt to be issued on the Agency’s behalf. The Agency will consider this approach if such an arrangement is expected to produce lower borrowing costs, enhance the flexibility of the Agency, or provide other operational efficiencies.

### **VIII. Market Communication, Debt Administration and Reporting Requirements**

Rating Agencies and Investors – The Chief Financial Officer shall be responsible for maintaining the Agency's relationships with Moody's Investors Service, Standard & Poor's Ratings-Services, Fitch Ratings, Kroll Bond Rating Agency or any other nationally-recognized rating service. The Agency may, from time to time, choose to deal with fewer than all of these agencies as circumstances dictate.

In addition to general communication, the Chief Financial Officer shall: (1) meet with Credit Analysts periodically as requested, and (2) prior to each competitive or negotiated sale, offer conference calls with Agency analysts in connection with the planned sale.

- A. Board Communication – The Chief Financial Officer shall include in an annual report to the Finance and Audit Committee and the Board of Commissioners feedback from rating agencies and/or investors regarding the Agency's financial strengths and weaknesses and recommendations for addressing any weaknesses.
- B. Continuing Disclosure – The Agency shall remain in compliance with Rule 15c2- 12 or any successor rule or regulation by filing its annual financial statements and other financial and operating data for the benefit of its bondholders within 270 days of the close of the fiscal year. The inability to make timely filings must be disclosed and would be a negative reflection on the Agency. While also relying on a timely audit and preparation of the Agency's annual report, the Chief Financial Officer will ensure the Agency's timely filing with each Nationally Recognized Municipal Securities Information Repository.
- C. Record-Keeping and Post-Issuance Compliance – A copy of all debt-related records shall be retained at the Agency’s offices. Consistent with the Agency’s tax

compliance agreements and post-issuance compliance policy, at minimum, these records shall include all official statements, bid documents, bond documents/transcripts, resolutions, trustee statements, leases, records related to expenditure and investment of bond proceeds, records related to periodic reviews of the use of bond financed facilities, and title reports for each Agency financing (to the extent available). To the extent possible, the Agency shall retain an electronic copy of each document.

- D. **Arbitrage Rebate** – The use of bond proceeds and their investments must be monitored to ensure compliance with all Internal Revenue Code arbitrage rebate requirements. The Chief Financial Officer shall ensure that all bond proceeds and investments are tracked in a manner which facilitates accurate calculation; and, if rebate is due, such payments are made.

**Section 30.090                      Donation and Gift Policy** (NEW effective 11/19/21)

A. **Policy.** It is the policy of the Agency that gifts and donations to the Agency are welcomed and encouraged. Gifts and donations are valued as expressions of individual support for the Agency’s mission and help to enhance its services, programs and facilities by supplementing federal, state, or contractual support.

B. **Types of Gifts.** The Agency accepts the following types of gifts and donations: cash, tangible personal property, publicly traded and recognizable securities, real estate, bequests, trust funds and annuities.

C. **Use of Gifts.** The President and CEO or Board of Commissioners will carefully consider the needs of the Agency and will use a gift where it determines it is most needed, so that all donations may directly and indirectly support the public purposes of the Agency. The Agency may choose not to accept a gift if the donor wishes to place limitations or restrictions on its use or disposal. The Agency may refuse any gift that does not sufficiently benefit the Agency, is in conflict with the Agency’s mission, puts the reputation of the Agency at risk, or is prohibited by law.

D. **Acceptance of Gifts.** The President and CEO may accept any gift or donation of the types described in Section B on behalf of the Agency. Other types of gifts and donations will be evaluated on a case-by-case basis by the Board of Commissioners

When processing each gift, the Agency will follow generally accepted accounting principles. The Agency takes no responsibility for valuing gifts for tax purposes or for the tax consequences to the donor.

All accepted gifts and donations become the property of the Agency. The Agency reserves the right to sell or otherwise dispose of non-monetary gifts, if the Board of Commissioners or President and CEO, determines that such sale or disposition is advisable or necessary.



E. Documentation. The Agency will retain a written receipt of each donation and gift identifying the name of the donor, the amount and the date of the donation or gift, and the nature of restriction on the gift, if any. The Agency will acknowledge each donation by letter, thanking the donor. Donors who make a significant financial or material donation will receive a contemporaneous written acknowledgement of the donation from the Agency.

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 70 Personnel**

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Section 70.010 Personnel Decisions Review

A. Policy. It is the policy of the Agency to create and sustain the most effective and efficient work environment in the region. As a further way to ensure fairness and equity in personnel actions, it is the policy of the Agency to provide a one-level review and approval of all actions affecting the hiring, evaluation, issuance of raises, promotion, transfer and termination of individual Agency employees.

B. Termination Appeal. The Agency offers a termination appeal process for any disciplinary action resulting in a preliminary decision to terminate an employee. To exercise this option, the employee must request an appeal hearing in writing. A hearing official is then selected and reviews any written or oral information presented by the employee at the hearing. The hearing official may also conduct interviews with other Agency employees prior to rendering a final decision in the matter.

Section 70.020 Compensation *(Amended 9/26/08, 11/21/08, and 08/20/21)*

A. Policy. (Revised 9/26/08 and 08/20/21) It is the policy of the Agency to maintain a compensation package, including both salary and benefits, to attract and retain outstanding employees. As a matter of routine, on an annual basis, the Talent Management Department will monitor, review and make recommendations concerning the Agency's compensation package. At least once every three years, the Talent Management Department will conduct a formal study, utilizing professional services as required, and prepare recommendations for Board approval. The

recommended compensation structure will be based upon industry and applicable labor market comparisons, as well as the Agency's financial condition. Management must use qualifications and performance as the basis for compensation decisions related to hiring, promotion, transfer, demotion, advancement within the range or other internal personnel movements. In addition, the Board establishes the contractual and compensation arrangements for the President & CEO, and Chief Audit Executive.

B. Additional Compensation.*(revised 9/26/08, 11/21/08, ~~and 08/20/21,~~ and 11/17/2023)* The President & CEO shall inform the Board of Commissioners before implementation of any bonuses, stipends, severance payments or incentive compensation for any employee that are above and beyond the standard practices and policies of the Agency's Talent Management Department. Any such payment shall be made only upon an opinion of the ~~General Counsel~~ Chief Legal Counsel that such payment is authorized under the Agency's Compact and in accordance with applicable law.

**Section 70.030 Drug and Alcohol (Approved at February, 1999 Board Meeting & amended September 2001 and February 2006) (01/24/14 the Agency's Drug & Alcohol Policy & Plan, December 2013, Revision #8 was approved and the existing Section 70, Board Policy 70.030 was reaffirmed)**

A. General. Metro is committed to preserving the highest possible safety standards both in the quality of its services and the safety of its passengers, employees, the general public and property. In support of this commitment and its commitment to a drug-free workplace, Metro has adopted the following policy to prohibit the illegal or inappropriate use, possession, manufacture or distribution of drugs and alcohol by Agency employees. Metro employees and employees of a transit contractor who hold a position that would be defined as safety sensitive (covered employee) are subject to regulations issued pursuant to:

1. Federal Register 49 CFR Part 40: Procedures for Transportation Workplace Drug and Alcohol Testing Programs.
2. Federal Register 49 CFR Part 655: Prevention of Alcohol Misuse and Prohibited Drug Use in Transit Operations.
3. Coast Guard 46 CFR Part 4: Marine Casualties & Investigations.
4. Coast Guard 46 CFR Part 16: Chemical Testing.

B. Covered Employee: All covered employees are:

1. prohibited from being present on Metro property, reporting to work or performing work while that employee is under the influence of alcohol or has any controlled substance or other performance impairing substance in his/her system;
2. prohibited from the consumption of alcohol within four (4) hours of the employees scheduled time to report to work, or within eight (8) hours following an accident or until the employee takes a postaccident alcohol and/or drug test, whichever occurs first;

3. required to submit to an alcohol and/or drug test when directed by Metro; and, prohibited from tampering or attempting to tamper with such alcohol and/or drug test; and,
4. required (49 CFR Part 655.21) to submit to drug testing for Marijuana, Cocaine, Opiates, Amphetamines and Phencyclidine. Use of these drugs is prohibited at all times. Therefore employees may be tested at any time while on duty, and within thirty-two (32) hours following an accident.

C. Responsibility Covered employees, under Federal Register 49 CFR Part 655.71 Controlled Substance Testing: Record keeping and Reporting Requirements and Metro's own authority are:

1. responsible for informing his/her physician when being prescribed medication(s) that is covered under the terms of this policy. The employee shall use medically authorized drugs or over the counter medications in a manner which will not impair on-the-job performance, and:
2. responsible to promptly report to his/her supervisor any observance or knowledge of another employee who poses a hazard to the safety and welfare of others, and;
3. required to notify his/her supervisor, within five (5) calendar days of any arrest or conviction for driving under the influence of alcohol or while intoxicated, or for the use possession, selling, purchase, manufacturing, distribution or transfer of a controlled substance or other performance impairing substance, and;
4. prohibited from using, possessing, selling, purchasing, manufacturing, distributing, or transferring alcoholic beverages or controlled substances or other performance impairing substances while on duty or on Metro property.

D. Policy: It is the policy of the Agency that:

1. every covered employee complies with the Prohibited Drug and Alcohol Abuse Education and Testing Program which details Metro's program;
2. employees' understand that strict compliance with Metro's Alcohol and Drug Policy and Education and Testing Program is a condition of employment;
3. any violation will result in discipline in accordance with the applicable provision of Metro's Drug and Alcohol Policies and Procedures.

E. Management shall establish policies and procedures to fully comply with the letter and spirit of the applicable laws and regulations.

F. In adopting this policy, the Board of Commissioners recognizes that the Agency's workforce is a reflection of our society with all of its strengths and weaknesses. The abuse of drugs and alcohol is one of society's greatest problems. This policy is designed to provide an opportunity for our employees to resolve chemical dependency problems voluntarily through Agency-sponsored programs while assuring the highest possible safety standards in all of the Agency's operations.

***This policy is regulated by the Federal Register 49 CFR Part 40; Procedures for Transportation Workplace Drug and Alcohol Testing Programs, Federal Register 49 CFR 655; Prevention of Alcohol Misuse and Prohibited Drug use in Transit Operations; Coast Guard 46 CFR Part 4: Marine Casualties and Investigations and Coast Guard 46 CFR Part 16: Chemical Testing. In all instances Federal Register 49 CFR Parts 40 & 655 take precedent over the policies established by Metro. Federal Register 49 CFR Part 40: Procedures For Transportation Workplace Drug and Alcohol Testing Programs, and Federal Highway Administration, Federal Register 49 CFR Part 655.71 Controlled Substance Testing; Recordkeeping and Reporting Requirements.***

#### **Section 70.040 Labor Relations**

A. Policy. It is the policy of the Board of Commissioners to provide management with broad goals for collective bargaining, taking into consideration the Agency's financial condition, future Agency financial viability, market forces, operating funds and capital resources. Management then establishes specific objectives, strategies and the framework for negotiations.

B. Responsibility. The responsibility for conducting labor negotiations rests with management. All information is kept strictly confidential during actual negotiations.

C. Approval. The Board approves all collective bargaining agreements negotiated by management. The Board also approves any new labor protective agreements required by funding sources.

#### **Section 70.050 Employee's Pension & 401k) Retirement Savings Plans** (revised 04/27/18)

A. General (revised 6/26/09, 07/29/11, and 4/27/2018). The Bi-State Development Agency sponsors three defined benefit pension plans and one 401(k) Retirement Savings Plan for employees of the Agency. It is the responsibility of the Board of Commissioners to:

1. Appoint the Chairperson of the Salaried Administrative Pension Committee and authorize the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint non-standing Trustees from the Agency's management employees and retirees;
2. Oversee the funded status of the Plans;
3. Oversee Trustee administration of the Plans;
4. Approve Plan amendments, benefit formulas, and funding;
5. Review Plan investment policies, procedures and provisions.

B. Appointment of Trustees (Revised 12/15/06, 6/26/09, 01/29/10, 07/29/11, and 4/27/2018, and 11/17/2023).

1. The Salaried Administrative Pension and 401(k) Plan Committee.

The Salaried Administrative Pension and 401(k) Plan Committee shall consist of four (4) standing Trustees – the Executive Director Metro Transit, the Vice President of Organizational Effectiveness, the Sr. Vice President Chief Financial Officer, and the ~~General Counsel~~ Chief Legal Counsel; and up to five (5) non-standing Trustees with expiring terms. The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the non-standing Trustees from among the Agency’s Salaried Plan management employees and retirees.

In order to provide continuity for expiring terms, initially one of the current non-standing Trustees shall be appointed for a term of one year, two shall be appointed for a term of two years, and two shall be appointed for a term of three years. Thereafter non-standing Trustees shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be eligible for re-appointment after serving two consecutive three (3) year terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

The ~~General Counsel~~ Chief Legal Counsel shall serve as Secretary to the — Committee. The Vice President of Pension & Insurance shall serve as Assistant Secretary to the Committee, but shall not be a voting member of the Committee.

2. Amalgamated Transit Union (“ATU”) Employees’ Administrative Pension Plan Committee.

The Agency Trustees for the Amalgamated Transit Union (“ATU”) Administrative Pension Plan Committee shall consist of two (2) standing Trustees, the Vice President of ~~Organizational Effectiveness~~ and the Director of Labor Relations and one (1) ~~non-standing~~ Trustee with an expiring term and one (1) Alternate Trustee with an expiring term.

The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the non-standing Trustees for the Committee from among the Agency’s management employees.

In order to provide continuity for expiring terms, initially the current non-standing Trustee shall be appointed for a term of two years. Thereafter the non-standing Trustee shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be

eligible for re-appointment after serving two consecutive three (3) year terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

3. The International Brotherhood of Electrical Workers (“IBEW”) Administrative Pension Plan Committee.

Agency Trustees for the International Brotherhood of Electrical Workers (“IBEW”) Administrative Pension Plan Committee shall consist of two (2) standing Trustees; the Vice President of Organizational Effectiveness and the Director of Labor Relations; two (2) non-standing Trustees with expiring terms.

The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the two (2) non-standing Trustees from the Agency’s management employees.

In order to provide continuity for expiring terms, initially one of the current non-standing Trustees shall be appointed for a term of one year, and one shall be appointed for a term of two years. Thereafter non-standing Trustees shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be eligible for re-appointment after serving two consecutive three (3) year terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

The Vice President of Pension and Insurance shall be the liaison between the three Administrative Pension Committees and the Board of Commissioners.

The Board Audit, Finance and Administration Committee shall receive semi-annual investment reports and an annual briefing summary of the activities of the Administrative Pension Committees for all Plans.

The Trustees shall administer the Employees’ Pension & 401(k) Plans on the Board’s behalf. Meetings of the Board Audit, Finance and Administration Committee shall be held regularly, and a report on the financial condition of each Plan shall be made to the full Board at the following regularly scheduled Board of Commissioners meeting.

C. Investment Objectives *(revised 4/27/2018)*. It is the policy of the Board of Commissioners to see that the sponsored pension plans are managed in a manner designed to fund each plan to the fullest extent feasible, consistent with the Board’s other fiscal responsibilities.

The Board adopts a goal to achieve and maintain a funded status at a minimum of 100% of each plan's Pension Benefit Obligation, through contributions and investments. Contributions to the plans will be based on the recommendation of the annual actuary as a result of the actuarial valuation conducted for each Plan.

This policy shall be carried out through investment policies, administered by all Plan Trustees consistent with Board Policy or the requirements of the applicable collective bargaining agreement.

D. Investment Return Objectives. The investment return objective for each Plan's total portfolio should be a real (inflation adjusted) annual rate of return as measured over a planning horizon that will meet the Plan actuarial assumption. The real rate of return may deviate from this expected level of return during any single measurement period.

E. Monitoring and Control Procedures. The Administrative Pension Committee for each Plan will meet at least once each quarter to receive reports on each Plan's performance, including:

1. Quarterly changes in the equity portfolio (composite characteristics) of each equity manager relative to historic pattern, volatility and style.
2. The quarterly investment performance of each equity portfolio manager compared to the performance of a broad universe of equity managers as well as a group of other managers following the same investment style.
3. Evaluate and determine whether the managers continue to satisfy the evaluation criteria as outlined in the Plan's Investment Policy.

F. Duties of each Administrative Pension Committee Trustees *(revised 4/27/2018)*. The Administrative Pension Committee Trustees shall retain the services of an:

1. Actuarial Firm through a competitive bid or request for proposal process every five years. . The actuaries retained shall be Members of the Academy of Actuaries (MAAA), with a minimum five years consulting experience with Public Retirement Systems.
2. Auditing Firm to conduct an annual audit of the plan at the end of the plan year. The auditing firm shall be secured through a competitive bid process every five years. The Auditing firm retained shall be a Certified Public Accountant and have a minimum of five years' experience in public accounting.
3. Investment Advisor to regularly review the performance of each Plan's investment portfolio to:
  - a. Recommend an investment policy for each plan designed to freely fund the Plan.



- b. Establish an asset allocation to provide adequate returns at an acceptable level of volatility, and, meet the liquidity needs of the Plan, i.e., expenses and retirement benefits payments.
- c. Provide Trustees objective performance information on investment managers to enable Trustees to make informed decisions on the selection and retention of investment managers.

The Administrative Pension Trustees may from time to time change the investment objective of the plans based on the recommendation of the Investment Advisor.

Investment Advisor Selection Criteria shall be:

- a. a minimum of ten years of investment consulting experience,
  - b. a \$10 billion client base;
  - c. no conflict of interest with brokerage firms or investment management products; and
  - d. a client base of public pension funds and, for the union plans, Taft-Hartley plan clients.
4. Attorney to provide legal advice to Administrative Pension Committee Trustees to ensure Plan compliance with state and federal mandated laws and regulations. Due to the complexity of the tax laws applicable to pension plans and the rules relating to governmental plans, the attorney retained shall have a practice including pension and employee benefit law and a minimum of ten years' experience in the specialty.
  5. Custodian and Record-keeper to maintain the assets of the Plans.
  6. Investment Managers - The Administrative Pension Committee will select Investment Managers based upon the following general selection criteria for prospective equity and fixed income managers.
    - a. Audited or otherwise verifiable performance and portfolio data.
    - b. Performance records of a sufficient duration to include a variety of economic and market environments; this would generally require at least 5 years of verifiable performance data for each Investment Manager.
    - c. Demonstration of a long-term record of performance superiority over other managers of the same style.
  7. Third Party Administrator (TPA) to administer the daily operations of the plans, including:
    - a. Quarterly Reporting
    - b. Communications to Participants and Committees

- c. Pension Calculations and Review, based on detailed plan provision complexities
- d. Pension Database Maintenance
- e. Participant and Plan Sponsor Website

Due to the complexity of the BSD pension plans, the TPA must have extensive experience in pension plan administration, sophisticated administration software and an emphasis on internal and external communications.

The Administrative Pension Committees shall approve all disbursements from Plan funds, and oversee all administrative actions in accordance with the Plan document and applicable law and regulations (including, but not limited to, the provisions of the United States Internal Revenue Code applicable to qualified retirement plans).

G. Plan Structure *(revised 6/26/09, 01/29/10 and 4/27/2018)*:

1. The Two Pension Plans for Hourly Employees cover full-time employees of Division 788, the Amalgamated Transit Union, Operations, & Maintenance Unit and Clerical Unit; and the International Brotherhood of Electrical Workers, Local 2 and Local 309.

The Hourly Employees' Pension Plans are collectively bargained and jointly trusted by an equal number of union and management representatives. The collective bargaining agreements govern the benefit formulas, plan amendments and Agency/employee funding levels. The Hourly Employees' Pension Plans require mandatory participation for eligible employees. Employees contribute a contractually negotiated portion of the actuarially recommended funding. All amendments to the Hourly Employees' Pension Plans are submitted to the Board of Commissioners and approval is granted through the ratification of the collective bargaining agreements.

2. The Pension Plan for Salaried Employees is a defined benefit plan covering all eligible full-time salaried employees.

The 401(k) Retirement Savings Plan provides a voluntary defined contribution plan for full-time salaried employees, full-time Paratransit Van Operators in the Division 788, Amalgamated Transit Union, Call-A-Ride Unit and all full-time IBEW employees; and an Agency funded defined contribution plan for full-time eligible salaried employees.

The Board of Commissioners shall approve Plan amendments.

H. Review and Revision of this Statement of Policy *(revised 4/27/2018)*. The Board Audit, Finance and Administration Committee will periodically review these policies to ensure that they are still reflective of the Agency's pension Plans.

**Section 70.060**      **457(f) Deferred Compensation Plan** *(Approved 10/14/22)*

A. General. The Bi-State Development Agency sponsors a 457(f) Plan (the “457(f) Plan” or “Plan”), a discretionary, nonqualified, deferred compensation arrangement, pursuant to Section 457(f) of the Internal Revenue Code for select members of executive management of the Agency. The purpose of the Plan is to provide financial incentives in recruiting and maintaining highly qualified candidates for employment and encouraging existing qualified employees to continue to devote their best efforts to the Agency. It is the responsibility of the Board of Commissioners to:

1. Determine who is eligible for and who may participate in the Plan;
2. Administer and interpret the Plan, including making benefit determinations;
3. Retain agents to assist in the administration and management of the Plan and/or delegate duties to Agency staff or agents;
4. Determine the total annual amount of the discretionary contribution to the Plan, if any; and in connection therewith:
  - a. determine the amount, if any, to be allocated to the President and Chief Executive Officer and
  - b. determine the total amount, if any, to be allocated to all other eligible Agency Executives;
5. Determine the maximum amount that the President and Chief Executive Officer may defer under the Plan through salary reduction and determine the maximum amount all other eligible Agency Executives may defer under the Plan through salary reduction.
6. Determine the matching contribution percentage for salary deferrals made by the President and Chief Executive Officer.
7. Determine the matching contribution percentage for salary deferrals made by all other Agency Executives.
8. Make determinations as to the contribution credit date, vesting and earnings tracking, consistent with the Plan documents;
9. Approve Plan amendments; and
10. Review, adopt and amend Plan policies and procedures involved in administering the Plan.

The Executive Committee of the Board is designated to assume the above responsibilities of the Board unless specifically directed otherwise by the Board.

B. Eligible Executives. The 457(f) Plan is available to the Agency President and Chief Executive Officer and Executive Vice Presidents and such other executive management as the Board or its designee, the Executive Committee of the Board, may determine are appropriate in the future.

C. The 457(f) Plan Administrative Committee (revised 11/17/2023). The 457(f) Plan Administrative Committee (the “457(f) Committee” or “Committee”) is responsible for assisting in the administration of the Plan, including oversight for the process of determining the total annual amount that can be available for making award contributions for use in allocation to participants consistent with this Policy and the Plan and in setting the annual maximum salary deferral amounts and the matching contribution percentage for each participant. The 457(f) Committee shall consist of four (4) members – the Vice President of Talent Management, the Treasurer, the Director of Benefits, and the ~~General Counsel~~ Chief Legal Counsel. The Chair of the Board of Commissioners shall oversee the Committee and its operation.

The 457(f) Committee shall meet from time to time on the call of any Committee member. The Committee shall also meet at least semi-annually to receive reports on the performance of investments held by the Agency to track earnings. The Committee may consult with the plan record-keeper and other consultants in fulfilling its duties. The Board Audit, Finance and Administration Committee shall receive semi-annual investment reports and an annual briefing summary regarding investment performance as well as an annual report on Plan administration. The Committee shall provide a report on the Plan to the full Board at the regularly scheduled Board of Commissioners meeting following the Board Audit, Finance and Administration Committee review.

D. Elective Deferral Contributions and 457(f) Plan Award Contributions (Matching and Discretionary). Agency award contributions may be allocated as a discretionary contribution and shall be allocated as a match of participant salary deferrals, if any deferrals are made.

The discretionary award contribution amount for the President and Executive Officer, the matching percentage for the President and Chief Executive Officer and the matching percentage for eligible Agency Executives is at the discretion of the Board or its designee, the Executive Committee of the Board, consistent with the Plan and this Policy, as it may be amended from time to time. The Plan provides that the matching contribution shall comply with Proposed Treasury Regulation Section 1.457-12 which provides in subsection (e)(2) that the match must be structured so that the present value of the amount to be paid due to the deferral plus match must be more than 125% of the present value of the amount of the salary deferral. This has been interpreted to require a match of more than 25% of the salary deferral.

The Board or its designee, the Executive Committee of the Board, within the preceding calendar year, shall determine for the following calendar year, 1) the maximum salary deferral contribution amount any participant may make, 2) the matching percentage for the President and Chief Executive Officer and 3) the matching percentage for eligible Agency Executives.

The Board or its designee, the Executive Committee of the Board, shall determine 1) the total annual discretionary award contribution amount and 2) the allocation of the annual discretionary award contribution amount for the President and Chief Executive Officer during the calendar year for which the allocation is made. After the Board or its designee, the Executive Committee of the Board, makes these two determinations, any remaining Agency discretionary Plan contribution amount may be allocated among all other eligible Agency Executives as determined by the President and Chief Executive Officer consistent with the Plan and this Policy, as it may be amended from time to time.

Although it is intended that the Agency Plan discretionary contribution be made annually, the availability of the necessary funding and other factors as to Agency operations will be considered by the Board or its designee, the Executive Committee of the Board, prior to a decision regarding any Plan contribution and/ or the amount of any Plan contribution. Similarly, the setting of the maximum salary deferral amount and the matching percentages by the Board or its designee, the Executive Committee of the Board, shall be subject to the same Agency funding and other factors.

E. 457(f) Plan Investment Funds for Use in Tracking Earnings. Plan participants may designate investment options but the assets remain titled in the name of the Agency, or in a trust established by the Agency, to hold the Agency funds subject to use restrictions. Approved investment options will be selected by the 457(f) Committee taking into account the following factors: the types of investment options available under the current 401(k) plan, as discussed in Board Policy 70.050, and the investment horizon under the Plan.

F. Review and Revision of this Statement of Policy. The Board Audit, Finance and Administration Committee will periodically review this policy to ensure it is still reflective of the Agency's 457(f) Plan for executive management.

**COLLECTED BOARD POLICIES**  
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**Chapter 100. Compliance and Reporting Policy**

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**Section 100.010 Compliance and Reporting Policy Overview**

A. Policy (revised 09/27/19). It is the policy of the Agency to safeguard public funds and to ensure integrity in the delivery of public services. The Agency is committed to conducting its business with integrity and in compliance with all applicable laws. All Agency employees and contractors are expected and required to conduct their duties in compliance with all applicable laws, policies, rules, and regulations.

B. Purpose (revised 09/27/19 and 11/17/2023). The purpose of this Compliance Policy (the “Policy”) is to detect and prevent fraud, illegal misconduct, unethical conduct, inefficiency, and waste in the programs and operations of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”). The ~~General Counsel~~ Chief Legal Counsel and the Director of Corporate Compliance and Ethics (the “Director”) have the duty to investigate allegations of fraud, illegal misconduct, unethical conduct, waste, and inefficiency on the part of Agency employees, contractors, and programs. Suspected fraud, waste, illegal misconduct, unethical conduct, and inefficiency can be reported on-line or by calling the BSD Compliance and Fraud Helpline (the “Helpline”), or submitting a written report as outlined in this Chapter.

**Section 100.020 Reporting**

A. Policy (revised 09/27/19 and 11/17/2023). It is the policy of the Agency that every Agency employee shall have the right to report, in good faith, and in accordance with this Chapter and BSD’s Employee Code of Conduct and Ethics (the “Code”), to the Agency’s

~~General Counsel~~ Chief Legal Counsel or the Director, information concerning an improper agency action.

To assist such reporting, this Chapter provides Agency employees and contractors a process for reporting improper action, protection from retaliatory action for reporting and cooperating in the investigation, and/or prosecution of improper action in good faith in accordance with this Chapter and the Code. While employees and contractors are encouraged to report improper action directly to their immediate supervisors, the Agency recognizes that there are instances where this may not be an option. To this end, this Chapter provides for a reporting mechanism, including the Helpline, directly to the Director or the ~~General Counsel~~ Chief Legal Counsel.

B. Appropriate Reporting Officials (revised 09/27/19 and 11/17/2023). Reports may be made to the contractor's or employee's supervisor, the Agency's President and CEO, the Agency's ~~General Counsel~~ Chief Legal Counsel, or the Director. Reports may also be made anonymously utilizing the Agency's Helpline or by submitting a written report. In the case of reports made directly to an Agency supervisor or the President and CEO, they shall promptly communicate the report to the Director or the ~~General Counsel~~ Chief Legal Counsel. The report will be transcribed verbatim into an on-line report on the Helpline. If the allegation of improper Agency action relates to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the Director or the ~~General Counsel~~ Chief Legal Counsel shall furnish a copy of the report or summary of the allegation to the Audit, Finance, and Administration Committee of the Board of Commissioners.

C. Confidentiality (revised 09/27/19). If an employee or contractor chooses to remain anonymous when submitting a written report on-line or when calling the Helpline, no attempt will be made to discover the employee's or contractor's identity. To the extent allowed by law, the identity of an employee or contractor reporting information about an improper action shall be kept confidential unless the employee or contractor waives confidentiality in writing.

D. Protection for Reporting (revised 09/27/19). Employees or contractors, who act in good faith and in compliance with this Policy, are protected from interference in or retaliation for reporting improper actions or cooperating in an investigation or resulting proceedings. To the extent allowed by law, the identity of employees or contractors providing information about improper actions shall remain confidential, unless the employees or contractors waive the right, in writing.

E. Employee and Contractor Protections and Protected Conduct (revised 09/27/19 and 11/17/2023).

1. The following conduct by employees and contractors is protected if carried out in good faith under the Code and this Chapter:

- a. Reporting alleged improper action pursuant to the provisions of this Policy this Chapter, or the Code, and reporting violations of criminal laws to the appropriate law enforcement officials;

b. Cooperating in an investigation by the ~~General Counsel~~ Chief Legal Counsel, the Director, or their Designee, or an Investigating Official related to the improper action; and/or

c. Testifying in a proceeding or prosecution arising out of an improper action.

2. No Agency officer or employee shall retaliate against any employee or contractor because such employee or contractor proceeded or is proceeding in good faith in accordance with this Chapter.

F. Penalty. Any Agency officer or employee who engages in prohibited retaliatory action is subject to discipline by suspension without pay, demotion or termination.

G. Periodic Restatement (revised 09/27/19). Upon entering Agency service and at least once each year thereafter, every Agency officer and employee shall receive a written summary of this Chapter, the procedures for reporting improper actions, the procedures for obtaining the protections extended, and the prohibition against retaliation in this Section. This requirement will be met by annually publishing the Code to all Agency officers and employees for required reading and attestation. The Director shall ensure that such summaries are distributed and that copies are posted where all employees will have reasonable access to them.

### **Section 100.030 Investigations**

A. Investigation (revised 09/27/19 and 11/17/2023). Within 30 days after receiving information about an improper action from an agency employee or contractor, the ~~General Counsel~~ Chief Legal Counsel, the Director, or their Designee shall conduct a preliminary investigation, and prepare a written summary of the investigation, which may include matters for further research, investigation, or inquiry. In the case of an allegation relating to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the investigation shall be conducted or overseen by the Audit, Finance, & Administration Committee or the Board of Commissioners. The ~~General Counsel~~ Chief Legal Counsel will provide a report to the Board of Commissioners or a Committee established by the Board of Commissioners to review ethics concerns if further action is warranted or if the investigation pertains to conduct of a member of the Board of Commissioners.

B. Completion of Investigation and Reports (revised 09/27/19 and 11/17/2023). Upon completion of the investigation, the ~~General Counsel~~ Chief Legal Counsel or the Director shall notify the complainant in writing through their Helpline report of any determinations made. The ~~General Counsel~~ Chief Legal Counsel or the Director shall have no obligation to provide an investigation determination under this Section if the complainant, who has filed a written report, chooses to remain anonymous. If the ~~General Counsel~~ Chief Legal Counsel or the Director determine that an improper Agency action has occurred, he or she shall report the nature and details of the action to the President and CEO; or to the head of the department with responsibility for the action unless such department head is implicated; and to such other governmental officials or agencies as the ~~General Counsel~~



Chief Legal Counsel deems appropriate.

C. Closure (revised 09/27/19 and 11/17/2023). The ~~General Counsel~~ Chief Legal Counsel or the Director may close an investigation at any time if he or she determines that no further action is warranted and shall so notify the complainant

### **Section 100.040 Reporting Helpline**

A. Helpline (revised 09/27/19). The Agency has established a dedicated Compliance and Fraud Helpline service as an external and independent reporting mechanism for reporting suspected improper action on the part of Agency employees, officers, vendors, or independent contractors. To report illegal or unethical conduct, fraud, inefficiency, or waste, either by-name or anonymously, call toll free 855-465-2457 (85-LINK2HLP), 24 hours a day, seven days a week. A Helpline Agent will answer and document the report, including verifying the report's content with the complainant. Reports can be submitted on-line through the Helpline's secure website <http://www.EthicsPoint.com>.

B. Scope (revised 09/27/19). The Helpline authority extends only to Agency resources and activities. Any type of fraudulent or illegal activity involving private businesses with no contractual relationship with the Agency or governmental agencies other than the Agency should be reported to the appropriate law enforcement authorities.

C. False Accusations (revised 09/27/19). The Agency will consider it a serious violation of Agency policy for employees to intentionally make false accusations. Such false accusations may result in disciplinary action, up to and including termination, against the accuser. All reports to the Agency Compliance Program and the Helpline should be made in good faith and with the best of intentions.

### **Section 100.050 Definitions**

As used in Chapter 100, the following terms shall have these meanings:

A. "Investigating Official" means the Agency's ~~General Counsel~~ Chief Legal Counsel, or a member of the staff or designee of the General Counsel. (Revised 09/27/19 and 11/17/2023)

B. "Employee" means a member of the Board of Commissioners, any person employed by the Agency, whether in a permanent or temporary position, including full-time, part-time, and intermittent workers.

C. "Contractor" means any vendor, contractor, or sub-contractor and all associated employees directly and/or indirectly conducting business with the Agency. (Revised 09/27/19)

D. 1. "Improper action" means any action by a member of the Board of Commissioners, an Agency officer, employee, vendor, or contractor that is undertaken, in the case of an officer or employee, in the performance of such person's official duties,

whether or not the action is within the scope of employment, and, in the case of a vendor or contractor, in connection with activities in connection with such person's contract with the Agency, which:

- a. Violates any local, state or federal law, or Agency policy, or
- b. Constitutes an abuse of authority, or
- c. Creates a substantial or specific danger to the public health or safety, or
- d. Results in a waste of public funds.

2. "Improper action" does not mean personnel actions, including but not limited to: employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, reprimands, violations of collective bargaining or civil service laws, or alleged violations of agreements with labor organizations under collective bargaining.

3. A properly authorized Agency program or activity does not become an improper action because an employee or Investigating Official dissents from the Agency policy or considers the program, activity, or expenditures unwise. (Revised 09/27/19)

E. "Retaliate," (and its kindred nouns, "retaliation" and "retaliatory action") means to make, because of an activity protected under this Chapter, any unwarranted adverse change in a person's status or the terms and conditions of such status including, but not limited to, denial of adequate staff to perform duties; frequent staff changes; frequent and undesirable office changes; refusal to assign meaningful work; unsubstantiated letters of reprimand or unsatisfactory performance evaluations; demotion, reduction in pay; denial of promotion; transfer or reassignment; suspension or dismissal; or other unwarranted disciplinary action.

F. "President and CEO" means the President and CEO of the Agency. (Revised 09/27/19)

### **Section 100.060 Reporting and Adjudicating Retaliation**

A. Complaint (revised 09/27/19). In order to seek relief, a person who believes such person has been retaliated against in violation of this Chapter must file a Retaliation incident report on the Helpline within 30 days of the occurrence alleged to constitute retaliation. The complaint must be filed on the Helpline and must specify the alleged retaliatory action and the relief requested.

B. Investigation and Response (revised 09/27/19 and 11/17/2023). The ~~General Counsel~~ Chief Legal Counsel, the Director, or their designee shall conduct an independent investigation of the complaint and will notify the head of the department in which the retaliation is alleged to have occurred. If the department head is alleged to have retaliated in violation of this Chapter, the President and CEO shall be notified. The ~~General Counsel~~

Chief Legal Counsel or the Director shall ensure that the complainant is provided a response within 30 days after the filing of the retaliation complaint.

**COLLECTED BOARD POLICIES**  
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**Chapter 10. Board of Commissioners**

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**Section 10.010 Agency Compact and Implementing Statutes**

**Section 10.010.1 Agency Compact**

COMPACT BETWEEN MISSOURI AND ILLINOIS CREATING THE BI-STATE DEVELOPMENT AGENCY AND THE BI-STATE METROPOLITAN DISTRICT.

The states of Missouri and Illinois enter into the following agreement:

## ARTICLE I

They agree to and pledge each to the other faithful cooperation in the future planning and development of the Bi-State metropolitan district, holding in high trust for the benefit of its people and of the nation the special blessings and natural advantages thereof.

## ARTICLE II

To that end the two states create a district to be known as the “Bi-State Metropolitan Development District” (herein referred to as “The District”) which shall embrace the following territory: The city of St. Louis and the counties of St. Louis and St. Charles and Jefferson in Missouri, and the counties of Madison, St. Clair, and Monroe in Illinois.

## ARTICLE III

There is created “The Bi-State Development Agency of the Missouri-Illinois Metropolitan District” (herein referred to as “The Bi-State Agency”) which shall be a body corporate and politic. The Bi-State agency shall have the following powers:

- (1) To plan, construct, maintain, own and operate bridges, tunnels, airports and terminal facilities and to plan and establish policies for sewage and drainage facilities;
- (2) To make plans for submission to the communities involved for coordination of streets, highways, parkways, parking areas, terminals, water supply and sewage and disposal works, recreational and conservation facilities and projects, land use pattern and other matters in which joint or coordinated action of the communities within the areas will be generally beneficial;
- (3) To charge and collect fees for use of the facilities owned and operated by it;
- (4) To issue bonds upon the security of the revenues to be derived from such facilities; and, or upon any property held or to be held by it;
- (5) To receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; or by the federal government or any agency or officer thereof;
- (6) To disburse funds for its lawful activities, and fix salaries and wages of its officers and employees;
- (7) To perform all other necessary and incidental functions; and
- (8) To exercise such additional powers as shall be conferred on it by the legislature of either state concurred in by the legislature of the other or by act of congress.

No property now or hereafter vested in or held by either state, or by any county, city, borough, village, township or other political subdivision, shall be taken by the Bi-State agency without the authority or consent of such state, county, city, borough, village, township or other political subdivision, nor shall anything herein impair or invalidate in any way any bonded indebtedness of such state, county, city, borough, village, township or other political subdivision, nor impair the provisions of law regulating the payment into sinking funds of revenues derived from municipal property, or dedicating the revenues derived from any municipal property to a specific purpose.

Unless and until otherwise provided, it shall make an annual report to the governor of each state, setting forth in detail the operations and transactions conducted by it pursuant to this agreement and any legislation there under.

Nothing contained in this compact shall impair the powers of any municipality to develop or improve terminal or other facilities.

The Bi-State agency shall from time to time make plans for the development of the district; and when such plans are duly approved by the legislatures of the two states, they shall be binding upon both states with the same force and effect as if incorporated in this compact.

The Bi-State agency may from time to time make recommendations to the legislatures of the two states or to the Congress of the United States, based upon study and analysis, for the improvement of transportation, terminal, and other facilities in the district.

The Bi-State agency may petition any interstate commerce commission (or like body), public service commission, public utilities commission (or like body), or any other federal, municipal, state or local authority, administrative, judicial or legislative, having jurisdiction in the premises, for the adoption and execution of any physical improvements, change in method, rate of transportation, system of handling freight, warehousing, docking, lightering, or transfer of freight, which, in the opinion of the Bi-State agency, may be designed to improve or better the handling of commerce in and through the district, or improve terminal and transportation facilities therein. It may intervene in any proceeding affecting the commerce of the district.

#### ARTICLE IV

The Bi-State agency shall consist of ten commissioners, five of whom shall be resident voters of the state of Missouri and five of whom shall be resident voters of the state of Illinois. All commissioners shall reside within the Bi-State district, the Missouri members to be chosen by the state of Missouri and the Illinois members by the state of Illinois in the manner and for the terms fixed by the legislature of each state except as herein provided.

#### ARTICLE V

The Bi-State agency shall elect from its number a chairman, a vice chairman, and may appoint such officers and employees as it may require for the performance of its duties, and shall fix and determine their qualifications and duties.

Until otherwise determined by the legislatures of the two states no action of the Bi-State agency shall be binding unless taken at a meeting at which at least three members from each state are present, and unless a majority of the members from each state present at such meeting shall vote in favor thereof. Each state reserves the right hereafter to provide by law for the exercise of the veto power by the governor thereof over any action of any commissioner appointed there from.

Until otherwise determined by the action of the legislature of the two states, the Bi-State agency shall not incur any obligations for salaries, office or other administrative expenses, prior to the making of appropriations adequate to meet the same.

The Bi-State agency is hereby authorized to make suitable rules and regulations not inconsistent with the constitution or laws of the United States or of either state, or of any political subdivision thereof, and subject to the exercise of the power of congress, for the improvement of the district, which when concurred in or authorized by the legislatures of both states, shall be binding and effective upon all persons and corporations affected thereby.

The two states shall provide penalties for violations of any order, rule or regulation of the Bi-State agency, and for the manner of enforcing same.

## ARTICLE VI

The Bi-State agency is authorized and directed to proceed with the development of the district in accordance with the articles of this compact as rapidly as may be economically practicable and is vested with all necessary and appropriate powers not inconsistent with the constitution or the laws of the United States or of either state, to effectuate the same, except the power to levy taxes or assessments.

It shall render such advice, suggestion and assistance to all municipal officials as will permit all local and municipal improvements, so far as practicable, to fit in with the plan.

## ARTICLE VII

In witness thereof, we have hereunto set our hands and seals under authority vested in us by law.

\_\_\_\_\_  
(Signed) In the presence of:

\_\_\_\_\_  
(Signed)

*RSMo Section 70.370; 45 ILCS 100/1  
Ratified by Congress, 64 Stat. 568 (January 3, 1950)*

## **Section 10.010.2 Compact Amendment: Additional Power**

### *Additional powers of Bi-State agency.--*

In further effectuation of that certain compact between the states of Missouri and Illinois heretofore made and entered into on September 20, 1949, the Bi-State Development Agency created by and under the aforesaid compact, is authorized to exercise the following powers in addition to those heretofore expressly authorized by the aforesaid compact:

1. To acquire by gift, purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, airports, wharves, docks, harbors, and industrial parks adjacent to and necessary and convenient thereto, bridges, tunnels, warehouses, grain elevators, commodity and other storage facilities, sewage disposal plants, passenger transportation facilities, and air, water, rail, motor vehicle and other terminal or parking facilities;

2. To acquire by gift, purchase or lease; to plan, construct, operate, maintain, or lease to or contract with others for operation and maintenance; or lease, sell or otherwise dispose of to any person, firm or corporation, subject to such mortgage, pledge or other security arrangements that the Bi-State Development Agency may require, facilities for the receiving, transferring, sorting, processing, treatment, storage, recovery and disposal of refuse or waste, and facilities for the production, conversion, recovery, storage, use, or use and sale of refuse or waste derived resources, fuel or energy and industrial parks adjacent to and necessary and convenient thereto;

3. To contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Bi-State agency, or owned or operated by any such municipality or other political subdivision;

4. To borrow money for any of the authorized purposes of the Bi-State Development Agency and to issue the negotiable notes, bonds or other instruments in writing of the Bi-State Development Agency in evidence of the sum or sums to be borrowed;

5. To issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing;

6. To provide that all negotiable notes, bonds or other instruments in writing issued either pursuant to subdivision (4) or pursuant to subdivision (5) hereof shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned or operated or owned and operated by the Bi-State Development Agency, or out of any other resources of the Bi-State Development Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Bi-State Development Agency. All notes, bonds or other instruments in writing issued by the Bi-State Development



Agency as herein provided shall mature in not to exceed thirty years from the date thereof, shall bear interest at a rate not exceeding fourteen percent per annum, and shall be sold for not less than ninety-five percent of the par value thereof. The Bi-State Development Agency shall have the power to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof, and shall have power to enter into covenants with the holders of such notes, bonds or other instruments in writing, not inconsistent with the powers herein granted to the Bi-State Development Agency, without further legislative authority;

7. To condemn any and all rights or property, of any kind or character, necessary for the purposes of the Bi-State Development Agency, subject, however, to the provisions of the aforesaid compact; provided, however, that no rights or property of any kind or character, now or hereafter owned, leased, controlled, operated or used, in whole or in part, by any common carrier engaged in interstate commerce or by any grain elevator, shall be taken or appropriated by the Bi-State Development Agency without first obtaining the written consent and approval of such common carrier or of the owner or operator of such grain elevator. If the property to be condemned be situated in the state of Illinois, the said agency shall follow the procedure of the act of the state of Illinois providing for the exercise of the right of eminent domain, and if the property to be condemned be situated in the state of Missouri, the said agency shall follow the procedure provided by the laws of the state of Missouri for the appropriation of land or other property taken for telegraph, telephone or railroad rights-of-way;

8. To contract and to be contracted with, and to sue and to be sued in contract;

9. To issue bonds for industrial, manufacturing or commercial facilities located within the Bi-State metropolitan district upon the security of the revenue to be derived from such facilities; and, or upon any property held or to be held by it.

*RSMo Section 70.373; 45 ILCS 110/1*

*Ratified by Congress January 7, 1959; further amended and ratified by Congress January 3, 1985*

### **Section 10.010.3 Compact Amendment: Safety and Order**

*Power to employ persons to enforce rules--power of personnel, jurisdiction--issuance of citation--procedure upon arrest-- training--agency may adopt rules--violation of rules, penalty.—*

1. The Bi-State Development Agency shall have the power to employ or appoint personnel to maintain safety and order and to enforce the rules and regulations of the agency upon the public mass transportation system, passenger transportation facilities, conveyances, and other property that the agency may own, lease, or operate, except Bi-State may only employ peace officers through contracts with law enforcement agencies within the Bi-State service area. The board of commissioners of the Bi-State Development Agency shall determine the qualifications and duties of such personnel, subject to the limitations set forth in this section.

2. All persons designated under subsection 1 of this section by the Bi-State Development Agency to serve as personnel shall have the power to give warnings or to issue citations for violations of the rules and regulations of the agency and for any violation of section 70.441\* (or a similar section under Illinois law) to request identification from those violators, and to remove those violators from the passenger transportation facilities or other property owned, leased or operated by the agency. All contracted personnel who are certified as peace officers shall also have the power to detain and to make arrests for the purpose of enforcing the rules and regulations of the agency and the provisions of section 70.441\* (or a similar section under Illinois law). The personnel designated by the Bi-State Development Agency under subsection 1 of this section are authorized to use only the equipment that is issued by the agency, and only while in the performance of their duties or while in direct transit to or from a duty assignment on the passenger transportation facilities and conveyances owned, controlled, or operated by the agency. No personnel shall be issued any weapons, which can cause bodily harm.

3. The jurisdiction of the personnel designated by the Bi-State Development Agency under subsection 1 of this section shall be limited to passenger transportation facilities and conveyances (including bus stops) owned, controlled, or operated by the agency, but this restriction shall not limit the power of such persons to make arrests throughout the area in which the agency operates any public mass transportation system for violations committed upon or against those facilities from within or outside those facilities while such personnel are in hot or close pursuit of the violator. Nothing contained in this section shall either:

(1) Relieve either signatory state or any political subdivision or agency of those states from its duty to provide police, fire, and other public safety service and protection; or

(2) Limit, restrict or interfere with the jurisdiction of or the performance of duties of existing police, fire, and other public safety agencies.

4. A citation issued by personnel designated under subsection 1 of this section shall be considered a release on the personal recognizance of the violator, provided that the citation shall contain a time and date for the appearance of the violator in circuit court to contest or admit the charges. Any violator failing to appear in circuit court when required to do so shall be subject to arrest upon order of the court. The circuit court may establish a schedule for the amount of fines for violations of section 70.441 (or a similar section under Illinois law). The court shall allow for the payment of the fine and court costs by mail instead of a court appearance for a violation in which the only penalty authorized by this section or section 70.441 is a fine.

5. Those designated as personnel under subsection 1 of this section shall, upon the apprehension or arrest of any person, either issue a summons or citation against the person or deliver the person to the duly constituted police or judicial officer of the signatory state or political subdivision where the arrest is made, for disposition as required by law.

6. The Bi-State Development Agency shall provide for the training of personnel designated under subsection 1 of this section by the agency, and for this purpose the agency may enter into contracts or agreements for security training. The training requirements for

personnel of the agency that are given the power of arrest shall be as provided by state law and by regulation of the state agency or official designated by the state to establish those regulations.

7. The Bi-State Development Agency shall have the power to enter into agreements with the signatory states, their political subdivisions, the public safety agencies located in those states, and agencies of the federal government for mutual assistance and for the delineation of the functions and responsibilities between those designated as personnel under subsection 1 of this section and the duly constituted police, fire and other public safety agencies.

8. The Bi-State Development Agency shall have the power to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances and for the proper conduct by all persons making use of its facilities and conveyances, including its parking lots and all property used by the public. Notwithstanding the provisions of article V of the compact creating the Bi-State Development Agency, any rules and regulations adopted under this subsection need not be concurred in or specifically authorized by the legislatures of either state. In the event that any such rules and regulations of the Bi-State Development Agency contravene the laws, rules or regulations of a signatory state or its agency, the laws, rules and regulations of the signatory state or its agency shall apply, and the conflicting portions of the rules or regulations of the Bi-State Development Agency shall be void within the jurisdiction of that signatory state. In the event that any rules or regulations of the Bi-State Development Agency contravene the ordinances of any political subdivisions of the signatory states, the conflicting ordinances shall be void in or upon all agency passenger transportation facilities and conveyances. The rules and regulations of the Bi-State Development Agency shall be uniform whenever possible throughout the area in which any passenger transportation facility or conveyance of the agency is located. The rules and regulations, and the amounts of fines for their violation adopted by the Bi-State Development Agency shall be adopted by the agency's board of commissioners in accordance with all standards of due process, including, but not limited to, the holding of public hearings and subsequent publication of the agency rules and regulations and the amounts of fines for their violation in a manner designed to make them readily available to the public.

9. Unless a greater penalty is provided by the laws of the signatory states, any violation of the rules and regulations of the agency shall constitute an infraction for which the authorized punishment shall be a fine of not less than twenty-five dollars and not greater than two hundred fifty dollars, in addition to court costs.

10. The board of commissioners of the Bi-State Development agency shall establish the amount of fines for each violation of the rules and regulations of the agency within the limits of subsection 9 of this section.

11. Judges and clerks of the circuit courts having jurisdiction in the signatory states shall have the authority to impose, collect and enforce penalties for, and for failure to pay fines for, violations of the rules and regulations of the agency in the same manner as penalties are imposed, collected and enforced in the respective signatory states.

*RSMo Section 70.378; 45 ILCS 110/5  
Ratified by Congress January 3, 1996*

#### **Section 10.010.4      Implementing Statutes**

[Note: The following statutes are essentially identical for Missouri and Illinois; differences between the two states' statutes are indicated by bracketed language or ellipsis where non-substantive language was omitted.]

##### *Commissioners; appointment*

Within ninety days after this act becomes effective the governor shall, by and with the advice and consent of the Senate, appoint five commissioners of the Bi-State Development Agency created by compact between the states of Missouri and Illinois. If the Senate is not in session at the time for making any appointment, the Governor shall make a temporary appointment as in case of a vacancy. All commissioners so appointed shall be qualified voters of the State of [Missouri/Illinois] and shall reside within the Bi-State Development District established by the compact.

*RSMo Section 70.380; 45 ILCS 105/1*

##### *Term*

Of the commissioners first appointed one shall be appointed to serve for a term of one year, one for two years, one for three years, one for four years and one for five years. At the expiration of the term of each commissioner and of each succeeding commissioner, the governor shall, by and with the advice and consent of the senate, appoint a successor who shall hold office for a term of five years if such successor is appointed to fill a commissioner position described in subsection 1 of this section. If a commissioner is appointed to fill the commissioner position described in subsection 2 of this section, then such commissioner shall hold office for a term of three years. Each commissioner shall hold office until his or her successor has been appointed and qualified.

*RSMo Section 70.390;*

Of the Commissioners first appointed one shall be appointed to serve for a term of one year, one for two years, one for three years, one for four years and one for five years from the third Monday in January following his appointment. At the expiration of the term of each commissioner and of each succeeding commissioner, the governor shall, by and with the advice and consent of the Senate, appoint a successor who shall hold office for a term of five years. Each commissioner shall hold office until his successor has been appointed and qualified. One Commissioner shall be designated as chairman of the Illinois delegation.

*45 ILCS 105/2*

##### *Vacancies*

Vacancies occurring in the office of any commissioner shall be filled by appointment by the Governor, by and with the advice and consent of the Senate, for the unexpired term. In any case

of vacancy, while the Senate is not in session, the Governor shall make a temporary appointment until the next meeting of the Senate, when he shall nominate some person to fill such office.

*RSMo Section 70.400; 45 ILCS 105/3*

#### *Compensation*

The commissioners shall serve without compensation but shall be entitled to be reimbursed for the necessary expenses incurred in the performance of their duties.

*RSMo Section 70.410; 45 ILCS 105/4*

#### *Powers and duties*

The commissioners shall have the powers and duties and be subject to the limitations provided for in the compact entered into between the two States, and together with five commissioners from the State of [Missouri/Illinois] shall form the “Bi-State Development Agency”.

*RSMo Section 70.420; 45 ILCS 105/5*

#### *Conference by communications equipment*

Conference by communications equipment. The commissioners of the Bi-State Development Agency may participate in a committee or board meeting by conference telephone or other communication equipment if all persons attending the meeting, including the general public, can hear and communicate with the commissioners when appropriate. Participation in a committee or board meeting in this manner by a commissioner shall constitute presence in person at the meeting. [The committee or board meetings referenced herein shall be considered public meetings subject to chapter 610, RSMo, and shall be reasonably accessible to the public.]

*RSMo Section 70.421; 45 ILCS 105/9*

#### *Violations*

- (a) As used in this Section, the following terms have the following meanings:
1. “Agency” means the Bi-State Development Agency created by the Bi-State Development Compact Act.
  2. “Conveyance” includes a bus, paratransit vehicle, light rail vehicle, rapid transit car or train, locomotive, or other vehicle used or held for use by the Agency as a means of transportation of passengers.
  3. “Facilities” include all property and equipment, including, without limitation, rights of way and related trackage, rails, signals, power, fuel, communication

and ventilation systems, power plants, stations, terminals, signage, storage yards, depots, repair and maintenance shops, yards, offices, parking lots, and other real estate or personal property used or held for or incidental to the operation, rehabilitation, or improvement of any public mass transportation system of the Agency.

4. “Person” means any individual, firm, co-partnership, corporation, association, or company.

5. “Sound production device” includes, but is not limited to, any radio receiver, phonograph, television receiver, musical instrument, tape recorder, cassette player, speaker device, and any sound amplifier.

(b) In interpreting or applying this Section, the following apply:

1. Any act otherwise prohibited by this Section is lawful if specifically authorized by agreement, permit, license, or other writing duly signed by an authorized officer of the Agency or if performed by an officer, employee, or designated agent of the Agency acting within the scope of his or her employment or agency.

2. Rules shall apply with equal force to any person assisting, aiding, or abetting another, including a minor, in any of the acts prohibited by the rules or assisting, aiding, or abetting another in the avoidance of any of the requirements of the rules.

3. The singular shall mean and include the plural; the masculine gender shall mean the feminine and the neuter genders; and vice versa.

(c) No person shall use or enter upon the conveyances of the Agency without payment of the fare or other lawful charges established by the Agency. Any person or any conveyance must have properly validated fare media in his or her possession. This ticket must be valid to or from the station the passenger is using and must have been used for entry for the trip when being taken.

(d) No person shall use any token, pass, badge, ticket, document, transfer, card, or fare media to gain entry to the facilities or conveyances of or make use of the services of the Agency, except as provided, authorized, or sold by the Agency and in accordance with any restriction on its use imposed by the Agency.

(e) No person shall enter upon parking lots designated by the Agency as requiring payment to enter, either by electronic gate or parking meters, where the cost of the parking fee is visibly displayed at each location, without payment of those fees or other lawful charges established by the Agency.

(f) Except for employees of the Agency acting within the scope of their employment, no person shall sell, provide, copy, reproduce, produce, or create any version of any token, pass, badge, ticket, document, transfer, card, or any other fare media or otherwise authorize access to or use of the facilities, conveyances, or services of the Agency without the written permission of an authorized representative of the Agency.

(g) No person shall put or attempt to put any paper, article, instrument, or item, other than a token, ticket, badge, coin, fare card, pass, transfer, other access authorization, or other fare media issued by the Agency and valid for the place, time, and manner in which used, into any fare box, pass reader, ticket vending machine, parking meter, parking gate, or other fare collection instrument, receptacle, device, machine, or location.

(h) Tokens, tickets, fare cards, badges, passes, transfers, or other fare media that have been forged, counterfeited, imitated, altered, or improperly transferred or that have been used in a manner inconsistent with this Section shall be confiscated.

(i) No person may perform any act that would interfere with the provision of transit service or obstruct the flow of traffic on facilities or conveyances or that would in any way interfere or tend to interfere with the safe and efficient operation of the facilities or conveyances of the Agency.

(j) All persons on or in any facility or conveyance of the Agency shall:

1. Comply with all lawful orders and directives of any Agency employee acting within the scope of his or her employment.

2. Obey any instructions on notices or signs duly posted on any Agency facility or conveyance.

3. Provide accurate, complete, and true information or documents requested by Agency personnel acting within the scope of their employment and otherwise in accordance with law.

(k) No person shall falsely represent himself or herself as an agent, employee, or representative of the Agency.

(l) No person on or in any facility or conveyance shall:

1. Litter, dump garbage, liquids, or other matter, or create a nuisance, hazard, or unsanitary condition (including, but not limited to, spitting or urinating, except in facilities provided).

2. Drink any alcoholic beverage or possess any opened or unsealed container of alcoholic beverage, except on premises duly licensed for the sale of alcoholic beverages, such as bars and restaurants.

3. Enter or remain in any facility or conveyance while his or her ability to function safely in the environment of the Agency transit system is impaired by the consumption of alcohol or by the taking of any drug.

4. Loiter or stay on any facility of the Agency.

5. Consume foods or liquids of any kind, except in those areas specifically authorized by the Agency.

6. Smoke or carry an open flame or lighted match, cigar, cigarette, pipe, or torch, except in those areas or locations specifically authorized by the Agency.

7. Throw or cause to be propelled any stone, projectile, or other article at, from, upon, or in a facility or conveyance.

(m) No weapon or other instrument intended for use as a weapon may be carried in or on any facility or conveyance, except for law enforcement personnel. For these purposes, a “weapon” includes, but not limited to, a firearm, switchblade knife, sword, any instrument of any kind known as a blackjack, billy club, or club, sandbag, metal knuckles, leather bands studded with metal, wood impregnated with metal filings or razor blades, except that this subsection shall not apply to a rifle or shotgun that is unloaded and carried in any enclosed case, box, or other container that completely conceals the item from view and identification as a weapon.

(n) No explosives, flammable liquids, acids, fireworks, or other highly combustible materials or radioactive materials may be carried on or in any facility or conveyance, except as authorized by the Agency.

(o) No person, except as specifically authorized by the Agency, shall enter or attempt to enter into any area not open to the public, including, but not limited to, motorman’s cabs, conductor’s cabs, bus operator’s seat location, closed-off areas, mechanical or equipment rooms, concession stands, storage areas, interior rooms, tracks, roadbeds, tunnels, plants, shops, barns, train yards, garages, depots, or any area marked with a sign restricting access or indicating a dangerous environment.

(p) No person may ride on the roof, the platform between rapid transit cars, or on any other areas that are outside any rapid transit car or bus or other conveyance operated by the Agency.

(q) No person shall extend his or her hand, arm, leg, head, or other part of his or her person or extend any item, article, or other substance outside of the window or door of a moving rapid transit car, bus, or other conveyance operated by the Agency.

(r) No person shall enter or leave a rapid transit car, bus or other conveyance operated by the Agency except through the entrances and exits provided for that purpose.

(s) No animals may be taken on or into any conveyance or facility except the following:

1. An animal enclosed in a container, accompanied by the passenger, and carried in a manner that does not annoy other passengers.



2. Working dogs for law enforcement agencies, agency dogs on duty, dogs properly harnessed and accompanying blind or hearing impaired persons to aid those persons, or dogs accompanying trainers carrying a certificate of identification issued by a dog school.

(t) No vehicle shall be operated carelessly, negligently, or in disregard of the rights or safety of others or without due caution and circumspection or at a speed or in a manner as to be likely to endanger persons or property on facilities of the Agency. The speed limit on parking lots and access roads shall be posted as 15 miles per hour unless otherwise designated.

(u) Unless a greater penalty is otherwise provided by the laws of the State, any violation of this Section shall constitute a misdemeanor, and any person committing a violation of this Section shall be subject to arrest and, upon conviction in a court of competent jurisdiction, shall pay a fine in an amount not less than \$25 and no greater than \$250 per violation, in addition to court costs. Any default in the payment of a fine imposed under this Section without good cause shall result in imprisonment for not more than 30 days.

(v) Unless a greater penalty is provided by the laws of the State, any person convicted a second or subsequent time for the same offense under this Section shall be sentenced to pay a fine of not less than \$50 nor more than \$500, in addition to court costs, or to undergo imprisonment for up to 60 days, or both a fine and imprisonment.

(w) Any person failing to pay the proper fare, fee, or other charge for use of the facilities and conveyances of the Agency shall be subject to payment of that charge as part of the judgment against the violator. All proceeds from judgments for unpaid fares or charges shall be directed to the appropriate Agency official.

(x) As used in this Section, the term “conviction” includes all pleas of guilty and findings of guilt.

(y) Stalled or disabled vehicles may be removed from the roadways of the Agency property by the Agency and parked or stored elsewhere at the risk and expense of the owner.

(z) Motor vehicles that are left unattended or abandoned on the property of the Agency for a period of over 72 hours may be removed as provided for in Article II of Chapter 4 of the Illinois Vehicle Code [625 ILCS 5/4-201 et seq.], except that the removal may be authorized by personnel designated by the Agency.

*RSMo Section 70.441; 45 ILCS 110/6 (Missouri and Illinois Statutes slightly different)*

**Section 10.020 Board Bylaws**

**BYLAWS  
of the  
BI-STATE DEVELOPMENT AGENCY  
of the  
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**ARTICLE I – DEFINITIONS**

A. Definitions. For all purposes of these By laws, unless the context clearly requires otherwise, the following terms shall have the following meanings:

1. Agency. The term “Agency” or “Bi-State Development Agency” shall refer to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, a governmental unit formed by an interstate compact between the States of Missouri and Illinois.

*RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II*

2. Board. The term “Board” or “Board of Commissioners” shall refer to the Board of Commissioners of the Agency, the governing body of the Agency under the Compact.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

3. Chair. The term “Chair” shall refer to the Chair of the Board of Commissioners elected pursuant to these, the Compact and the policies and procedures of the Agency.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

4. Commissioner. The term “Commissioner” shall refer to a member of the Board of Commissioners of the Agency.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

5. Compact. The term “Compact” shall refer to the interstate compact entered into between States of Missouri and Illinois pursuant to Section 70.370 of the Missouri Revised Statutes and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and approved by the Congress of the United States under Public Law 743, Chapter 829, approved August 31, 1950, pursuant to Article I, Section 10, Clause 3 of the United States Constitution.

6. District. The term “District” shall refer to the Missouri – Illinois Metropolitan District established under the Compact.

*RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II*

7. President & Chief Executive Officer (President & CEO). The term “President & CEO” shall refer to the President & CEO of the Agency.

## **ARTICLE II – BOARD OF COMMISSIONERS**

The Board of Commissioners of the Agency shall consist of those persons qualified and appointed pursuant to the provisions of the Compact.

*RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV*

## **ARTICLE III – OFFICERS**

A. Election of Officers. At a regular or special meeting called for that purpose, the members of the Board shall, in June of each year, elect from among the members of the Board a Chair and a Vice-Chair, one of whom shall be a resident of Illinois and one a resident of Missouri; a Secretary and a Treasurer, one of whom shall be a resident of Illinois and one a resident of Missouri.

B. Term of Office and Succession. All officers shall hold office for a term of one year or until their successors are elected and qualified. No Commissioner shall be eligible to serve more than two successive terms in the same office. Upon the expiration of two successive full terms in the office of Chair, no Commissioner who has the state of residence of the Chair whose successive terms shall have expired shall be eligible for election as Chair.

C. Vacancies. Upon the vacancy of the office of Chair for any reason during a term of office, the Vice-Chair shall succeed to the office of Chair for the balance of the unexpired term, unless the Board determines to elect from among the members of the Board an officer to fill such vacancy. Upon the vacancy of any other office for any reason during the term of office, the members of the Board shall, at the next regular or at a special meeting called for that purpose, elect from among the members of the Board an officer or officers to fill any such vacancy in accordance with the provisions of these .

D. Duties of Officers.

1. Chair. The Chair shall preside at all meetings of the Board, shall have general supervision of the affairs of the Agency, and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Board to delegate any specific powers to any other officer or officers of the Agency. The Chair shall execute all documents requiring the seal of the Agency.

2. Vice Chair. The Vice-Chair shall perform such duties as shall be assigned by the Board or by the Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair with the same force and effect as if performed by the Chair, and shall be subject to all restrictions imposed upon the Chair.
3. Secretary. The Secretary shall record or cause to be recorded all votes and the minutes of all proceedings of the Board in a minute book to be kept for that purpose. The Secretary shall keep or cause to be kept in safe custody the seal of the Agency and, when authorized by the Chair or Vice-Chair, shall affix the seal to any instrument requiring the seal and, when so ordered, provide an attestation thereof, shall give, or cause to be given, a notice as required of all meetings of the Board and shall perform such other duties as may be prescribed from time to time by the Board.
4. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of the Agency to be maintained for such purpose, shall deposit or cause to be deposited all moneys and other valuable effects of the Agency in the name and to the credit of the Agency in depositories designated by the Board or in accordance with its policies, and shall disburse or cause to be disbursed the funds of the Agency as may be ordered by the Board.
5. Other Officers. The Board may appoint such other officers and agents, as it shall deem expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

E. Delegation of Power. In case of absence of any officer of the Agency or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any other officer or to any Commissioner for the time being.

F. Removal. Any officer elected or appointed by the Board may be removed at any time with or without cause by the Board.

G. Compensation. The members of the Board shall receive no salary. However, nothing contained herein shall be construed to preclude any Commissioner or officer from receiving expenses, if any, while in the exercise of Agency duties or in the performance of business of the Agency.

*RSMo Section 70.410; 45 ILCS 105/4*

H. Bonds. The Board may require any and all of the officers or employees to give bond to the Agency with sufficient surety or sureties, conditioned for the faithful performance of

the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

I. Area Representation. The Chair shall annually appoint with the advice and consent of the Board, at least one Commissioner to represent the City of St. Louis and each of the counties in the District. Commissioners will be appointed to only one such political subdivision. It is the representative's function to make this representation known to the chief executive officer and officials or appointees of that subdivision concerned with Agency matters so that each political area has access to the Board on matters that deserve Board attention.

J. Staff. The Board members will appoint the following positions that will report to the Board.

1. President & CEO. There shall be appointed a President & CEO of the Agency pursuant to the provisions of the Compact, these, Board Policy and other applicable law. The President & CEO shall be the chief executive officer of the Agency. The President & CEO shall have direct charge of, and be directly responsible to the Board of Commissioners for the operation of the Agency. The President & CEO shall, so far as his or her duties may permit, attend all meetings of the Board of Commissioners and of the Executive Committee. The President & CEO shall report as needed upon the progress, condition and needs of the Agency at each regular meeting of the Board of Commissioners, and recommend such measures as in his or her judgment will promote the Agency's interests. The President & CEO of the Agency shall be responsible to the Board of Commissioners for the various facilities of the Agency, procurement of staff; the establishment and maintenance of separate programs and services within the Agency; the relationships and coordination of activities; and the planning, development and carrying out of Agency projects. The President & CEO will provide staff assistance as necessary to assist any member of the Board in carrying out the responsibilities of the Board and of any Board office.
2. Chief Legal Counsel (revised 6/27/08 and 11/17/2023). The Chief Legal Counsel shall be the chief legal officer of the Agency; shall be selected by the President & CEO, shall be selected in accordance with all applicable laws and regulations, and shall have such duties and responsibilities as may be designated by Board Policy or assigned by the President & CEO.
3. Deputy Secretary. There shall be appointed by the Board of Commissioners a Deputy Secretary of the Agency, who shall serve at the pleasure of the Board of Commissioners. The Deputy Secretary shall transcribe all of the proceedings of all meetings of the Board and its Committees; keep a journal of all proceedings of the Board in which journal the votes of ayes and nays of the Board shall be entered with any reasons for voting or objection to the action of the Board, if requested by any member of the Board; attest all contracts and papers and minutes of the Board and shall affix the Agency

seal thereto when ordered to do so by the Board; keep and preserve in the manner prescribed by the Board all records, books, papers, and files belonging to the minutes of each meeting of the Board and prepare under the direction of the Board all reports, estimates, and etc., required by law and by the Board and generally do all things belonging to the office of Secretary of the Board that may be required by the Board. The records, books, papers, and files of the Agency maintained by the Deputy Secretary shall be available as provided by applicable law and Board Policy. The Board may appoint one or more Assistant Secretaries with the authority and duties of the Deputy Secretary in the absence or inability to act as the Deputy Secretary.

4. Internal Auditor. The Internal Auditor shall be appointed by the Board of Commissioners; and shall be the Chief Auditing Officer of the Agency, and serve at the pleasure of the Board of Commissioners.

K. Attendance. Members of the Board will make every effort to attend all board meetings, and meetings of committees to which members are assigned. If a Board member has three (3) absences from Board meetings in any fiscal year of the Agency, without such absences being excused by the Board at the request of the member, the Board may direct the Chair to petition the appropriate Governor to replace the Board member in question.

#### **ARTICLE IV – COMMITTEES OF THE BOARD** (revised 8/26/10, 11/18/11, and 11/18/16)

A. Executive Committee. There shall be an Executive Committee of the Board, which shall have the duties and powers enumerated herein and such other duties, and powers as may be prescribed by the Compact or other Board Policy. The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall perform the following general functions and such other matters as may be referred to the Executive Committee from time to time:

1. Assist the Chair in reviewing all major policy issues and public policies affecting the strategic direction of the Agency
2. Assist the Chair in ensuring that the Agency’s continuing direction is consistent with its stated mission and goals
3. Review management recommendations regarding human resource issues and collective bargaining agreements
4. Review and recommend action on matters requiring Commission approval

B. Other Committees (revised 8/26/10, 11/18/11, and 11/18/16). Unless otherwise provided by Board Policy, applicable law, or agreements providing the establishment of committees, the Board Chairman shall, subject to such conditions as may be prescribed by the Board, appoint Board Commissioners to serve as members of standing committees of the Board. All standing committee members shall be appointed for a term of two years beginning in June of alternate years, or until

their successors are appointed. Unless otherwise provided by Board Policy, or applicable law or agreement, the Board Chairman shall designate one Commissioner to serve as the chairman of each committee.

In appointing both committee members and committee chairmen, the Board Chairman shall ensure that both Missouri and Illinois Commissioners are fairly represented. Each committee shall be composed of three or more Commissioners, and shall be supported by Agency staff members whose positions in the Agency are appropriate to the purposes and responsibilities of that committee. Should a Commissioner vacate a committee position for any reason during his/her appointed term, or should the Board create a new committee, the Board Chairman shall appoint another Commissioner or Commissioners to fill such vacancy, or new committee positions, as soon as practicable.

Standing committees shall include an Executive Committee, a Nominating Committee, an Audit, Finance & Administration Committee, a Planning Committee, and an Operations Committee. In addition, the Board may, by motion or resolution, appoint other standing or temporary committees as it deems necessary and assign them such duties and powers as may be required to fulfill their purpose.

#### **ARTICLE V – MEETINGS OF THE BOARD (revised 8/26/10)**

A. Regular Board Meetings (revised 8/26/10). The regular meetings of the Board shall be held according to a schedule proposed by the Board Chairman and approved by the Board. The time of the meetings shall be 9:00 A.M. unless stated otherwise in the meeting notice.

B. Committee Meetings (revised 8/26/10). Committees shall meet as determined by the committee chairman or by the Board for the conduct of its business. Committees may recommend matters for action to the full Board, but such a recommendation is not required for the Board to act on a matter. A quorum of committee members is not required for a committee to meet or to make recommendations to the Board. Two or more Board committees may meet jointly when it is expedient to mutually discuss and recommend action on a particular matter. Unless otherwise prohibited by Board Policy, or applicable law or agreement, any Board member may attend any committee meeting and may vote on matters presented for that committee's consideration regardless of whether he/she is a member of that committee.

Each committee will be assisted by Agency employees designated by the President/CEO for the purpose of providing staff support to that committee. Pursuant to the statutory requirements governing public meetings, each committee shall provide advance public notice of the date, time and place of its upcoming meeting, and shall keep minutes of all of its proceedings. Minutes are to include the date, time and place of the meeting, the members present and absent, matters discussed by the committee, and the votes attributed to each member of the committee who is eligible to vote. All minutes shall be kept in the offices of the Agency, and the proceedings of each committee meeting shall be reported to the full Board at the Board's next regularly-scheduled or special meeting.

C. Special Meetings. Special meetings of the Board or Committees of the Board may be called at any time by the Board Chair or by two Commissioners; to be held at the principal office of the Agency or at such other place as may be designated in the notice and call of the meeting.

D. Place. All meetings of the Board or a Committee of the Board shall be held in the principal office of the Agency or at such other place as shall be determined from time to time by the Board, and the place at which said meeting shall be held shall be stated in the notice and call of the meeting.

E. Notice.

1. When and How Notice is Given. Written or printed notice of each meeting of the Board or a Committee of the Board, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered or given not less than five days before the date of the meeting, either personally or by mail to all Board members. The notice shall be accompanied by any material which is to be considered in connection with any action proposed to be acted upon at the meeting; provided, however, that nothing contained herein shall preclude a Commissioner from requesting consideration of any matter at any meeting of the Board.
2. Notice May be Given in Writing. Whenever the provisions of these policies require notice to be given to any Commissioner, they shall not be construed to mean personal notice; such notices may be given in writing or by mailing by first class mail, postage prepaid, addressed to such Commissioner at the address of such Commissioner as the same appears in the books of the Agency, and the time when the same shall be mailed will be deemed to be the time of the giving of such notice.
3. Waiver of Notice. A waiver of any notice in writing signed by a Commissioner, whether before or after the time stated in the said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to any Commissioner.

F. Quorum for Board Meetings. A quorum at any regular or special meeting of the Board shall consist of three Commissioners from the State of Illinois and three Commissioners from the State of Missouri. If a quorum is not present at a properly called meeting, the meeting may be adjourned by those present from time to time until a quorum is present and a notice of such adjourned meeting shall be sent to all Commissioners which notice shall contain the time and place of such adjourned meeting.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*



G. Telephone Participation. Any member or members of the Board or of any Committee designated by the Board or by the Chair may participate in a meeting of the Commissioners or any Committee of the Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and with the recording of that meeting becoming a part of the official Agency records. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the member or members so participating. Telephone participation by Commissioners shall only be permitted when in the judgment of the Chair, the Acting Chair, or the President & CEO such participation is necessary to the conduct of Agency business.

*RSMo Section 70.421; 45 ILCS 105/9*

H. Meeting Conduct.

1. Roberts Rules of Order. The Chair will conduct board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Authorized Speakers. Persons authorized to speak at the board meetings are the Commissioners and President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only upon an advance request (preferably in time for the public notice agenda) provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

## **ARTICLE VI – BOARD POLICIES**

A. Any action by the Board of Commissioners establishing policy, administrative, business, or otherwise, shall be known as “Board Policies”.

B. Board Policies may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.

C. All Policies falling within the definition of Board Policies as herein defined, and in existence upon the date of the adoption of these, shall be a part of the Board Policies.

D. Unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board.

E. The Secretary of the Board of Commissioners shall keep all such Policies on file in his or her office, and may publish such Policies from time to time.

*RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V*

## **ARTICLE VII – FINANCIAL MATTERS**

A. Books and Accounts. The books, accounts, and records of the Agency, except as may otherwise be required by applicable law, may be kept at such place or places as the Board of Commissioners may from time to time designate. All books, accounts, records and documents of the Agency shall be open to inspection of the Commissioners at all times.

B. Funds. All monies coming into the possession of the Agency shall be deposited in the name of the Agency in such bank or banks or trust companies or credit unions or savings and loans or other depository institutions as the Board shall designate and shall be drawn out by check, or electronic funds transfer, by persons designated by resolution of the Board.

C. Audit. The books and accounts of the Agency shall be audited annually by a certified public accountant or firm of certified public accountants designated by the Board.

D. Fiscal Year. The fiscal year of the Agency shall date from July 1 of one year to June 30 of the next year unless otherwise provided by the Board.

*RSMo Section 70.370, Art. III; 45 ILCS 100/1, Art. III*

## **ARTICLE VIII – EMERGENCY ACTION/RESPONSE**

A. The Chair, or President & CEO, is authorized to undertake whatever action is deemed necessary or appropriate to respond to, to deal with, or to manage the Agency, in an “emergency.” Such action need not comply with any applicable requirement of Agency, policies and procedures, which shall be deemed to be waived during any emergency.

B. For purposes of this provision, an “emergency” shall be deemed to include:

1. the occurrence of a catastrophic event, such as war, nuclear incident, or other national or local calamity;
2. situations posing immediate threat to public health or safety;
3. situations posing immediate threat to Agency personnel or property; and
4. such extraordinary circumstances that failing to take action will be detrimental to the activities of the Agency.

C. As soon as practicable after the taking of any such action in an emergency, the Chair shall report such action to the Board and such action will be considered by the Board at its

next regular meeting.

D. This provision is not intended to supersede or repeal any emergency provision included in any specific Agency bylaw, policy or procedure.

## ARTICLE IX – INDEMNIFICATION

A. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency), by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

B. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by the Agency to procure a judgment in its favor by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonable incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a Commissioner, officer or employee of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in such paragraphs A and B, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit or proceeding.

D. Any indemnification under such paragraphs A and B hereinabove, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the Commissioner, officer or employee is proper in the

circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Commissioner, officer or employee to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

F. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be a Commissioner, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

G. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph F, to any person who is or was a Commissioner, officer or employee; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

H. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency, by reason of the fact that such person is or was an independent contractor of the Agency), against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

I. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by of the Agency to procure a judgment in its favor by reason of the fact that such person is or was an independent contractor of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action

or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

J. To the extent that an independent contractor of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph H, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonable incurred by such person in connection with the action, suit or proceeding.

K. Any indemnification under paragraph H herein above, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the independent contractor is proper in the circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

L. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of an independent contractor to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

M. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such persons' official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be an independent contractor and shall inure to the benefit of the heirs, executors and administrators of such person.

N. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph M, to any person who is or was an independent contractor; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

## **ARTICLE X – SEAL**

The seal of the Agency shall consist of two concentric circles, between which shall be the name of the Agency with the year established, and the State names of Missouri and Illinois and in the center shall be shown the area comprising the Bi-State Metropolitan Development District.

**ARTICLE XI – AMENDMENTS**

Alterations, amendments, or repeals of these Bylaws may be made by a majority of the Commissioners from Illinois and a majority of the Commissioners from Missouri at any regular or special meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal.

**CERTIFICATION**

I, \_\_\_\_\_, Secretary of the Board of Commissioners of the Bi-State Development Agency, do hereby certify that the above is a true and correct copy as adopted by the Board of Commissioners on a quorum present and voting in favor thereof.

\_\_\_\_\_  
Name  
Secretary

\_\_\_\_\_  
Date

### **Section 10.030 Controlling Law**

Bi-State Development Agency (the “Agency”) is an interstate compact entity created pursuant to Article I, Section 10, Clause 3 of the United States Constitution and the interstate compact entered into between the States of Missouri and Illinois pursuant to Section 70.370 of the Revised Statutes of Missouri and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and ratified by the Congress of the United States (the “Agency Compact”). As an interstate compact entity, the Agency is not governed by the provisions of state law but by the provisions of the Agency Compact.

### **Section 10.040 Standing Committees (revised 5/22/09, 8/26/10; 3/25/11, 11/18/11 and 11/18/16)**

A. Executive Committee (revised 8/26/10) The Executive Committee shall be composed of the officers of the Board, and shall perform its functions pursuant to the provisions of the Board Bylaws.

B. Committee Formation and Appointment of Members (revised 8/26/10) The Committees of the Board shall consist of those established pursuant to the Board Bylaws, and the appointment of members to the committees is governed by the provisions of the Bylaws. In addition to the regular assigned committee staff, a committee may request that any officer or employee of the Agency, the Agency’s outside counsel, its independent auditors or actuaries, or other outside consultants attend a particular committee meeting or meetings for the purpose of providing information or advice.

C. Standing Committees (Revised 8/26/10, 03/25/11, 11/18/11 and 11/18/16)

1. NOMINATING COMMITTEE (Revised 11/18/16). The purpose of this Committee is to recommend a slate of officers to serve for the following year, which slate shall be presented to the Board for approval in June of each year. The Chairman of the Board shall appoint the members of the Nominating Committee, which shall be composed of two Missouri Commissioners and two Illinois Commissioners.

2. AUDIT, FINANCE & ADMINISTRATION COMMITTEE (Revised 03/25/11, 11/18/11, and 11/18/16). The purpose of this Committee is to assist the Board in the oversight of the Agency’s financial management and operations, including the integrity of its financial statements, the appointment and performance of its internal and external auditors and its compliance with all legal and regulatory requirements. It shall have the authority, to the extent it deems necessary, to conduct investigations and to retain independent consultants in connection with its responsibilities. Additionally, the Committee has oversight of the development of the Agency’s capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency’s legislative, regulatory and public relations plans.

Specific responsibilities include, but are not limited to the following:

- To review the Agency’s major financial risk exposures and the adequacy of the Agency’s risk management assessment and control policies.
- To directly oversee the planning, staffing and work of any independent auditors retained to perform the annual financial audit of the Agency and issue an audit report, or to perform other audits, reviews or attests services.
- To appoint and directly oversee the work of the Director of Internal Audit and the Internal Audit Department staff, including reviewing all significant reports prepared by the internal auditing department, reviewing the internal audit plan for each upcoming year, and annually evaluating the performance of the Director of Internal Audit.

OTHER RELEVANT BOARD POLICY SECTIONS

SECTION 10.020 BOARD BY-LAWS

SECTION 30.010 ANNUAL AUDIT

SECTION 30.020 INTERNAL AUDIT

- To periodically review the Agency’s financial status, its fiscal policies and procedures, its guidelines for issuing debt, and the investment of its cash reserves, and report any significant findings to the Board.
- To review the Agency’s operating and capital budgets, its investment profile and performance, the Registration Statements filed with the SEC, and the Agency’s business plan.
- To review and discuss the Agency’s quarterly financial statements with Agency management and the Agency’s internal auditor.
- To provide overall guidance with respect to the establishment, maintenance and administration of the Agency’s pension, health and welfare benefits.
- Ensure that all pension and health plans are administered in accordance with statutory and regulatory requirements, and in a uniform and non-discriminatory manner.
- To review all proposed changes or amendments to the Agency’s pension or health plans, and make recommendations to the Board regarding further Board actions that may be required.
- To ensure that each of the Agency’s four Pension Plans is being funded in accord with actuarial recommendations, and that the investment of funds for each Plan is based on independent advice from qualified outside professionals and is within the parameters of the Plan’s investment policy.
- To monitor legislative, regulatory and public relations issues facing the Agency and to advise and make recommendations regarding the Agency’s plans in these areas.
- The committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

3. PLANNING COMMITTEE (revised 11/18/11 and 11/18/16). The purpose of this Committee is to assist the appropriate Agency staff with the implementation and periodic updating of the Agency’s Long-Range Transit Plan, and to provide general advice on overall long-range and



strategic planning for the Agency.

4. OPERATIONS COMMITTEE (revised 11/18/11 and 11/18/16). The purpose of this Committee is to oversee all aspects of the Agency's operations, including the operations of Metro Transit, the St. Louis Regional Freightway, Bi-State Development Research Institute, Tourism Innovation Division (Arch, Riverboats), St. Louis Downtown Airport, the Economic Development Division, and any other of the Agency's business enterprises, whether now existing or hereafter arising. It is to provide operational and program oversight of all current and proposed operations plans to ensure that such plans accord with the strategic direction set for the Agency by the Board. The Committee will:

- Regularly review guidelines for the execution of the transit service, including system performance, geographical coverage, levels of service, and consumer interfaces.
- Monitor system safety issues and system performance in conformance with regulatory requirements under programs such as Title VI and ADA.
- Review management's recommendations concerning development opportunities created by the Agency's expansions of service and investments in infrastructure, and review activities supporting the implementation of the Moving Transit Forward Plan including regular updates of same.
- Review management's recommendations on the Agency's goal of increasing community awareness of and support for public transit; and to identify and foster partnerships with regional civic and business entities in order to enhance economic development. Economic development should be focused on the Agency fostering a regional foundation for private investment and job creation, and approaching such with an emphasis on the Agency's return on project investment.
- Make regular reports of its findings and/or recommendations to the full Board of Commissioners.
- The Committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

**Section 10.050**                      **Ad Hoc Committees** (Revised 11/18/16 and 11/17/2023)

A.     Membership. The Chair will appoint membership of Ad Hoc Committees and they will contain the appropriate number and mix of Commissioners to accomplish the tasks of the committee. Ad Hoc Committees can be a committee of the whole.

B.     Purpose. Ad Hoc Committees shall consider such issues as appropriate for that particular committee. Examples of Ad Hoc committees include, but are not limited to; Executive Search Committee, Chief Legal Counsel Selection Committee, and Interim Management Committee.

**Section 10.060**                      **Board and Committee Meetings** (revised 09/23/16 and 06/17/20)

A.     Compact and Bylaws to Control. The conduct of regular and special meetings of the Board of Commissioners and Committees thereof established pursuant to this Chapter 10 of the Collected Board Policies, including the provision of notice, place where such meetings are held, and applicable attendance and quorum requirements shall be done pursuant to and in accordance with the Board Bylaws and the Compact. The provisions of this section shall supplement such matters.

B.     Agendas. The President & CEO shall prepare the agenda for Board and Committee meetings in accordance with the provisions of the Compact and Board Policy. He or she shall place such matters upon the agenda as may be requested by the Chair of the Board and such Committee or any Board Commissioner. Requests by a Committee or a Commissioner for the preparation of a report, policy or report for a Board Agenda, which in the opinion of the President & CEO will require the expenditure of significant staff time or funds, may not be acted upon by the President & CEO until approved by the Board.

C.     Consent Agenda Procedure. The President & CEO may, at his discretion, place any item of business on the consent agenda, provided the item of business does not involve any advertised public hearing, does not require a super majority vote, and as to which no request has been made by a Commissioner to discuss the matter. The consent agenda shall be prepared by the President & CEO. An item of business placed on the consent agenda may be removed from such agenda at any time prior to the finalization of the consent agenda as set forth herein. An item of business shall be automatically removed from the consent agenda if a request is made by a Commissioner that they wish to speak or have discussion on the matter. An item included on the consent agenda shall not be debated or discussed by a Commissioner unless the Commissioner has requested an opportunity to speak on the matter prior to the finalization of the consent agenda. Items of business contained on the consent agenda shall be voted upon by the Board considering the consent agenda in its entirety and shall not be taken up for consideration as separate matters, except that nothing contained herein shall be construed to prohibit a Commissioner from voting individually on each separate item shown on the consent agenda.

A vote by a Commissioner for adoption of the consent agenda shall mean that the Commissioner has requested that his or her vote be recorded as an "aye" vote for each separate

item on the consent agenda and shall be recorded as such. A vote against adoption of the consent agenda shall be recorded as a “nay” vote on each item placed on the consent agenda and shall be recorded as such. Provided, however, a Commissioner, when casting an "aye" or "nay" vote, may specifically exclude from such vote for approval or disapproval of the consent agenda specific items on the agenda, and in such event the minutes shall record the exceptions accordingly. Consent agendas following this procedure may also be used for closed (executive) session agendas.

D. Order of Business.

1. Call to Order
2. Roll Call
3. Public Comment (requested pursuant to Board Policy)
4. Approval of Minutes
5. Report of Treasurer
6. Report of Chair
7. Report of President & CEO
8. Committee Reports
9. Approval and Adjustment of Agenda - Commissioners to indicate matters for deletion from Consent Agenda on which discussion is requested
10. Consent Agenda Items – which shall include all items recommended for Board action by a Board Committee except matters requiring a public hearing, matters which discussion is requested by a Commissioner, matters requiring a super majority vote, or matters on which a presentation is deemed desirable by the President & CEO
11. Committee Action Items
12. Unscheduled Business
13. Call of the Dates for Future Board and Committee Meetings
14. Adjournment

E. Conduct of Meetings; Rules of Order.

1. Rules of Order. The Chair will conduct Board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a

committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.

2. Conduct of Meetings. Persons authorized to speak at the Board meetings are the Commissioners and the President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only pursuant to the Agency's public comment policy as set forth herein, provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

F. Public Comment (revised 06/17/20).

1. Meetings of the Board and Committees shall provide for public comment in the following instances:
  - a. In connection with matters related to capital grant applications, fare increases and service changes, and changes to the paratransit plan as required by provision of applicable law
  - b. On motion adopted by the Board permitting public comment on a specified topic or topics
  - c. At the written request of a member of the public specifying the topic or topics to be addressed during such public comment and provided to the Agency before the start of the Board or Committee meeting at which such public comment is requested. No public comment shall be allowed addressing any pending bid protest, litigation, or legal matter to which the Agency, its Commissioners, officers, directors, employees, or agents are a party.
2. All public comments shall be made pursuant to the following rules:
  - a. All individuals shall state their name, address and topic for comment.
  - b. All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair.
  - c. All remarks shall be directed to the Board as a collective body and not to any individual member thereof.
  - d. Use of threatening, obscene, profane, disruptive, or abusive language is prohibited.
  - e. An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair.
  - f. Public comment by an individual shall be limited to three minutes unless permission to continue is given by motion adopted by the Board.

**Section 10.070 Public Meetings** (revised 09/26/08, 09/23/16 and 06/28/19)

A. Policy. As an interstate compact agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing public meetings of the Agency.

B. Meetings, Notices and Emergencies.

1. Regular Meetings. The Agency shall give public notice of the schedule of regular meetings of the Board of Commissioners (the “Board”) at the beginning of each calendar year, stating the dates, times and places of such regular meetings. When it is necessary to reschedule a regular meeting, at least 10 days’ notice of such change, whenever possible, shall be given by publication on the Agency’s website.
2. Special Meetings; Emergencies. The Agency shall give public notice of any special meeting of the Board or its Committees at least 48 hours before such meeting, except a meeting held in the event of a bona fide emergency or a reconvened meeting where the original meeting was open to the public and (a) it is to be reconvened within 24 hours, and (b) an announcement of the time and place of the reconvened meeting was made at the original meeting. Public notice shall be given by posting a copy of the notice at the Agency’s Headquarters, 211 North Broadway, Suite 650, St. Louis, Missouri 63102. When it is necessary to hold a meeting on less than 48 hour notice, the nature of the good cause justifying the departure from the normal notice requirements shall be stated in the minutes.
3. Notice to News Media and Others. The Agency shall also supply copies of the schedule of regular meetings and notice of any special, emergency, rescheduled or reconvened meeting of the Board or its Committees to any news medium or member of the public that has filed an annual request for such notice with the Agency. Such annual request shall be filed with the Agency and shall include an email address or telephone number within the territorial jurisdiction of the Agency at which such notice may be given.
4. Posting of Meeting Agenda. The tentative agenda of each regular meeting of the Board or its Committees and that of any special, rescheduled, or reconvened meeting shall be posted on the Agency’s website at least 48 hours in advance of the holding of the meeting.
5. Notice of Closed Meetings or Vote. (Revised 09/26/08, 09/23/16, and 06/28/19) Notice of any closed meeting, or portion thereof, shall be provided by giving notice of the time, date and place of such meeting in the manner prescribed by this section. Such notice shall also state the reason for holding such closed

meeting. The Agency may close its meetings, or parts thereof, for any of the circumstances listed for closing records in the Agency's Public Records Policy (Section 10.080). The reasons for the closed meeting or closed (executive) session will be provided for each agenda item and any motion to go into closed (executive) session will state the reason for holding such closed (executive) session.

5. Closed Meeting and Closed (Executive) Session Voting. No final action vote shall be taken in a closed meeting or closed (executive) session. For closed meeting and closed (executive) session matters requiring final action a roll call vote shall be taken in open session.

C. Accessibility. Each meeting shall be held at a place accessible to the public and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. When it is necessary to hold a meeting at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying the departure from the normal requirements shall be stated in the minutes.

D. Disruption of Meetings. No person shall be allowed to conduct themselves during the proceedings of open meetings of the Board or its Committees in any manner, which disrupts the meetings. Public meetings of the Agency may be videotaped at the discretion of the Chair as long as such activity does not become disruptive. The Chair may order the removal of any disruptive person from the meeting.

E. Minutes. (Revised 09/26/08, 09/23/16, 06/28/19, and 11/17/2023) The Agency shall keep written minutes of all meetings of its Board and its Committees, which minutes shall include the following:

1. the date, time and place of the meeting;
2. the members of the Board recorded as either present or absent;
3. a roll call vote during open session on the vote to go into closed (executive) session;
4. a roll call vote taken during closed (executive) session to resume open session;
5. a roll call vote taken in open session of all matters proposed for final action during closed (executive) session; and
6. a general description of all matters proposed, discussed or decided, and a record of any votes taken.

The minutes of meetings open to the public shall be available for public inspection at the Agency's Headquarters within seven days of the approval of such minutes by the Board. The Board shall meet to review the minutes of closed Board and Committee meetings or closed (executive) sessions periodically in its discretion, but no less than twice a year. At such meetings the Board will

determine if it is no longer necessary to protect the public interest or the privacy of an individual by keeping the minutes confidential. If such meeting is not held by the Board as provided by this section, the Chief Legal Counsel will determine if it is no longer necessary to protect the public interest or privacy of an individual by keeping the closed minutes, or a portion thereof, confidential.

F. Recordings. The Agency shall record all meetings of its Board and its Committees in the form of an audio or video recording. Recordings of open meetings shall be an open record of the Agency. Recordings of closed meetings and closed (executive) sessions shall be a closed record not open to the public and are not required to be reviewed. The closed session recordings shall be destroyed after 18 months, provided the Board has approved the minutes of the closed meeting.

### **Section 10.080                      Public Records (revised 09/23/16)**

A. Policy. As an interstate agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing the public records of the Agency.

B. Definition “Public Record”, any record, whether written or electronically stored, retained by the Agency, including any report, survey, memorandum, or other document or study prepared for the Agency by a consultant or other professional service paid for in whole or in part by public funds, including records created or maintained by private contractors under an agreement with the Agency or on behalf of the Agency. The term “public record” does not include 1) any internal memorandum or letter received or prepared by or on behalf of the Agency consisting of advice, opinions and recommendations in connection with the deliberative decision-making process of the Agency or any preliminary drafts, notes, recommendations, memoranda and other recordings in which opinions are expressed, or policies or actions are formulated, unless such records are presented at a public meeting; 2) off-line communications with the public on social media including but not limited to responses, messages, phone records, and emails; or 3) communications and other documents of independent business enterprises established by the Agency, such as the Research Institute, unless such documents are presented to the governing body of the enterprise or the Agency.

C. Custodian. (Revised 6/27/08, 09/23/16, and 11/17/2023) The Agency hereby appoints the Chief Legal Counsel as Custodian of the Agency’s official records. The office of the Chief Legal Counsel is located at the Agency’s Headquarters, 211 North Broadway, Suite 700, St. Louis, Missouri 63102.

D. Closed Records. Circumstances under which Agency records are closed include, but are not limited to the following:

- (1) Legal: Actual or potential legal actions, causes of action or litigation involving the Agency, including but not limited to any confidential or privileged communications between the Agency or its representatives and its attorneys. Any

minutes, vote or settlement agreement relating to legal actions, causes of action or litigation involving the Agency or any agent or entity representing its interest or acting on its behalf or with its authority, including any insurance company, shall be made public upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court. Legal work product shall be considered a closed record;

- (2) Real Estate: Leasing, purchase or sale of real estate by the Agency where public knowledge of the transaction might adversely affect the legal consideration therefor. However, any minutes, vote or public record approving a contract relating to the leasing, purchase or sale of real estate by the Agency shall be made public upon closing of the lease, purchase or sale of the real estate. Despite the provisions herein, any lease at the St. Louis Downtown Airport wherein the Agency is lessor shall be a closed record, except any rental and fees paid to the Agency thereunder shall be public;
- (3) Personnel: Hiring, firing, disciplining or promoting of particular employees by the Agency when personal information about the employee is discussed or recorded. However, any vote on a final decision, when taken by the Agency, to hire, fire, promote or discipline an employee shall be made available with a record of how each member voted to the public within seventy-two hours; provided however, that any employee so affected shall be entitled to prompt notice of such decision during the seventy-two-hour period before such decision is made available to the public. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment, including but not limited to records reflecting any health, disability, drug and alcohol matters, and discrimination issues, except that this exemption shall not apply to the names, positions, salaries and lengths of service of officers and employees of the Agency once they are employed as such;
- (4) Health Proceedings: Non-Judicial mental or physical health proceedings involving identifiable persons, including medical, psychiatric, psychological, or alcoholism or drug dependency diagnosis or treatment;
- (5) Employee Negotiations: Records relating to collective negotiating or bargaining matters between the Agency or its representatives and its employees or representatives, including but not limited to any discussions, work product, offers or positions, except that any final contract or agreement shall be open;
- (6) Data Processing: Administrative or technical information associated with automated data processing operations, including but not limited to software, operating protocols, computer program abstracts, file layouts, source listings, object modules, load modules, user guides, documentation pertaining to all logical and physical design of computerized systems, employee manuals, and any other information that, if disclosed, would jeopardize the security of the system or its data



or the security of materials exempt under this Policy;

- (7) Purchasing and Contracts: Proposals and bids and related documents for any contract, grant, or agreement, including information which if it were disclosed would frustrate procurement or give an advantage to any person proposing to enter into a contractor agreement with the Agency, and any documents related to a negotiated contract, until an award or final selection is made or a contract is executed. Information prepared by or for the Agency in preparation of a bid solicitation, including but not limited to specifications for competitive bidding, shall be exempt until an award or final selection is made;
- (8) Proprietary Interest: Records relating to scientific and technological innovations in which the owner has a proprietary interest. Trade secrets and commercial or financial information obtained from a person or business where the trade secrets or commercial or financial information are furnished under a claim that they are proprietary, privileged or confidential, and that disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business, and only insofar as the claim directly applies to the records requested;
- (9) Hotlines: Records relating to hotlines established for the reporting of abuse and wrongdoing, including the Agency's Compliance Program under Chapter 100 of Agency Policy, and any investigations and reports relating to such records;
- (10) Auditors: Confidential or privileged communications between the Agency and its auditors, including all auditor work product and materials prepared or compiled with respect to internal or external audits of the Agency;
- (11) Security: Vulnerability assessments; security measures (including security force measures, reports, policies and videos for Agency facilities, rail and bus); safety investigations and reports; operational guidelines; and response policies or plans that are designed to identify, prevent, or respond to potential incidents or attacks upon Agency patrons or systems, facilities, or installations, the destruction or contamination of which has the potential to endanger individual or public safety or health, but only to the extent that disclosure could reasonably be expected to jeopardize the effectiveness of the measures or the safety of the personnel who implement them or the public. Architects' plans, engineers' technical submissions, existing or proposed security systems, structural plans, and other construction related technical documents for Agency projects, but only to the extent that disclosure would compromise security or safety. The portion of a record that identifies security systems or access codes or authorization codes for security systems of Agency real property;
- (12) Computers: Records that identify the configuration of components or the operation of a computer, computer system, computer network, or telecommunications network, and would allow unauthorized access to or unlawful disruption of a computer, computer system, computer network, or telecommunications network of

the Agency. This exception shall not be used to limit or deny access to otherwise public records in a file, document, data file or database containing public records. Records related to the procurement of or expenditures relating to such computer, computer system, computer network, or telecommunications network, including the amount of moneys paid by, or on behalf of, the Agency for such computer, computer system, computer network, or telecommunications network shall be open;

- (13) Personal Access Codes: Credit card numbers, personal identification numbers, digital certificates, physical and virtual keys, access codes or authorization codes that are used to protect the security of electronic transactions between the Agency and a person or entity doing business with the Agency;
- (14) Personal Information: Personal information contained within public records, the disclosure of which would constitute a clearly unwarranted invasion of personal privacy, unless the disclosure is consented to in writing by the individual subjects of the information. “Unwarranted invasion of personal privacy” means the disclosure of information that is highly personal or objectionable to a reasonable person and in which the subject's right to privacy outweighs any legitimate public interest in obtaining the information. This shall include any personnel information exempt from disclosure under subsection (3), except that the disclosure of information that bears on the public duties of public employees and officials shall not be considered an invasion of personal privacy. Any personal information relating to Agency patrons, including but not limited to, medical information, shall be excluded pursuant to this section;
- (15) Insurance Information: Any and all proprietary information and records related to the operation of an intergovernmental risk management association or self-insurance pool or jointly self-administered health and accident cooperative or pool. Insurance or self-insurance (including any intergovernmental risk management association or self-insurance pool) claims (including but not limited to liability, workers’ compensation, and equal employment), loss or risk management information, records, data, advice or communications;
- (16) Rail, Bus or Facilities Safety and Accidents: Any and all documents related to rail, bus or facilities safety and accidents, including security camera videos or footage, security, portions of system safety program plans, investigation reports, surveys, schedules, lists, data, or information compiled, collected, or prepared by the Agency in connection with internal or external investigations;
- (17) Protected by Law: Records and information which are protected from disclosure by law, including federal or state laws or rules or regulations.

In addition, although the Missouri Sunshine Law (Mo. Rev. Stat. § 610.010, et seq.) and Illinois Freedom of Information Act (5 Ill. Comp. Stat. § 140/1, et seq.) are not applicable to the Agency as an interstate compact agency, as a matter of policy, in addition the specific exemptions

listed above, the Agency reserves the right to close any record of the Agency which would be permitted to be closed under any exemption in these Missouri or Illinois laws, as amended, if those laws were applicable to the Agency.

Notwithstanding anything else provided herein, the Agency also reserves the right to close any record at its discretion if the Agency deems such closure to be in the Agency's best interests.

E. Requests for Records. (Revised 6/27/08, 09/23/16, and 11/17/2023) Requests for Agency records must be in writing to the Custodian of Records, the Chief Legal Counsel. The Chief Legal Counsel will reply to a written request for Agency records within three business days of its receipt, except in the case of an emergency or for other reasonable cause, either arranging or determining access to the Agency records or denying the request.

F. Interpretation and Appeal. The determination of whether or not a particular record is exempt from disclosure is in the discretion of the Custodian of Records. Any person wishing to appeal such determination may, within 10 business days of the Custodian's determination, file an appeal with the President & CEO of the Agency, who shall respond to the appeal within 10 business days. The determination of the President & CEO shall be final.

G. Fees. (Revised 6/27/08 and 09/23/16) The Agency may charge fees not to exceed the actual cost of producing the requested records, including document search, review assembly and duplication of the requested records. The fees, including reasonable costs to be charged for the search, review, assembly and furnishing copies of the records shall be paid prior to production or reproduction of records requested. A non-refundable fee of \$25.00 shall be paid for each record request at the time of the request but such fee will be applied to the cost of production for any documents produced. The Custodian may choose to furnish documents without charge or at a reduced charge when the Custodian determines that a waiver or reduction of the fee is in the public interest because it is likely to contribute significantly to public understanding of the operations or activities of the Agency and it is not primarily in the commercial interest of the requestor.

### **Section 10.090            Information Requests**

A. Policy. In order to facilitate the flow of information to Commissioners for use in performance of their duties, it is the policy of the Agency that Commissioners have access to information used by Agency staff in the performance of their jobs. Commissioners may request the information during Committee or Board meetings or through the President & CEO or Deputy Secretary to the Board.

B. Responses. Responses to Commissioners' requests for information on topics, which fall within the subject matter of a public meeting, will be provided to all Commissioners in regular informational mailings sent by the Deputy Secretary to the Board.

### **Section 10.100            Travel Expense Policy and Reimbursement Procedure**

A. Policy. It is the policy of the Agency to authorize, fund and reimburse Commissioners, employees and independent contractors of the Agency for reasonable travel expenses incurred in the conduct of Agency business. “Agency Personnel” in this section, shall mean, unless otherwise noted, the members of the Board of Commissioners, employees, and persons doing business with the Agency or acting on behalf of the of the Agency pursuant to contract. Agency personnel are expected to exercise the same care in incurring expenses as a prudent person would exercise if traveling on personal business. Reimbursable travel expenses are limited to those expenses authorized and essential to the transaction of Agency business. These policies, and regulations promulgated by the President & CEO, shall govern the reimbursement of travel expenses.

B. The Board of Commissioners, as part of its annual budget shall approve a travel and expense budget for the Board. The President & CEO, as a part of the annual budgetary process, shall establish expense reimbursement procedures for the Board.

C. Pre-approval. All requests by Agency personnel for business travel shall be initiated by submitting completed forms requesting authorization for incurring travel expenses in the conduct of Agency business; Commissioners shall submit completed forms requesting authorization to the President & CEO.

D. Advance Funding. Cash advances are discouraged, but are available if approved in accordance with Agency procedures.

E. Travel Arrangements. Agency business travel may be accomplished by the method that most economically and advantageously serves the requirements of the Agency. Modes of travel may include airplane, train, bus, public mass transportation, private or Agency-owned automobile, rented car or taxi. Airline travel shall be coach, economy or business class in order to obtain the airfare providing the lowest convenient rate. Ground transportation shall be inexpensive and functional. The Board Chair or President & CEO may approve unusual travel arrangements.

F. Accommodations. The lowest available or governmental rate shall be sought in all instances.

G. Meal Charges. Agency personnel may elect during the period of Agency business travel, on a daily basis if desired, to seek reimbursement for meals by submitting receipts, or by accepting the per diem allowance for meals.

H. Entertainment and Meetings. Agency Personnel shall identify entertainment and meeting expenses related to non-Agency personnel on the request for travel authorization when such expenses can be reasonably foreseen. Expenses for spontaneous business meetings while traveling may be submitted for reimbursement, and shall include an explanation of the meeting. Reimbursement for the purchase of alcoholic beverages will not be made except in extraordinary situations.

I. Traveling with Spouse. Agency personnel may travel with spouses on business related travel. Travel expenses for spouses shall not be reimbursed by the Agency.



**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
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**Chapter 20. Organization**

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**Section 20.010      President and CEO (revised 9/26/03)**

A.     The Agency’s chief executive officer shall be the President & CEO who shall be selected by, and report directly to, the Board of Commissioners. The Executive Committee of the Board shall annually review the performance of the President & CEO and establish the salary of the President & CEO, which shall be approved by the Board of Commissioners. The President & CEO shall serve at the pleasure of the Board. The President & CEO shall:

1.     Have direct charge of, and be directly responsible to the Board of Commissioners for, the operation of the Agency. The President & CEO shall have the general power to act for and on behalf of the Board of Commissioners, subject only to the By-laws, Board Policies and specific instructions o the Board of Commissioners.
  
2.     Report as needed upon the progress, condition and needs of the Agency at each regular meeting of the Board of Commissioners, and recommend such measures as in the President & CEO’s judgment will promote the Agency’s interests.
  
3.     Be responsible to the Board of Commissioners for the various facilities of the Agency, procurement of staff; the establishment and maintenance of separate programs and services within the Agency; the relationships and coordination of activities; and the planning, development and carrying out

of Agency projects.

4. Provide staff assistance as necessary to assist any member of the Board in carrying out the responsibilities of the Board and of any Board office.
5. Be and is authorized to make and establish changes in the business procedures of the Agency, not inconsistent with the general policies established by the Board.

B. The authority granted under the Board Policies shall be severable and cumulative, and the revocation or amendment of any specific delegation shall not affect the authority otherwise granted unless so provided by the action of the Board.

C. The President & CEO may delegate, in whole or in part, the authority granted under the By-laws or Board Policies to such other officers and employees of the Agency as he or she may designate either by general or specific delegation, with the right to revoke such delegation at any time.

#### **Section 20.020            General Organization**

A. The President & CEO shall establish a system of internal, administrative organization of the Agency. The general organization of the Agency shall provide for the administration and performance of the following functions:

1. Operations
2. Engineering and Construction
3. Business Enterprises
4. Economic Development
5. Government Affairs
6. Communications
7. Procurement
8. DBE
9. EEO
10. Legal
11. Contracting and Program Development
12. Planning and System Development
13. Human Resources
14. Finance
15. Management Planning and Budgeting
16. Administration and Information Services

## **Section 20.030 Chief Legal Counsel and Deputy Secretary of the Agency**

(revised 11/17/2023)

A. Agency Chief Legal Counsel (revised 6/27/08 and 11/17/2023) The individual or law firm serving as Chief Legal Counsel shall be selected by and shall report to the President & CEO. If the Chief Legal Counsel is an individual, the President & CEO shall annually review the performance of the Chief Legal Counsel and establish the salary of the Chief Legal Counsel, which shall be included in the budget of the Agency approved by the Board of Commissioners. The Chief Legal Counsel shall be the Agency's attorney and counselor at law and shall:

1. Have charge of and conduct all of the civil law business of the Agency, its departments, divisions, offices, officers, boards and commissions.
2. Institute, in the name of and on behalf of the Agency, all civil suits and other proceedings, at law or in equity necessary to protect the rights and interests of the Agency and enforce any and all rights, interests or claims against any and all persons, firms or corporations in whatever court or jurisdiction such action may be necessary and may also appear and interplead, answer or defend, in any proceeding or tribunal in which the Agency's interests are involved.
3. Prepare, or approve as to form, all leases, deeds, contracts, bonds, rules, regulations, resolutions, drafts of legislation and other instruments prior to the execution by the Agency.
4. Attend meetings of the Board of Commissioners and Committees of the Agency.
5. Upon request, furnish legal advice and opinions to the Board of Commissioners, the President & CEO, Department Heads, Agency officials, and to Agency committees, respecting Agency business.
6. Keep advised of civil and litigation matters of the Agency handled by special legal counsel.

B. Agency Special Counsel (revised 11/17/2023) The Board of Commissioners may retain law firms or attorneys to represent the Agency, from time to time, as Special Counsel in specialty legal areas. The utilization of such Special Counsel to assist the Agency on particular matters shall be under the direction of the Chief Legal Counsel. The Chief Legal Counsel shall establish procedures to coordinate the delivery of legal services of Special Counsel and to assure that the Agency's President & CEO is informed with respect to Agency legal matters handled by Special Counsel such that the legal rights and interests of the Agency are protected.

C. Deputy Secretary of the Agency (revised 9/26/03 and 11/17/2023). The Chief Legal Counsel shall also serve as Deputy Secretary of the Agency. The Deputy Secretary of the Agency



shall:

1. Transcribe all of the proceedings of all meetings of the Board and its Committees and keep a journal of all proceedings of the Board.
2. Attest all contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board.
3. The Deputy Secretary of the Agency shall maintain the Agency By-laws, Collected Policies, and all official records of the Agency.
4. The Deputy Secretary shall receive all communications sent to the Board and shall present all communications received to the Board.

**Section 20.040 Chief Audit Executive** (revised 06/28/19)

A. The Chief Audit Executive shall be selected by, and report directly to, the Board of Commissioners. The Executive Committee of the Board shall annually review the performance of the Chief Audit Executive and establish the salary of the Chief Audit Executive, which shall be included in the budget of the Agency approved by the Board of Commissioners. The Chief Audit Executive shall serve at the pleasure of the Board and shall be the Chief Audit Executive of the Agency.

**COLLECTED BOARD POLICIES**  
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**Chapter 30 Audit, Finance and Budget**

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**Section 30.005 Audit Committee Charter** (added 03/25/11, rev. 09/23/11, rev. 06/24/22, and rev. 09/22/23)

A. GENERAL (revised 09/23/11). The purpose of the Audit Charter is to assist the Board of Commissioners, through its Audit Committee, in fulfilling its fiduciary oversight responsibilities as follows:

- (1) Audit Committee management and Reporting Responsibilities
- (2) External Audit of the Financial Statements
- (3) Internal Audit Process
- (4) System of Risk Management
- (5) Processes for Monitoring Compliance with Laws and Regulations and the Ethics Policy, Code of Conduct and Fraud Policy
- (6) Special Investigations and Whistleblower Mechanism

Source: Information to develop this Charter is from *The AICPA Audit Committee TOOLKIT: Government Organizations*

B. AUTHORITY. The Audit Committee (“committee”) has the authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to perform the following functions, which are numbered according to the purposes listed above.

1. Audit Committee Management and Reporting Responsibilities (rev. 06/24/22 and 11/17/2023)

- Each member of the Committee should be appointed by the Chairman of The Bi-State Development Agency (“Bi-State”) Board of Commissioners.
- At least one member of the Committee should have financial experience.
- The Committee should review this Charter annually, reassess the adequacy of the Charter, and recommend any proposed changes to the Board of Commissioners. It should consider changes that are necessary as a result of new laws, regulations, or accounting and auditing standards, including best auditing practices.
- The Committee should meet at least four times per year, and at additional times when necessary. These meetings may be combined with regularly scheduled meetings, or may be held more frequently as circumstances may require. The Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary.
- Conduct executive sessions with the independent auditors, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Audit Executive (CAE), Chief Legal Counsel, outside counsel, and anyone else as desired by the Committee.
- The Committee shall be authorized to hire professional consultants as necessary.
- Review and concur on the appointment, replacement, reassignment, or dismissal of the Chief Audit Executive.
- Oversee the appointment of the independent auditors to be engaged for external reporting, and establish the related audit fees.
- If the audit organization provides any non-audit services, determine that the audit organization has considered and documented its consideration of how providing these non-audit services does not violate the requirements that the audit organization (a) not provide services that involve performing management functions or making management decisions, and (b) not audit their own work, as stipulated by best auditing practices.
- Review and evaluate the performance of the independent auditors.
- Review with the independent auditor, the Chief Financial Officer, and the Chief Audit Executive, the audit scope and plan of the internal auditors and the independent auditors. Address the coordination of audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
- The Committee should evaluate the independent auditors and internal auditors.
- The Committee should review its effectiveness.
- Create an agenda for the ensuing year, or review and approve the agenda submitted by the Chief Audit Executive.

2. External Audit of the Financial Statements (rev. 06/24/22 and 11/17/2023)

- Review with management and the independent auditor the effect of any regulatory and accounting initiatives, such as related organizations financing structures, derivatives, or securities lending.
- Review with the independent auditor that performs the financial statement audit:
  - a. All critical accounting policies and practices used by Bi-State.
  - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with Bi-State’s management, the ramifications of each alternative, and the preferred treatment.
- Review all significant written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
- Review with management and the independent auditors:
  - a. The Bi-State Development Agency’s annual financial statements, related footnotes, and management’s discussion and analysis;
  - b. The independent auditor’s audit of the financial statements and their report thereon;
  - c. The independent auditors’ judgments about the quality, not just the acceptability, of Bi-State’s accounting principles as applied in its financial reporting;
  - d. The independent auditors’ single audit of the federal awards administered by Bi-State and their reports thereon;
  - e. The independent auditors’ examination of the effectiveness of any hedging activities;
  - f. Any significant changes required in the independent auditors’ audit plan;
  - g. Any serious difficulties or disputes with management encountered during the audit. Matters required to be discussed by Statement on Auditing Standards (SAS) No. 61, *Communication With Audit Committees* (AICPA, *Professional Standards*, vol. 1, AU Sec. 380), as amended; U.S. Government Accountability Office’s *Government Auditing Standards*; and the U.S. Office of Management and Budget’s Circular A-133 related to the conduct of the audits.
- Review with the Chief Legal Counsel and the Chief Audit Executive legal and regulatory matters that, in the opinion of management, may have a material impact on the financial statements and compliance with federal, state, and local laws and regulations.

3. Internal Audit Process (rev. 06/24/22 and 09/22/23)

- Review with management the policies and procedures with respect to Bi-State management’s use of expense accounts, public monies, and public property, including for example, their use of Bi-State’s vehicles. Consider the results of any review of these areas by the Internal Auditor or the independent auditors.
- Consider, with management, the rationale for employing audit firms other than the principal independent auditors for services that Bi-State or the independent auditor determines would not be appropriate for the principal independent auditor to perform.
- Review with management and the Chief Audit Executive:
  - a. Significant findings on internal audits during the year and management’s responses thereto.
  - b. Any difficulties the internal audit team encountered in the course of their audits, including any restrictions on the scope of their work on access to required information.
  - c. Any changes required in the scope of their internal audits.
  - d. The Internal Audit Department budget and staffing.
  - e. The Internal Audit Department charter.
  - f. The Internal Audit Department’s compliance with mandatory guidance from The Institute of Internal Auditors’ (IIA’s) Standards for the Professional Practice of Internal Auditing (Standards).

4. System of Risk Management (rev. 06/24/22)

Inquire of management, the Internal Audit Department, and the independent auditors about significant risks or exposures facing Bi-State; assess the steps management has taken or proposes to take to minimize such risks to Bi-State; and periodically review compliance with such steps.

Inquire of the Chief Executive Officer and Chief Financial Officer regarding the fiscal health of Bi-State, as well as the financial status of Bi-State in relation to its adopted budget.

Review with the independent auditors and Chief Audit Executive:

- a. The adequacy of Bi-State’s internal controls including computerized information system controls and security;
- b. Any related significant findings and recommendations of the independent auditors and internal auditors together with management’s responses thereto.

5. Organization’s Processes for Monitoring Compliance with Laws and Regulations and the Ethics Policy, Code of Conduct and Fraud Policy (rev. 06/24/2022 and 11/17/2023)

- a. Periodically review Bi-State's code of conduct to ensure that it is adequate and up to date.
- b. Review with the Chief Audit Executive and Chief Legal Counsel the results of their review of compliance monitoring with the code of conduct.

### **Section 30.010 Annual Audit**

A. Policy (revised 5/22/09 and 6/24/22). It is the policy of the Agency to submit its books and records to annual audit by a nationally recognized CPA firm. The firm selected shall have broad experience in auditing large local government and/or agencies in compliance with relevant federal rules and regulations such as the Single Audit Act and examining any hedging activities. The firm, and any principals of the firm, shall have no direct or indirect personal or financial interest in the fiscal affairs of the Agency, or of any officer of the Agency. The Agency shall not engage any firm, or any lead or concurring audit partner connected with that firm's provision of audit services to the Agency, for a contract term in excess of five (5) consecutive years.

B. Reporting. This firm reports its findings and conclusions to the entire Commission each year and may meet with the Audit Committee at any time during the year. Upon receipt of the final management letter, the President & Chief Executive Officer will promptly forward a response to the Audit Committee indicating the status of each recommendation or finding.

### **Section 30.020 Internal Audit (rev. 06/24/22)**

A. Policy. It is the policy of the Agency to employ a Chief Audit Executive who shall report directly to the Board of Commissioners. The Chief Audit Executive shall supervise and direct the staff of the Internal Audit Department. The Internal Audit Department shall provide independent objective analysis and recommendations to assist the President & Chief Executive Officer and management in effectively discharging their administrative responsibilities. The Internal Audit Department shall perform routine audits of compliance of Agency divisions with internal Agency rules and regulations. The Internal Audit Department shall at all reasonable times have access to the accounts, books and records of the Agency, and the Department may in relation to such interview the President & Chief Executive Officer and other employees of the Agency.

B. Work Plan. The Chief Audit Executive shall be responsible for preparing an annual Audit Work Plan. Additionally, Commissioners and Senior Managers shall identify potential areas for review by the Internal Audit Department. Upon completion of the Audit Work Plan, the Chief Audit Executive shall present the Plan to the Audit Committee for their review and approval pursuant to these Board Policies.

C. Special Reviews. From time to time the President & Chief Executive Officer may assign to the Chief Audit Executive special reviews designed to assure continuous quality improvement of Agency operations.

### **Section 30.030 Annual Budget (revised 09/23/22)**

A. General. Each year the President & Chief Executive Officer shall prepare an annual budget for the forthcoming fiscal year that will be presented to the Board of Commissioners. The President & Chief Executive Officer will work with the Board in setting strategic objectives, update the Agency's long range planning document, and prepare both an operating and capital budget. The operating budget shall include proposed expenditures for current operations during the ensuing fiscal year and the method of financing such expenditures. The capital budget shall include capital expenditures for a 3-year period and the proposed method of financing such expenditures.

B. Approval. The President & Chief Executive Officer will present the annual budget at a regularly scheduled meeting of the Board of Commissioners. The Board of Commissioners shall approve annual operating and capital budgets prior to the beginning of the ensuing fiscal year.

**Section 30.040                      Banking and Investment (rev. 06/23/06, 11/19/10, 09/28/12 and 09/23/22)**

A. Policy. It is the policy of Bi-State Development to (i) meet the daily cash flow demands of the Agency; (ii) comply with public funds investment directives of Missouri and Illinois; (iii) invest funds in a manner which will provide maximum safety of principal and liquidity; (iv) provide the highest possible investment return. This policy directs the investment of all funds of all entities of the Bi-State Development Agency not expressly controlled by the Revenue Bond Trustees.

B. Objectives. The primary objectives of the Agency's investment activities, in order of priority, shall be as follows:

1. Preservation and Safety of Principal. The objective is to mitigate credit and interest rate risk.
  - a. Credit risk. The Agency will minimize credit risk, which is the risk of loss due to the failure of the security issuer by:
    - Limiting investments to the types of securities listed in Section D of this policy.
    - Pre-qualifying financial institutions, brokers/dealers, intermediaries, and advisers with which the Agency will do business.
    - Diversifying the investment portfolio so that the potential impact of losses will be minimized.
  - b. Interest rate risk. The Agency will minimize interest rate risk, which is the risk that the market value of the securities in the portfolio will fall due to changes in market interest rates by:
    - Structuring the investment portfolio so that securities mature in a manner that cash requirements for ongoing operations will be met, thereby avoiding the need to sell securities on the open market prior to maturity; and
    - Investing operating funds primarily in short-term securities, money market mutual funds, or similar investment pools and limiting the average maturity of the portfolio in accordance with Section H.4.
2. Liquidity. The Agency's investment portfolio will remain sufficiently liquid to meet all operating requirements. Liquidity will be determined by the flow of revenues

and expenditures using cash flow projections and historical data.

3. Yield. Thereafter, the highest yield consistent with safety is required, provided the maturities are short enough to maintain operational liquidity.

4. Location. It is the Board's intent to have the majority of the available funds invested in local institutions provided the institutions meet the minimum credit standings set out below and yields are competitive.

C. Standards of Care.

1. Investment Authority. The Chief Financial Officer and the Director of Treasury are designated as the Investment Officers who are responsible for investment transactions, as well as, establishing the internal controls and written procedures for the operation of the investment program. No other officers or designees may engage in investment or banking transactions except as provided under the terms of the Investment Policy and procedure established.

2. Prudence. The Agency's investments shall be made with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and considering the safety of capital and the yield to be derived. The standard of care to be used by the Investment Officers shall be said "prudent person" standard and shall be applied in the context of managing an overall portfolio and whether the investment decision was consistent with the written investment policy of the Agency.

3. Ethics and Conflicts of Interest. Investment Officers involved in the investment process shall refrain from personal business activity that could conflict or be perceived to conflict with proper execution of the investment program, or that could impair their ability to make impartial investment decisions.

D. Authorized investment categories (revised 4/24/09, 11/19/10 and 09/23/22)

1. Demand Deposit, Negotiable Order Withdrawal (NOW), Bank Money Market, Certificate of Deposit and Savings Accounts - issued by banks or thrifts where the account or investment is either collateralized with direct obligations of the U.S. Government or its instrumentalities, or covered by FDIC insurance, or other AAA rated surety.

2. Negotiable Certificates of Deposit - provided that the institution maintains a Fitch rating of B or better and/or a Moody's Investor Services short-term rating of P-1. The institutions selected will have a minimum of \$100 million in combined capital and unimpaired surplus.

3. Bankers Acceptances - provided that the institution maintains a Fitch rating of B or better and/or a Moody's Investor Services short-term rating of P-1. The institutions selected will have a minimum of \$100 million in combined capital and unimpaired surplus.



4. Direct Obligations of the United States Government, U.S. Government Agencies or U.S. Government Instrumentalities.
5. Commercial Paper - Commercial paper at the time of purchase shall have ratings of A-1 by Standard and Poor's Rating Services and P-1 by Moody's Investors Services.
6. Repurchase Agreements (revised 11/19/10) - Repurchase agreements (repos) are acceptable, using any of the securities listed in paragraphs D-4 as collateral. Also, the firm with whom the repo is executed must be a credit acceptable bank, or broker/dealer. A credit acceptable bank or broker-dealer is defined as one whose senior debt rating is A- by one of the three nationally recognized ratings agencies (Standard & Poor's, Moody's, or Fitch). Banks in the Agency's service area that do not have a Standard & Poor's, Moody's or Fitch rating, may also be authorized repo counterparties, provided that they meet the "well capitalized" standard, as defined by the Federal Deposit Insurance Corporation. A written repurchase agreement, substantially modeled on, but in no case less restrictive than, the Securities Industry and Financial Markets Association's "Master Repurchase Agreement", shall be completed for each repo counter party. Such agreements shall be updated periodically, but-no less than once every five years. In all cases, repo collateral shall have a market value of 102% of the dollars invested, plus accrued interest. If the repo term is longer than an overnight maturity, the collateral must be delivered to a third-party custodian, and priced-to-market weekly to assure correct collateral value coverage.

The Director of Treasury shall obtain approval from the Chief Financial Officer before authorizing a repo counterparty. Before approval, documentation shall be furnished that the authorized counterparty meets the required criteria. The Director of Treasury will also monitor continued compliance with the criteria.

7. Money Market Funds - Acceptable funds shall be institutional money market funds having over \$500 million in net assets and be rated AAA by Standard and Poor's, Moody's and/or Fitch rating services.
8. Reverse Repurchase Agreement - A reverse repurchase Agreement or short-term borrowing (180 days or less), using securities in the Agency's portfolio as collateral, is acceptable. However, the firm with whom the borrowing is executed must meet the same requirements as stated previously for repurchase agreements. Also, the borrowed funds may be used to purchase other securities as an investment arbitrage. In this case, the new investment maturity date must match (+/- one week) the maturity date of the reverse repo, and those instruments must be delivered into the Agency's safekeeping account and held there until maturity. The Board shall be notified of all such

transactions through the Treasurer's monthly report.

E. Collateralization.

1. Collateralization of 102% will be required for demand deposits, repurchase agreements, and certificates of deposit over FDIC insured limits.
2. The Agency limits the type of collateral required to Direct Obligations of the United States Government, United States Government Agencies, or United State Government Instrumentalities.

F. Banking Services. To ensure the best service and cost effectiveness these services will be negotiated periodically. The number of demand deposit non-interest bearing accounts will be kept to a minimum for operational efficiency and safety. Any two of the following may open bank accounts, subject to the approval of the Board of Commissioners through a confirming motion at a meeting of the Board of Commissioners:

Chair, Board of Commissioners

President & Chief Executive Officer

Vice Chair, Board of Commissioners  
Chief Financial Officer  
Treasurer, Board of Commissioners

G. Monitoring and Reporting

1. Investment Performance. Investment Officers will provide the Treasurer of the Board of Commissioners with a quarterly report including deposits, investments, yields, the monthly summary of the prior 12 months' funds experience, and the amount of deposits at each institution. The report will also provide the average maturity of investments and a benchmark yield to show the investment portfolio's effectiveness in reaching the Agency's need for liquidity, safety, rate of return, and diversification.

H. Investment Transaction Criteria: (revised 4/24/09 and 09/23/22)

1. Competition – Banks and other financial institution, which meet the criteria below, will be selected for investments only on a competitive basis, Bids for Investments will be solicited by the Director of Treasury, and deemed necessary and approved by the Chief Financial Officer, using a bid process established by the Investment Officers. Rate of return will be considered the primary factor when selecting a bid, followed by the bidding institute.
2. Denial of Business – The Board directs management to refrain from investing Agency funds in any financial institutions or businesses that conduct business with governments deemed unacceptable by the Federal Government through executive order or enacted legislation.
3. Safekeeping Accounts – Securities purchased are delivered against payment to ensure that securities are deposited in an eligible financial institution prior to the release of funds, and held in a custodian safekeeping account. Tri-party

custodian agreements maintained with third party trust companies as well as the Federal Reserve Bank are acceptable. Hold-In-Custody repurchase agreements for fourteen days or less will be processed through special transaction control accounts. These accounts will be audited quarterly by Internal Audit and the results reported through the Treasurer, to the Board of Commissioners.

4. Maturity Limitations - To the extent possible, investments shall be matched with anticipated cash flow requirements and known future liabilities. Unless matched to a specific cash flow requirement, no funds shall be invested for more than five years from the date of settlement. The weighted average maturity of the portfolio shall at no time exceed eighteen months.

For Securities that are subject to redemption (call) before final maturity, the final maturity date shall be used both for compliance with the five-year limitation and in calculating the weighted average maturity.

5. Diversification

- Unlimited investment in the following:
  - U.S. Government obligations
  - U. S. Government Agency obligations
  - U. S. Government Instrumentality obligations
  - Repurchase Agreements – secured by the 3 U. S. obligations noted immediately above.
  - Money Market Funds – Institutional money market funds having over \$500 million in net assets and rated AAA by Standard & Poor’s, Moody’s and/or Fitch rating services.
- b. Investments not to exceed \$5.0 million par value from any one issuer:
  - Bankers Acceptances
  - Commercial Paper
  - Negotiable Certificates of Deposit
- c. All investments must be paid for before they may be sold.

- I. Agency Debt. Agency debt may be incurred only by the specific authority of the Board of Commissioners through special action. Notwithstanding Section D above, all funds under such debt resolutions or indentures of trust shall be controlled by the investment set forth in such documents.

- J. Check Signatories (rev. 01/04/08 and 09/23/22)

1. All General Operating Funds

- a. Under \$15,000 - One signature from the following:
  - Treasurer, Board of Commissioners (including facsimile signature) or in the event of a vacancy in the Treasurer’s position,
  - Secretary, Board of Commissioners (including facsimile signature)

- President & Chief Executive Officer
- Chief Financial Officer
- Director of Treasury
- b. \$15,001 to \$100,000 - Two signatures from the following:
  - Treasurer, Board of Commissioners (including facsimile signature) or in the event of a vacancy in the Treasurer’s position,
  - Secretary, Board of Commissioners (including facsimile signature)
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury
- c. \$100,001 to \$500,000 - Two signatures from the following:
  - Chair, Board of Commissioners
  - Treasurer, Board of Commissioners
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury
- d. \$500,001 to \$1,000,000 - Two signatures from the following:
  - Chair, Board of Commissioners
  - Treasurer, Board of Commissioners
  - President & Chief Executive Officer
  - Chief Financial Officer
- e. \$1,000,001 and above - Two signatures, one each from Group A and Group B:

GROUP A

- Treasurer, Board of Commissioners
- President & Chief Executive Officer

GROUP B

- Chair, Board of Commissioners
- Vice Chair, Board of Commissioners
- Secretary, Board of Commissioners

K. Wire Transfer Authority (rev. 01/04/08 and 09/23/22) Wire Transfers and Automated Clearing House Transactions (ACH) are authorized for the transfer of funds between checking, investment and savings accounts, payment of services, equipment, construction in process, as well as payroll related expenditures that are authorized by and in the name of the Bi-State Development Agency.

1. Wire Transfer and Automated Clearing House Transactions (ACH) authority is limited to the below listed individuals. Wire transfers of a non-repetitive nature require the authority of any two of the below listed individuals:
  - President & Chief Executive Officer
  - Chief Financial Officer
  - Director of Treasury

- a. Any individual Automated Clearing House Transaction (ACH) over \$1 million - Two signatures, one each from Group A and Group B:

GROUP A

- Treasurer, Board of Commissioners
- President & Chief Executive Officer

GROUP B

- Chair, Board of Commissioners
- Vice Chair, Board of Commissioners
- Secretary, Board of Commissioners

2. Authorization to create new repetitive Wire Transfers and Automated Clearing House Transactions (ACH) requires approval of any two of the following:

- President & Chief Executive Officer
- Chief Financial Officer
- Chair, Vice Chair, Treasurer, Secretary, Board of Commissioners

- L. Authorized Signatories for the Release of Pledged Collateral:

- President & Chief Executive Officer
- Chief Financial Officer
- Director of Treasury

- M. Authorized Agency Funds: (revised 8/15/07, 09/28/12 and 09/23/22)

1. Operating Funds – Operating Funds include a general operating account, accounts payable accounts for clearing checks and EFT payments, a payroll account, and investment transitory accounts for security purchases. In addition, there is an investment safekeeping account for operating funds.
2. Revenue Funds – Revenue funds are established for Transit Revenue, Ticket Vending, Machine Credit Card Revenue, Passenger Revenue, MetroLink Revenue, Fare box Revenue, and Call A Ride Revenue.
3. Internal Service Funds – Deposit accounts and investment safekeeping accounts are established for Medical, Property, Workers Compensation, and Casualty Internal Service Funds.
4. Sales Tax and Internally Restricted Funds – Sales Tax Capital amounts and Restricted funds are kept in individual investment safekeeping accounts.
5. Enterprise Funds – Deposit accounts are established for the operational and capital needs of the Agency, the Gateway Arch, the Riverfront Attractions, the St. Louis Downtown Airport, Freightway, and Arts in Transit and the investment safekeeping accounts are used as needed to invest excess funds.

**Section 30.050 Financial Reporting (revised 09/25/09 and 09/23/22)**

A. Policy. It is the policy of the Agency to prepare the financial results of each operating company as required by specific agreement, but not less than quarterly. Financial statements for the Board of Commissioners shall be prepared quarterly, and include the following statements:

1. Transmittal letter of noteworthy variations, including disclaimer
2. Balance Sheet
3. Statement of Revenue, Expense Income (Loss)
4. Capital Expenditures for Active Projects
5. Statement of Cash Flows
6. Aged Receivables

**Disclaimer:**

The following disclaimer shall be included in each transmittal letter of noteworthy variance:

“These interim financial statements are not in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP) due to the following reasons: Depreciation is not shown as an operating expense, but as other non-operating expense; capital contributions and total net assets are now shown on the Statement of Revenue, Expense, Income (Loss); and there are no accompanying footnote disclosure requirements or Management Discussion and Analysis (MD & A) sections included.”

**Section 30.060 Risk Management** (revised 2/25/2000 and 08/20/2021)

A. General. One of the Agency's primary objectives is to provide safe, reliable, and cost-effective transportation services while complying with federal, state, and local laws. In support of that objective, the Agency will develop and maintain an effective, integrated risk management program. This policy applies to all exposures to risk of loss that are fortuitous and result from external causes. These exposures include, but are not limited to, fires, collisions, theft, windstorm, construction accidents, workers' compensation claims, and auto or general liability claims as well as associated lawsuits against the Agency.

B. Authority and Responsibility. The Director of Risk Management is responsible for recommending the overall direction of the Agency's risk management program as specified in the Agency's Management Policies & Procedures.

C. Self-Insurance (revised 08/20/21). The Agency will self-insure those routine risks associated with its core transit operations. Risk exposures above the self-insured retention will be covered by excess insurance if such excess insurance is available and affordable.

D. Third Party Administrator (revised 08/20/21). The Agency will contract with a third-party adjusting firm to assist in administering claims handling (TPA). The Risk Management Department will monitor the TPA and hold quarterly claims reviews. An annual audit will be performed.

E. Insurance. Primary property and liability insurance will be purchased for unique or special risks of loss, for major construction projects, and when required by law or by contract. A Broker of Record will perform the insurance marketing function under the direction of the Director of Risk Management.

F. Self-Insurance Fund (revised 08/20/21). The Agency will maintain asset accounts, referred to as “Self-Insurance Funds”, as authorized by the Board of Commissioners on October 1, 1982, to support liabilities accrued as a result of its self-insured losses. The Chief Financial Officer of the Agency will maintain the Self-Insurance Fund, complying with prudent business practices and all applicable governmental pronouncements, and determine the amount of annual funding required. The fund is subject to following guidelines:

1. The current balance will be sufficient to pay estimated judgments, settlements, losses, and expenses for a three (3) year time period.
2. The amounts held in the Self Insurance Funds shall be used solely for the purpose of paying such liabilities and expenses.
3. The Chief Financial Officer, with concurrence of the President & CEO, is authorized to borrow amounts from the Self Insurance Funds to pay expenses of the Transit System in anticipation of routine operating subsidies and capital grants. All amounts borrowed from the Self Insurance Funds shall be reimbursed to such Fund as soon as possible with normal Agency revenues such as Farebox revenue, sales tax revenues, interest earnings and operating subsidy funds. The Board of Commissioners is to be notified, in writing, of any borrowing, outlining the amount borrowed.

G. Excess Judgment Fund (revised 08/20/21). The Agency will maintain an additional asset account, referred to as the “Excess Judgment Fund”, as authorized by the Board of Commissioners on July 7, 1989, to provide supplemental cash flow to the Self-Insurance Funds, in the event of a large or catastrophic loss that is greater than 50% of the Agency’s Self-Insured retention amount for that year. In addition, this fund will provide temporary or emergency funds for property losses that are equal or greater than \$500,000 and where the insurer has delayed payment or is questioning coverage under its policy. The Chief Financial Officer of the Agency will maintain the Excess Judgment Fund, complying with prudent business practices and all applicable governmental pronouncements. The fund is subject to following guidelines:

1. The goal is to attain and maintain a \$5,000,000 fund balance.
2. A minimum of \$250,000 shall be appropriated annually by the Board as part of the budget process until the fund goal of \$5,000,000 is reached.
3. Interest earned by monies in the fund shall inure exclusively to the fund on a cash basis until the fund goal of \$5,000,000 is reached.
4. Monies appropriated to the fund shall be deposited in the account at the beginning of the Fiscal Year, or as received from the funding jurisdictions.

5. This unencumbered balance of this fund may be used as collateral for short-term debt obligations.
6. The Chief Financial Officer, with concurrence of the President & CEO, is authorized to borrow amounts from the Excess Judgment Fund to pay expenses of the Transit System in anticipation of routine operating subsidies and capital grants. All amounts borrowed from the Excess Judgment Fund shall be reimbursed to such Fund as soon as possible with normal Agency revenues such as farebox revenue, sales tax revenues, interest earnings and operating subsidy funds. The Board of Commissioners is to be notified, in writing, of any borrowing, outlining the amount borrowed.

H. Claim Settlement Authorization (revised 08/20/21 and 11/17/2023). The Board of Commissioners must approve defense settlements exceeding the Missouri sovereign immunity limit for any one person in a single accident or occurrence. The Claim Settlement Authorization, based upon the Missouri sovereign immunity limit, shall be adjusted annually as published by the Missouri Department of Insurance. Authorization granted by the Board of Commissioners is deemed to include an additional contingency amount, equal to 20% of the actual authorization granted, for extraordinary use by the President & CEO. This additional authorization may be granted by the President & CEO as trial approaches or during the actual trial. For settlement amounts over \$100,000 and up to the sovereign immunity limit, the President & CEO will approve and must notify and receive acknowledgement from the Board of Commissioner's Chair and Vice Chair. Settlements from \$20,000 to \$100,000 will require the approval of the Director of Risk Management who must notify and receive acknowledgement from the Agency's Chief Legal Counsel.

I. Litigation Management and Board Notification (revised 08/20/21). In addition to requests for settlement, authorization, the Board of Commissioners will be notified by management about large claims or lawsuits that may significantly impact the Agency's financial stability, its assets, or its public image.

1. The Director of Risk Management will regularly provide informational briefs to the Board on claims and lawsuits that fall into the following classifications:
  - a. Fatalities & severely disabling injuries.
  - b. Jury verdict range or settlement range is expected to exceed \$100,000.
  - c. Other unusual or sensitive claims which may be of particular interest to the Commissioners.
  - d. Final results on claims where the Board has extended settlement authorization.
2. The briefing to the Board will contain:
  - a. Facts & background of the case.
  - b. Summary of injuries & special damages.
  - c. Assessment of liability and expected outcome.
  - d. Litigation history and status if in suit.
  - e. Opinion of legal counsel (if assigned).
  - f. Recommendations and strategy for an appropriate resolution.



3. The Director of Risk Management will maintain a written litigation management program, attorney billing guidelines, and procedures for selecting and retaining defense counsel as specified in more detail in the Agency's Management Policies & Procedures.

J. Review of Agency Contracts and Documents (revised 11/17/2023). The Director of Risk Management, in consultation with the Agency's Chief Legal Counsel as needed, will review Agency contracts, leases, agreements, easements or other documents that transfer risk, specify indemnity obligations, or require specific insurance from one or more of the parties.

### **Section 30.070 Hedging** (effective 2/23/2001; revised 11/20/15; revised 06/25/21)

A. General. Because of the nature of its responsibilities to the St. Louis Metropolitan region, the Bi-State Development Agency (Agency) manages financial risks attributed to the price variability of fuel usage. This risk can be managed effectively through the use of hedging techniques. The purpose of this policy is to generally outline how the Agency will manage these risks, what techniques will be employed, and the general guidelines to be followed.

B. Definition. A hedge is a financial tool used to reduce the risk associated with normal business activities of buying fuel. The purpose of this hedging program is not to make or lose money but to manage risk. This program is not an investment and should not be construed as such. Realized gains or losses will be considered as an element of fuel cost. A hedging program will:

- a. seek to decrease the volatility of fuel cost;
- b. seek to increase the likelihood that actual net fuel cost will remain below the budgeted cost;
- c. seek to increase the certainty of future fuel cost;
- d. seek to attain a lower overall cost of fuel in the long-term;
- e. seek to manage year-over-year changes in fuel cost.

C. Program Infrastructure.

- a. Instruments. The agency will maintain a futures account with a Futures Commission Merchant Broker, which may be a separate entity from the Advisor. The Agency, through the management and direction of an Advisor, acquires, holds, and disposes of fuel futures contracts in the operation of its program. The high correlation between the movement of the price that the Agency pays for its fuel and the movement of the value of the futures contracts produces the program's effectiveness as a hedge. Due to the liquidity of the futures contracts purchased, these contracts do not require an investment grade rating.
- b. Maximum Hedge Ratio. The Agency's volume of fuel consumption is predictable and without significant variability over time. Given this, the maximum hedge ratio will be limited to 95% of forecasted consumption.

- c. **Maximum Hedge Maturity.** To allow the establishment of cost certainty in current and future budget periods, the maximum maturity of the futures contracts taken in conjunction with the program is 36 months forward from the acquisition date.
- d. **Exiting Market Conditions.** The advisor will exit the futures contracts evenly through time to coincide with the fuel supply contract pricing mechanism. This even liquidation of futures hedges through time and the even purchase of fuel via the Agency's fuel supply process assures the effectiveness of the hedging process. Based on the difference between the hedge price (entry price) and the settlement price (exit price), there will be a realized gain/loss associated with the hedge that will appear in the futures account. Futures contracts will be held to maturity (exited when the corresponding fuel is purchased) and, in the normal operation of the program, there will be no interim trading or early exit allowed. Exceptions to this include situations where the volume of forecasted fuel consumption decreases in which case the hedge position may be adjusted to comply with the Maximum Hedge Ratio.

D. **Physical Supply.** The physical supply of fuel will be purchased according to the Agency's procurement policies, and will be priced according to the fuel supply contract.

E. **Strategy.** The Strategy is how the program's objectives are achieved. The strategy will utilize a process:

- a. that addresses market opportunities and market risks;
- b. that examines fundamental and technical market factors in the hedge decision-making process;
- c. that holds the risk of exceeding budget at or below an acceptable level;
- d. that uses historical pricing ranges as pricing parameters;
- e. that is continuously applied through time;
- f. that will take advantage of the inherent "dollar cost averaging" properties of a continuous hedging program;
- g. that mitigates transaction timing risk by making more numerous smaller volume transactions.

These things will be accomplished by the advisor executing the appropriate transactions at the appropriate times to create the desired effect within the constraints of the policy.

**Risk Management.** The Agency will engage only in financial hedge transactions that are related to the Agency's principal business, including the operation of diesel buses and vans. The Agency will only trade specific contracts as necessary to hedge for the pricing of fuel/energy costs, as related to these areas of business, and as advised by the Advisor.

F. **Execution, Reporting and Oversight.**

- a. The advisor will be responsible for the day-to-day execution of the program including the execution of transactions, generating reports on the program's status and results, and monitoring the program and the energy markets. The

- advisor will generate periodic updates on the status and results of the program.
- b. The Treasury Department will provide the Board of Commissioners with a summary of its activity through the quarterly Treasurer’s Report.
  - c. A Hedge Committee will oversee the activities of this program. The Committee shall include Chief Financial Officer, Director of Treasury, Assistant Executive Director Transit Assets, and the Vice President of Procurement, Inventory Management & Supplier Diversity. The role of the Hedge Committee will be to determine whether a proposed hedging strategy, transaction or group of transactions is consistent with this Hedge Policy and review the performance of the hedging activity on a periodic basis. The Hedge Committee will meet no less than quarterly, and meeting minutes and Committee decisions will be documented and approved by the Committee.

**Section 30.080 Debt Issuance and Administration** (revised 6/26/09 and 09/23/22)

A. Agency. The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “**Agency**”) is a body corporate and politic created and existing by reason of a joint compact (the “**Compact**”) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President.

B. Powers to Issue Debt. *RSMo Section 70.373; 45 ILCS 110/1 Ratified by Congress January 7, 1959; further amended and ratified by Congress January 3, 1985*

1. *To borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed;*
2. *To issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing;*
3. *To provide that all negotiable notes, bonds or other instruments shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned and operated by the Agency, or out of any other resources of the Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Agency. All notes, bonds or other instruments in writing issued by the Agency as herein provided shall mature in not to exceed forty years from the date thereof, shall bear interest at a rate not exceeding fourteen percent per annum, and shall be sold for not less than ninety- five percent of the par value thereof. The Agency shall have the power to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof, and shall have power to enter into covenants with the holders of such notes, bonds or other instruments in writing, not inconsistent with the powers herein granted to the Agency,*

*without further legislative authority;*

4. *To issue bonds for industrial, manufacturing or commercial facilities located within the Bi-State metropolitan district upon the security of the revenue to be derived from such facilities; and, or upon any property held or to be held by it.*

C. Revenue Bonds.

**I. General Management Policies**

The Agency will provide for a periodic review of its financial performance, and review its performance relative to the financial policies outlined herein. These financial policies will be taken into account during the capital planning, budgeting and fare-setting process.

- A. In recognition of periodic changes in the cost of providing service to system users, service costs and fees will be reviewed annually and adjusted commensurately.
- B. The Agency may present proposed adjustments to existing fares, rates, fees and charges at public meetings, and will consider recommendations and input from the public as it relates to such proposed changes.
- C. All Agency funds will be invested according to the Investment Policies of the Agency.
- D. Necessary appropriations for annual debt service requirements will be routinely included in the Agency's annual budget.
- E. The Agency will maintain proactive communication with the investment community, including rating agencies, credit enhancers and investors, to ensure future capital market access at the lowest possible rates.
- F. The Agency may appoint a special committee of local financial experts to assist management as it develops financial plans. G. Fund co-mingling and inter-fund borrowing.

Transit is presently comprised of the following funds:

- Revenue Fund
- Operating Fund
- Internally Restricted Fund (Special Sales Tax Capital Fund)
- Debt Service Fund
- Sales Tax Capital Fund
- Prop M Fund
- Prop A Fund
- FTA Capital Fund

- Illinois Allocated Fund
- Private Capital Fund
- Internal Service Funds (Property, Casualty, Workers Compensation, and Medical) Excess Judgement Fund

The Agency maintains one bank depository account for operational and working capital purposes, which is comprised of the Operating, Internally Restricted, and Sales Tax Capital. While these funds are co-mingled in a single bank account, specific accounting is maintained on the Agency's books at the fund level.

Transit operations have little seasonality and are generally consistent throughout the year. Contractual funding and the annual appropriation process for state, local and federal formula funding provides approximately 95% of the Agency's funding. The annual appropriation process commences after the fiscal year begins. Local appropriations are subject to the legislative process, and Federal appropriations can be delayed up to 12 months. Consequently, Agency staff is authorized to transfer (borrow) funds within the groups identified above in order to maintain operational liquidity and adequate working capital.

In the event the above funds are exhausted, temporary operating deficits may be funded by unencumbered Self Insurance, Prop M and Prop A Funds. Staff shall inform the Board any time the local funding jurisdictions fail to provide funds within ninety days of the beginning of the fiscal year. Management shall recommend a course of action up to and including service interruption for the jurisdiction in question.

Furthermore, the Agency utilizes the Transit Operating Fund to fund disbursements for accounts payable and payroll. The Transit Operating account funds payments for transit and business enterprise obligations. Liability accounts shall be maintained for the recording of all payments made by Transit for Business Enterprises, and Business Enterprises shall reimburse Transit, in the following month, for any such payments.

## **II. Financial Management Policies**

The Agency utilizes a comprehensive planning process to determine its long-term capital needs. The Agency evaluates each capital project in relation to established federal, state and local grants and assistance programs and levels of reserves, current rate structure, expected asset life/replacement timeline, and available revenue sources to ensure that adequate financial resources are available to support the Agency's financial obligations. The Agency's Debt and Financial Management, Investment, and Swap Policies are integrated into the decision-making framework utilized in the budgeting and capital improvement planning process. As such the following policies outline the Agency's approach to debt management:

- A. The Agency will evaluate financing for each capital project on a case-by-case basis. The Agency will seek to pay for all capital projects from current revenues, federal grants and assistance programs and available reserves prior to or in combination with the use of debt.

- B. The Agency will seek to issue debt only in the case where there is an identified source of repayment. Bonds will be issued to the extent that (i) projected fixed revenues are sufficient to pay for the proposed debt service together with all existing debt service covered by such fixed revenues, or (ii) additional projected revenues have been identified as a source of repayment in an amount sufficient to pay for the proposed debt.
- C. Debt issuance for a capital project will not be considered unless such issuance has been incorporated into the capital improvement plan (Long Range Financial Plan).
- D. The Agency shall issue a request for proposal for underwriting services prior to the issuance or refunding of bonds.

### **III. Debt and Capital Management Policies**

The following policies formally establish parameters for evaluating, issuing, and managing the Agency's debt. The policies outlined below are not intended to serve as a list of rules to be applied to the Agency's debt issuance process, but rather to serve as a set of guidelines to promote sound financial management.

In issuing debt, the Agency objectives will be to:

- a. Achieve the lowest cost of capital;
- b. Maintain high credit ratings and access to credit enhancement;
- c. Preserve financial flexibility.

### **IV. Standards for Use of Debt Financing**

When appropriate, the Agency will use long-term debt financing to: achieve an equitable allocation of capital costs/charges between current and future system users; to provide more manageable rates in the near and medium term; and to minimize rate volatility.

- A. For growth related projects, debt financing will be utilized, as needed, to better match the cost of anticipated facility needs with timing of expected new connections to the system.
- B. The Agency shall not construct or acquire a facility if it is unable to adequately provide for the subsequent annual operation and maintenance costs of the facility throughout its expected life.
- C. Capital projects financed through debt issuance generally will not be financed for a term longer than the expected useful life of the project.

- D. Lease Agreements and Installment Sale Agreements shall be considered as an alternative to long-term debt. Although these forms of alternative financing are subject to annual appropriation, they shall be considered as long-term fixed rate debt for the purposes of this policy until maturity.

## V. **Financing Criteria**

Each debt issuance should be evaluated on an individual basis within the framework of the Agency's Long Range Financing Plan, as well as within the context of the Agency's overall financing objectives and current market conditions.

The Agency will evaluate alternative debt structures (and timing considerations) to ensure the most cost-efficient financing under prevailing market conditions.

- A. Credit Enhancement – The Agency will consider the use of credit enhancement on a case-by-case basis. Only when clearly demonstrable savings can be realized shall a credit enhancement be utilized.
- B. Cash-Funded Reserve vs. Surety – The Agency may purchase a surety policy or replace an existing cash-funded Debt Service Reserve Fund when deemed prudent and advantageous.
- C. Call Provisions – In general, the Agency's securities should include optional call provisions. The Agency will generally avoid the sale of non-callable long-term fixed rate bonds, absent careful evaluation of the value of the call option.
- D. Additional Bonds Test/Rate Covenants - The amount and timing of debt will be planned to comply with the additional bonds tests and rate covenants outlined in the appropriate legal and financing documents, and these policies.
- E. Short-Term Debt – The Agency may utilize short-term borrowing to serve as a bridge for anticipated revenues, construction financing or future bonding capacity.
- F. Use of Variable Rate Debt - The Agency will not issue variable interest rate debt unless: the proposed debt is converted to a fixed rate or hedged (for an interim period or to maturity) by use of a put-type mode, swap agreement or hedging mechanism (e.g., interest rate cap); outstanding un-hedged variable rate debt, including any proposed new variable debt, does not exceed the Agency's "hedge position" (defined herein) in aggregate; or, interest is capitalized during the expected term that bonds will be outstanding in a variable rate mode. For this purpose, the Agency's hedge position will be calculated as the Agency's cash reserves multiplied by 125%.  
Notwithstanding the above, the Agency will refrain from issuing new variable rate debt (including synthetic variable rate debt), whether hedged or

unhedged, which exceeds 20 percent of the Agency's aggregate debt outstanding.

- G. Use of Swaps & Derivatives - The use of any swap agreement in conjunction with the issuance or management of debt instruments will be governed by the Agency's Swap Policy. The use of swaps to create synthetic fixed rate debt should generally be considered only such synthetic fixed rate debt would result in a 20% reduction in debt service vs. traditional fixed rate bonds.
- H. Investment of Bond Proceeds - Bond proceeds will be invested in accordance with the permitted investment language outlined in the bond documents for each transaction, unless further restricted or limited in the Agency's Investment Policy. The preservation of funds, notwithstanding, the Agency will seek to maximize investment earnings within the investment parameters set forth in each respective bond indenture. The reinvestment of bond proceeds will be incorporated into the evaluation of each financing decision; specifically addressing arbitrage/rebate position, and evaluating alternative debt structures and refunding savings on a "net" debt service basis, where appropriate.

## **VI. Refinancing Outstanding Debt**

The Agency shall have the responsibility to evaluate potential refunding opportunities presented by underwriting and/or financial advisory firms. The Agency will consider the following issues when analyzing potential refinancing opportunities:

- (1) Debt Service Savings – The Agency shall establish a target savings level equal to 3% (current refunding) to 5% (advance refunding) of par refunded on a net present value (NPV) basis. These figures should serve only as a guideline, the Agency must evaluate each refunding opportunity on a case-by-case basis, and must take into consideration: the time to maturity, size of the issue, current interest rate environment, annual cash flow savings, and the value of the call option. Economic savings resulting from a refunding will generally be structured to occur on a level basis over the life of the refunding bonds. The decision to take all savings upfront or on a deferred basis must be explicitly approved by the Agency's Finance and Audit Committee and Board of Commissioners.
- (2) Restructuring - The Agency may seek to refinance a bond issue on a non-economic basis in order to restructure debt, mitigate irregular debt service payments, accommodate revenue shortfalls, release reserve funds, comply with and/or eliminate rate/bond covenants, or terminate a swap.
- (3) Term/Final Maturity – The Agency may consider the extension of the final maturity of the refunding bonds in order to achieve a necessary outcome, provided that such extension is permissible under the Agency's Compact and



Federal tax law. The term of the bonds generally should not extend beyond the reasonably expected useful life of the asset being financed. The Agency may also consider shortening the final maturity of the bonds. The remaining useful life of the assets and the concept of inter-generational equity should guide these decisions.

- (4) Escrow Structuring - The Agency shall utilize the least costly securities available in structuring each escrow. A certificate will be required from a third-party agent who is not acting as a broker-dealer, stating that the securities were purchased through an arms-length, competitive bid process (in the case of open market securities), that such securities were more cost effective than State and Local Government Series Securities (SLGS), or that SLGS were not available at the time of the pricing of the escrow and that the price paid was reasonable and within Federal guidelines. The Agency retains the right to use SLGS at any time in structuring its escrows.

When evaluating the economic viability of an economic versus legal defeasance, the Agency shall take into consideration both the financial impact on a net present value basis as well as the rating/credit impact. The Agency shall take all necessary steps to optimize its escrows and to avoid negative arbitrage in any refunding.

## **VII. Method of Issuance**

The Agency will determine, on a case-by-case basis, whether to sell its bonds competitively or through negotiation.

- A. Competitive Sale – In a competitive sale, the Agency’s bonds shall be awarded to the bidder providing the lowest true interest cost (“TIC”), as long as the bid adheres to requirements set forth in the official notice of sale.
- B. Negotiated Sale – The Agency shall assess the following circumstances that weigh toward the use of a negotiated sale:
  1. Issuance of variable rate or taxable bonds;
  2. Complex structure or credit considerations (such as non-rated bonds), which requires a strong pre-marketing effort;
  3. Significant par value, which may limit the number of potential bidders;
  4. Unique/ proprietary financing mechanism (such as a financing pool), or specialized knowledge of financing mechanism or process;
  5. Market volatility, such that the Agency would be better served by flexibility in the timing of its sale in a changing interest rate environment;
  6. When an Underwriter has identified new financing opportunities or presented alternative structures that financially benefit the Agency;
  7. As a result of an Underwriter’s familiarity with the project/financing, which enables the Agency to take advantage of efficiency and timing

considerations.

- C. Private Placement – From time to time the Agency may elect to issue debt on a private placement basis. Such method shall generally be considered only if it is demonstrated to result in cost savings or provide other advantages relative to other methods of debt issuance, or if it is determined that access to the public market is unavailable and timing considerations require that a financing be completed.
- D. Conduit Issuance – The Agency may elect to enter into financing agreements with other issuers, including but not limited to the City of St. Louis, St. Louis County, and the Missouri Development Finance Board, to permit debt to be issued on the Agency’s behalf. The Agency will consider this approach if such an arrangement is expected to produce lower borrowing costs, enhance the flexibility of the Agency, or provide other operational efficiencies.

### **VIII. Market Communication, Debt Administration and Reporting Requirements**

Rating Agencies and Investors – The Chief Financial Officer shall be responsible for maintaining the Agency's relationships with Moody's Investors Service, Standard & Poor's Ratings-Services, Fitch Ratings, Kroll Bond Rating Agency or any other nationally-recognized rating service. The Agency may, from time to time, choose to deal with fewer than all of these agencies as circumstances dictate.

In addition to general communication, the Chief Financial Officer shall: (1) meet with Credit Analysts periodically as requested, and (2) prior to each competitive or negotiated sale, offer conference calls with Agency analysts in connection with the planned sale.

- A. Board Communication – The Chief Financial Officer shall include in an annual report to the Finance and Audit Committee and the Board of Commissioners feedback from rating agencies and/or investors regarding the Agency's financial strengths and weaknesses and recommendations for addressing any weaknesses.
- B. Continuing Disclosure – The Agency shall remain in compliance with Rule 15c2- 12 or any successor rule or regulation by filing its annual financial statements and other financial and operating data for the benefit of its bondholders within 270 days of the close of the fiscal year. The inability to make timely filings must be disclosed and would be a negative reflection on the Agency. While also relying on a timely audit and preparation of the Agency's annual report, the Chief Financial Officer will ensure the Agency's timely filing with each Nationally Recognized Municipal Securities Information Repository.
- C. Record-Keeping and Post-Issuance Compliance – A copy of all debt-related records shall be retained at the Agency’s offices. Consistent with the Agency’s tax

compliance agreements and post-issuance compliance policy, at minimum, these records shall include all official statements, bid documents, bond documents/transcripts, resolutions, trustee statements, leases, records related to expenditure and investment of bond proceeds, records related to periodic reviews of the use of bond financed facilities, and title reports for each Agency financing (to the extent available). To the extent possible, the Agency shall retain an electronic copy of each document.

- D. **Arbitrage Rebate** – The use of bond proceeds and their investments must be monitored to ensure compliance with all Internal Revenue Code arbitrage rebate requirements. The Chief Financial Officer shall ensure that all bond proceeds and investments are tracked in a manner which facilitates accurate calculation; and, if rebate is due, such payments are made.

**Section 30.090                      Donation and Gift Policy** (NEW effective 11/19/21)

A. **Policy.** It is the policy of the Agency that gifts and donations to the Agency are welcomed and encouraged. Gifts and donations are valued as expressions of individual support for the Agency’s mission and help to enhance its services, programs and facilities by supplementing federal, state, or contractual support.

B. **Types of Gifts.** The Agency accepts the following types of gifts and donations: cash, tangible personal property, publicly traded and recognizable securities, real estate, bequests, trust funds and annuities.

C. **Use of Gifts.** The President and CEO or Board of Commissioners will carefully consider the needs of the Agency and will use a gift where it determines it is most needed, so that all donations may directly and indirectly support the public purposes of the Agency. The Agency may choose not to accept a gift if the donor wishes to place limitations or restrictions on its use or disposal. The Agency may refuse any gift that does not sufficiently benefit the Agency, is in conflict with the Agency’s mission, puts the reputation of the Agency at risk, or is prohibited by law.

D. **Acceptance of Gifts.** The President and CEO may accept any gift or donation of the types described in Section B on behalf of the Agency. Other types of gifts and donations will be evaluated on a case-by-case basis by the Board of Commissioners

When processing each gift, the Agency will follow generally accepted accounting principles. The Agency takes no responsibility for valuing gifts for tax purposes or for the tax consequences to the donor.

All accepted gifts and donations become the property of the Agency. The Agency reserves the right to sell or otherwise dispose of non-monetary gifts, if the Board of Commissioners or President and CEO, determines that such sale or disposition is advisable or necessary.

E. Documentation. The Agency will retain a written receipt of each donation and gift identifying the name of the donor, the amount and the date of the donation or gift, and the nature of restriction on the gift, if any. The Agency will acknowledge each donation by letter, thanking the donor. Donors who make a significant financial or material donation will receive a contemporaneous written acknowledgement of the donation from the Agency.

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 70 Personnel**

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Section 70.010 Personnel Decisions Review

A. **Policy.** It is the policy of the Agency to create and sustain the most effective and efficient work environment in the region. As a further way to ensure fairness and equity in personnel actions, it is the policy of the Agency to provide a one-level review and approval of all actions affecting the hiring, evaluation, issuance of raises, promotion, transfer and termination of individual Agency employees.

B. **Termination Appeal.** The Agency offers a termination appeal process for any disciplinary action resulting in a preliminary decision to terminate an employee. To exercise this option, the employee must request an appeal hearing in writing. A hearing official is then selected and reviews any written or oral information presented by the employee at the hearing. The hearing official may also conduct interviews with other Agency employees prior to rendering a final decision in the matter.

Section 70.020 Compensation *(Amended 9/26/08, 11/21/08, and 08/20/21)*

A. **Policy.** *(Revised 9/26/08 and 08/20/21)* It is the policy of the Agency to maintain a compensation package, including both salary and benefits, to attract and retain outstanding employees. As a matter of routine, on an annual basis, the Talent Management Department will monitor, review and make recommendations concerning the Agency's compensation package. At least once every three years, the Talent Management Department will conduct a formal study, utilizing professional services as required, and prepare recommendations for Board approval. The

recommended compensation structure will be based upon industry and applicable labor market comparisons, as well as the Agency's financial condition. Management must use qualifications and performance as the basis for compensation decisions related to hiring, promotion, transfer, demotion, advancement within the range or other internal personnel movements. In addition, the Board establishes the contractual and compensation arrangements for the President & CEO, and Chief Audit Executive.

B. Additional Compensation *(revised 9/26/08, 11/21/08, 08/20/21, and 11/17/2023)* The President & CEO shall inform the Board of Commissioners before implementation of any bonuses, stipends, severance payments or incentive compensation for any employee that are above and beyond the standard practices and policies of the Agency's Talent Management Department. Any such payment shall be made only upon an opinion of the Chief Legal Counsel that such payment is authorized under the Agency's Compact and in accordance with applicable law.

**Section 70.030 Drug and Alcohol *(Approved at February, 1999 Board Meeting & amended September 2001 and February 2006) (01/24/14 the Agency's Drug & Alcohol Policy & Plan, December 2013, Revision #8 was approved and the existing Section 70, Board Policy 70.030 was reaffirmed)***

A. General. Metro is committed to preserving the highest possible safety standards both in the quality of its services and the safety of its passengers, employees, the general public and property. In support of this commitment and its commitment to a drug-free workplace, Metro has adopted the following policy to prohibit the illegal or inappropriate use, possession, manufacture or distribution of drugs and alcohol by Agency employees. Metro employees and employees of a transit contractor who hold a position that would be defined as safety sensitive (covered employee) are subject to regulations issued pursuant to:

1. Federal Register 49 CFR Part 40: Procedures for Transportation Workplace Drug and Alcohol Testing Programs.
2. Federal Register 49 CFR Part 655: Prevention of Alcohol Misuse and Prohibited Drug Use in Transit Operations.
3. Coast Guard 46 CFR Part 4: Marine Casualties & Investigations.
4. Coast Guard 46 CFR Part 16: Chemical Testing.

B. Covered Employee: All covered employees are:

1. prohibited from being present on Metro property, reporting to work or performing work while that employee is under the influence of alcohol or has any controlled substance or other performance impairing substance in his/her system;
2. prohibited from the consumption of alcohol within four (4) hours of the employees scheduled time to report to work, or within eight (8) hours following an accident or until the employee takes a postaccident alcohol and/or drug test, whichever occurs first;

3. required to submit to an alcohol and/or drug test when directed by Metro; and, prohibited from tampering or attempting to tamper with such alcohol and/or drug test; and,
4. required (49 CFR Part 655.21) to submit to drug testing for Marijuana, Cocaine, Opiates, Amphetamines and Phencyclidine. Use of these drugs is prohibited at all times. Therefore employees may be tested at any time while on duty, and within thirty-two (32) hours following an accident.

C. Responsibility Covered employees, under Federal Register 49 CFR Part 655.71 Controlled Substance Testing: Record keeping and Reporting Requirements and Metro's own authority are:

1. responsible for informing his/her physician when being prescribed medication(s) that is covered under the terms of this policy. The employee shall use medically authorized drugs or over the counter medications in a manner which will not impair on-the-job performance, and:
2. responsible to promptly report to his/her supervisor any observance or knowledge of another employee who poses a hazard to the safety and welfare of others, and;
3. required to notify his/her supervisor, within five (5) calendar days of any arrest or conviction for driving under the influence of alcohol or while intoxicated, or for the use possession, selling, purchase, manufacturing, distribution or transfer of a controlled substance or other performance impairing substance, and;
4. prohibited from using, possessing, selling, purchasing, manufacturing, distributing, or transferring alcoholic beverages or controlled substances or other performance impairing substances while on duty or on Metro property.

D. Policy: It is the policy of the Agency that:

1. every covered employee complies with the Prohibited Drug and Alcohol Abuse Education and Testing Program which details Metro's program;
2. employees' understand that strict compliance with Metro's Alcohol and Drug Policy and Education and Testing Program is a condition of employment;
3. any violation will result in discipline in accordance with the applicable provision of Metro's Drug and Alcohol Policies and Procedures.

E. Management shall establish policies and procedures to fully comply with the letter and spirit of the applicable laws and regulations.

F. In adopting this policy, the Board of Commissioners recognizes that the Agency's workforce is a reflection of our society with all of its strengths and weaknesses. The abuse of drugs and alcohol is one of society's greatest problems. This policy is designed to provide an opportunity for our employees to resolve chemical dependency problems voluntarily through Agency-sponsored programs while assuring the highest possible safety standards in all of the Agency's operations.

***This policy is regulated by the Federal Register 49 CFR Part 40; Procedures for Transportation Workplace Drug and Alcohol Testing Programs, Federal Register 49 CFR 655; Prevention of Alcohol Misuse and Prohibited Drug use in Transit Operations; Coast Guard 46 CFR Part 4: Marine Casualties and Investigations and Coast Guard 46 CFR Part 16: Chemical Testing. In all instances Federal Register 49 CFR Parts 40 & 655 take precedent over the policies established by Metro. Federal Register 49 CFR Part 40: Procedures For Transportation Workplace Drug and Alcohol Testing Programs, and Federal Highway Administration, Federal Register 49 CFR Part 655.71 Controlled Substance Testing; Recordkeeping and Reporting Requirements.***

## **Section 70.040 Labor Relations**

A. Policy. It is the policy of the Board of Commissioners to provide management with broad goals for collective bargaining, taking into consideration the Agency's financial condition, future Agency financial viability, market forces, operating funds and capital resources. Management then establishes specific objectives, strategies and the framework for negotiations.

B. Responsibility. The responsibility for conducting labor negotiations rests with management. All information is kept strictly confidential during actual negotiations.

C. Approval. The Board approves all collective bargaining agreements negotiated by management. The Board also approves any new labor protective agreements required by funding sources.

## **Section 70.050 Employee's Pension & 401k) Retirement Savings Plans** (revised 04/27/18)

A. General (revised 6/26/09, 07/29/11, and 4/27/2018). The Bi-State Development Agency sponsors three defined benefit pension plans and one 401(k) Retirement Savings Plan for employees of the Agency. It is the responsibility of the Board of Commissioners to:

1. Appoint the Chairperson of the Salaried Administrative Pension Committee and authorize the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint non-standing Trustees from the Agency's management employees and retirees;
2. Oversee the funded status of the Plans;
3. Oversee Trustee administration of the Plans;
4. Approve Plan amendments, benefit formulas, and funding;
5. Review Plan investment policies, procedures and provisions.

B. Appointment of Trustees (Revised 12/15/06, 6/26/09, 01/29/10, 07/29/11, 4/27/2018, and 11/17/2023).



1. The Salaried Administrative Pension and 401(k) Plan Committee.

The Salaried Administrative Pension and 401(k) Plan Committee shall consist of four (4) standing Trustees – the Executive Director Metro Transit, the Vice President of Organizational Effectiveness, the Sr. Vice President Chief Financial Officer, and the Chief Legal Counsel; and up to five (5) non-standing Trustees with expiring terms. The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the non-standing Trustees from among the Agency’s Salaried Plan management employees and retirees.

In order to provide continuity for expiring terms, initially one of the current non-standing Trustees shall be appointed for a term of one year, two shall be appointed for a term of two years, and two shall be appointed for a term of three years. Thereafter non-standing Trustees shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be eligible for re-appointment after serving two consecutive three (3) year terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

The Chief Legal Counsel shall serve as Secretary to the Committee. The Vice President of Pension & Insurance shall serve as Assistant Secretary to the Committee, but shall not be a voting member of the Committee.

2. Amalgamated Transit Union (“ATU”) Employees’ Administrative Pension Plan Committee.

The Agency Trustees for the Amalgamated Transit Union (“ATU”) Administrative Pension Plan Committee shall consist of two (2) standing Trustees, the Vice President of Organizational Effectiveness and the Director of Labor Relations and one (1) non-standing Trustee with an expiring term and one (1) Alternate Trustee with an expiring term.

The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the non-standing Trustees for the Committee from among the Agency’s management employees.

In order to provide continuity for expiring terms, initially the current non-standing Trustee shall be appointed for a term of two years. Thereafter the non-standing Trustee shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be eligible for re-appointment after serving two consecutive three (3) year

terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

3. The International Brotherhood of Electrical Workers (“IBEW”) Administrative Pension Plan Committee.

Agency Trustees for the International Brotherhood of Electrical Workers (“IBEW”) Administrative Pension Plan Committee shall consist of two (2) standing Trustees; the Vice President of Organizational Effectiveness and the Director of Labor Relations; two (2) non-standing Trustees with expiring terms.

The Board of Commissioners authorizes the Vice President of Organizational Effectiveness, with the concurrence of the President and CEO, to appoint the two (2) non-standing Trustees from the Agency’s management employees.

In order to provide continuity for expiring terms, initially one of the current non-standing Trustees shall be appointed for a term of one year, and one shall be appointed for a term of two years. Thereafter non-standing Trustees shall be appointed for a term of three (3) years and shall be eligible for re-appointment. However, members shall not be eligible for re-appointment after serving two consecutive three (3) year terms. Then, if a period of one year has elapsed after the end of the second three (3) year term, an individual is again eligible for appointment as a non-standing Trustee. One half (1/2) or more of one term constitutes a full term for the purposes of this section.

The Vice President of Pension and Insurance shall be the liaison between the three Administrative Pension Committees and the Board of Commissioners.

The Board Audit, Finance and Administration Committee shall receive semi-annual investment reports and an annual briefing summary of the activities of the Administrative Pension Committees for all Plans.

The Trustees shall administer the Employees’ Pension & 401(k) Plans on the Board’s behalf. Meetings of the Board Audit, Finance and Administration Committee shall be held regularly, and a report on the financial condition of each Plan shall be made to the full Board at the following regularly scheduled Board of Commissioners meeting.

C. Investment Objectives *(revised 4/27/2018)*. It is the policy of the Board of Commissioners to see that the sponsored pension plans are managed in a manner designed to fund each plan to the fullest extent feasible, consistent with the Board’s other fiscal responsibilities. The Board adopts a goal to achieve and maintain a funded status at a minimum of 100% of each

plan's Pension Benefit Obligation, through contributions and investments. Contributions to the plans will be based on the recommendation of the annual actuary as a result of the actuarial valuation conducted for each Plan.

This policy shall be carried out through investment policies, administered by all Plan Trustees consistent with Board Policy or the requirements of the applicable collective bargaining agreement.

D. Investment Return Objectives. The investment return objective for each Plan's total portfolio should be a real (inflation adjusted) annual rate of return as measured over a planning horizon that will meet the Plan actuarial assumption. The real rate of return may deviate from this expected level of return during any single measurement period.

E. Monitoring and Control Procedures. The Administrative Pension Committee for each Plan will meet at least once each quarter to receive reports on each Plan's performance, including:

1. Quarterly changes in the equity portfolio (composite characteristics) of each equity manager relative to historic pattern, volatility and style.
2. The quarterly investment performance of each equity portfolio manager compared to the performance of a broad universe of equity managers as well as a group of other managers following the same investment style.
3. Evaluate and determine whether the managers continue to satisfy the evaluation criteria as outlined in the Plan's Investment Policy.

F. Duties of each Administrative Pension Committee Trustees *(revised 4/27/2018)*. The Administrative Pension Committee Trustees shall retain the services of an:

1. Actuarial Firm through a competitive bid or request for proposal process every five years. . The actuaries retained shall be Members of the Academy of Actuaries (MAAA), with a minimum five years consulting experience with Public Retirement Systems.
2. Auditing Firm to conduct an annual audit of the plan at the end of the plan year. The auditing firm shall be secured through a competitive bid process every five years. The Auditing firm retained shall be a Certified Public Accountant and have a minimum of five years' experience in public accounting.
3. Investment Advisor to regularly review the performance of each Plan's investment portfolio to:
  - a. Recommend an investment policy for each plan designed to freely fund the Plan.
  - b. Establish an asset allocation to provide adequate returns at an acceptable level of volatility, and, meet the liquidity needs of the

- Plan, i.e., expenses and retirement benefits payments.
- c. Provide Trustees objective performance information on investment managers to enable Trustees to make informed decisions on the selection and retention of investment managers.

The Administrative Pension Trustees may from time to time change the investment objective of the plans based on the recommendation of the Investment Advisor.

Investment Advisor Selection Criteria shall be:

- a. a minimum of ten years of investment consulting experience,
  - b. a \$10 billion client base;
  - c. no conflict of interest with brokerage firms or investment management products; and
  - d. a client base of public pension funds and, for the union plans, Taft-Hartley plan clients.
4. Attorney to provide legal advice to Administrative Pension Committee Trustees to ensure Plan compliance with state and federal mandated laws and regulations. Due to the complexity of the tax laws applicable to pension plans and the rules relating to governmental plans, the attorney retained shall have a practice including pension and employee benefit law and a minimum of ten years' experience in the specialty.
  5. Custodian and Record-keeper to maintain the assets of the Plans.
  6. Investment Managers - The Administrative Pension Committee will select Investment Managers based upon the following general selection criteria for prospective equity and fixed income managers.
    - a. Audited or otherwise verifiable performance and portfolio data.
    - b. Performance records of a sufficient duration to include a variety of economic and market environments; this would generally require at least 5 years of verifiable performance data for each Investment Manager.
    - c. Demonstration of a long-term record of performance superiority over other managers of the same style.
  7. Third Party Administrator (TPA) to administer the daily operations of the plans, including:
    - a. Quarterly Reporting
    - b. Communications to Participants and Committees
    - c. Pension Calculations and Review, based on detailed plan provision complexities
    - d. Pension Database Maintenance

e. Participant and Plan Sponsor Website

Due to the complexity of the BSD pension plans, the TPA must have extensive experience in pension plan administration, sophisticated administration software and an emphasis on internal and external communications.

The Administrative Pension Committees shall approve all disbursements from Plan funds, and oversee all administrative actions in accordance with the Plan document and applicable law and regulations (including, but not limited to, the provisions of the United States Internal Revenue Code applicable to qualified retirement plans).

G. Plan Structure (revised 6/26/09, 01/29/10 and 4/27/2018):

1. The Two Pension Plans for Hourly Employees cover full-time employees of Division 788, the Amalgamated Transit Union, Operations, & Maintenance Unit and Clerical Unit; and the International Brotherhood of Electrical Workers, Local 2 and Local 309.

The Hourly Employees' Pension Plans are collectively bargained and jointly trusted by an equal number of union and management representatives. The collective bargaining agreements govern the benefit formulas, plan amendments and Agency/employee funding levels. The Hourly Employees' Pension Plans require mandatory participation for eligible employees. Employees contribute a contractually negotiated portion of the actuarially recommended funding. All amendments to the Hourly Employees' Pension Plans are submitted to the Board of Commissioners and approval is granted through the ratification of the collective bargaining agreements.

2. The Pension Plan for Salaried Employees is a defined benefit plan covering all eligible full-time salaried employees.

The 401(k) Retirement Savings Plan provides a voluntary defined contribution plan for full-time salaried employees, full-time Paratransit Van Operators in the Division 788, Amalgamated Transit Union, Call-A-Ride Unit and all full-time IBEW employees; and an Agency funded defined contribution plan for full-time eligible salaried employees.

The Board of Commissioners shall approve Plan amendments.

H. Review and Revision of this Statement of Policy (revised 4/27/2018). The Board Audit, Finance and Administration Committee will periodically review these policies to ensure that they are still reflective of the Agency's pension Plans.

**Section 70.060**

**457(f) Deferred Compensation Plan (Approved 10/14/22)**

A. General. The Bi-State Development Agency sponsors a 457(f) Plan (the “457(f) Plan” or “Plan”), a discretionary, nonqualified, deferred compensation arrangement, pursuant to Section 457(f) of the Internal Revenue Code for select members of executive management of the Agency. The purpose of the Plan is to provide financial incentives in recruiting and maintaining highly qualified candidates for employment and encouraging existing qualified employees to continue to devote their best efforts to the Agency. It is the responsibility of the Board of Commissioners to:

1. Determine who is eligible for and who may participate in the Plan;
2. Administer and interpret the Plan, including making benefit determinations;
3. Retain agents to assist in the administration and management of the Plan and/or delegate duties to Agency staff or agents;
4. Determine the total annual amount of the discretionary contribution to the Plan, if any; and in connection therewith:
  - a. determine the amount, if any, to be allocated to the President and Chief Executive Officer and
  - b. determine the total amount, if any, to be allocated to all other eligible Agency Executives;
5. Determine the maximum amount that the President and Chief Executive Officer may defer under the Plan through salary reduction and determine the maximum amount all other eligible Agency Executives may defer under the Plan through salary reduction.
6. Determine the matching contribution percentage for salary deferrals made by the President and Chief Executive Officer.
7. Determine the matching contribution percentage for salary deferrals made by all other Agency Executives.
8. Make determinations as to the contribution credit date, vesting and earnings tracking, consistent with the Plan documents;
9. Approve Plan amendments; and
10. Review, adopt and amend Plan policies and procedures involved in administering the Plan.

The Executive Committee of the Board is designated to assume the above responsibilities of the Board unless specifically directed otherwise by the Board.

B. Eligible Executives. The 457(f) Plan is available to the Agency President and Chief Executive Officer and Executive Vice Presidents and such other executive management as the Board or its designee, the Executive Committee of the Board, may determine are appropriate in the future.

C. The 457(f) Plan Administrative Committee (revised 11/17/2023). The 457(f) Plan Administrative Committee (the “457(f) Committee” or “Committee”) is responsible for assisting in the administration of the Plan, including oversight for the process of determining the total annual amount that can be available for making award contributions for use in allocation to participants consistent with this Policy and the Plan and in setting the annual maximum salary deferral amounts and the matching contribution percentage for each participant. The 457(f) Committee shall consist of four (4) members – the Vice President of Talent Management, the Treasurer, the Director of Benefits, and the Chief Legal Counsel. The Chair of the Board of Commissioners shall oversee the Committee and its operation.

The 457(f) Committee shall meet from time to time on the call of any Committee member. The Committee shall also meet at least semi-annually to receive reports on the performance of investments held by the Agency to track earnings. The Committee may consult with the plan record-keeper and other consultants in fulfilling its duties. The Board Audit, Finance and Administration Committee shall receive semi-annual investment reports and an annual briefing summary regarding investment performance as well as an annual report on Plan administration. The Committee shall provide a report on the Plan to the full Board at the regularly scheduled Board of Commissioners meeting following the Board Audit, Finance and Administration Committee review.

D. Elective Deferral Contributions and 457(f) Plan Award Contributions (Matching and Discretionary). Agency award contributions may be allocated as a discretionary contribution and shall be allocated as a match of participant salary deferrals, if any deferrals are made.

The discretionary award contribution amount for the President and Executive Officer, the matching percentage for the President and Chief Executive Officer and the matching percentage for eligible Agency Executives is at the discretion of the Board or its designee, the Executive Committee of the Board, consistent with the Plan and this Policy, as it may be amended from time to time. The Plan provides that the matching contribution shall comply with Proposed Treasury Regulation Section 1.457-12 which provides in subsection (e)(2) that the match must be structured so that the present value of the amount to be paid due to the deferral plus match must be more than 125% of the present value of the amount of the salary deferral. This has been interpreted to require a match of more than 25% of the salary deferral.

The Board or its designee, the Executive Committee of the Board, within the preceding calendar year, shall determine for the following calendar year, 1) the maximum salary deferral contribution amount any participant may make, 2) the matching percentage for the President and Chief

Executive Officer and 3) the matching percentage for eligible Agency Executives.

The Board or its designee, the Executive Committee of the Board, shall determine 1) the total annual discretionary award contribution amount and 2) the allocation of the annual discretionary award contribution amount for the President and Chief Executive Officer during the calendar year for which the allocation is made. After the Board or its designee, the Executive Committee of the Board, makes these two determinations, any remaining Agency discretionary Plan contribution amount may be allocated among all other eligible Agency Executives as determined by the President and Chief Executive Officer consistent with the Plan and this Policy, as it may be amended from time to time.

Although it is intended that the Agency Plan discretionary contribution be made annually, the availability of the necessary funding and other factors as to Agency operations will be considered by the Board or its designee, the Executive Committee of the Board, prior to a decision regarding any Plan contribution and/ or the amount of any Plan contribution. Similarly, the setting of the maximum salary deferral amount and the matching percentages by the Board or its designee, the Executive Committee of the Board, shall be subject to the same Agency funding and other factors.

E. 457(f) Plan Investment Funds for Use in Tracking Earnings. Plan participants may designate investment options but the assets remain titled in the name of the Agency, or in a trust established by the Agency, to hold the Agency funds subject to use restrictions. Approved investment options will be selected by the 457(f) Committee taking into account the following factors: the types of investment options available under the current 401(k) plan, as discussed in Board Policy 70.050, and the investment horizon under the Plan.

F. Review and Revision of this Statement of Policy. The Board Audit, Finance and Administration Committee will periodically review this policy to ensure it is still reflective of the Agency's 457(f) Plan for executive management.



**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 100. Compliance and Reporting Policy**

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**Section 100.010 Compliance and Reporting Policy Overview**

A. Policy (revised 09/27/19). It is the policy of the Agency to safeguard public funds and to ensure integrity in the delivery of public services. The Agency is committed to conducting its business with integrity and in compliance with all applicable laws. All Agency employees and contractors are expected and required to conduct their duties in compliance with all applicable laws, policies, rules, and regulations.

B. Purpose (revised 09/27/19 and 11/17/2023). The purpose of this Compliance Policy (the “Policy”) is to detect and prevent fraud, illegal misconduct, unethical conduct, inefficiency, and waste in the programs and operations of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”). The Chief Legal Counsel and the Director of Corporate Compliance and Ethics (the “Director) have the duty to investigate allegations of fraud, illegal misconduct, unethical conduct, waste, and inefficiency on the part of Agency employees, contractors, and programs. Suspected fraud, waste, illegal misconduct, unethical conduct, and inefficiency can be reported on-line or by calling the BSD Compliance and Fraud Helpline (the “Helpline”), or submitting a written report as outlined in this Chapter.

**Section 100.020 Reporting**

A. Policy (revised 09/27/19 and 11/17/2023). It is the policy of the Agency that every Agency employee shall have the right to report, in good faith, and in accordance with this Chapter and BSD’s Employee Code of Conduct and Ethics (the “Code”), to the Agency’s

Chief Legal Counsel or the Director, information concerning an improper agency action.

To assist such reporting, this Chapter provides Agency employees and contractors a process for reporting improper action, protection from retaliatory action for reporting and cooperating in the investigation, and/or prosecution of improper action in good faith in accordance with this Chapter and the Code. While employees and contractors are encouraged to report improper action directly to their immediate supervisors, the Agency recognizes that there are instances where this may not be an option. To this end, this Chapter provides for a reporting mechanism, including the Helpline, directly to the Director or the Chief Legal Counsel.

B. Appropriate Reporting Officials (revised 09/27/19 and 11/17/2023). Reports may be made to the contractor's or employee's supervisor, the Agency's President and CEO, the Agency's Chief Legal Counsel, or the Director. Reports may also be made anonymously utilizing the Agency's Helpline or by submitting a written report. In the case of reports made directly to an Agency supervisor or the President and CEO, they shall promptly communicate the report to the Director or the Chief Legal Counsel. The report will be transcribed verbatim into an on-line report on the Helpline. If the allegation of improper Agency action relates to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the Director or the Chief Legal Counsel shall furnish a copy of the report or summary of the allegation to the Audit, Finance, and Administration Committee of the Board of Commissioners.

C. Confidentiality (revised 09/27/19). If an employee or contractor chooses to remain anonymous when submitting a written report on-line or when calling the Helpline, no attempt will be made to discover the employee's or contractor's identity. To the extent allowed by law, the identity of an employee or contractor reporting information about an improper action shall be kept confidential unless the employee or contractor waives confidentiality in writing.

D. Protection for Reporting (revised 09/27/19). Employees or contractors, who act in good faith and in compliance with this Policy, are protected from interference in or retaliation for reporting improper actions or cooperating in an investigation or resulting proceedings. To the extent allowed by law, the identity of employees or contractors providing information about improper actions shall remain confidential, unless the employees or contractors waive the right, in writing.

E. Employee and Contractor Protections and Protected Conduct (revised 09/27/19 and 11/17/2023).

1. The following conduct by employees and contractors is protected if carried out in good faith under the Code and this Chapter:

- a. Reporting alleged improper action pursuant to the provisions of this Policy this Chapter, or the Code, and reporting violations of criminal laws to the appropriate law enforcement officials;

- b. Cooperating in an investigation by the Chief Legal Counsel, the Director, or their Designee, or an Investigating Official related to the improper action; and/or
  - c. Testifying in a proceeding or prosecution arising out of an improper action.
2. No Agency officer or employee shall retaliate against any employee or contractor because such employee or contractor proceeded or is proceeding in good faith in accordance with this Chapter.
- F. Penalty. Any Agency officer or employee who engages in prohibited retaliatory action is subject to discipline by suspension without pay, demotion or termination.
- G. Periodic Restatement (revised 09/27/19). Upon entering Agency service and at least once each year thereafter, every Agency officer and employee shall receive a written summary of this Chapter, the procedures for reporting improper actions, the procedures for obtaining the protections extended, and the prohibition against retaliation in this Section. This requirement will be met by annually publishing the Code to all Agency officers and employees for required reading and attestation. The Director shall ensure that such summaries are distributed and that copies are posted where all employees will have reasonable access to them.

### **Section 100.030 Investigations**

A. Investigation (revised 09/27/19 and 11/17/2023). Within 30 days after receiving information about an improper action from an agency employee or contractor, the Chief Legal Counsel, the Director, or their Designee shall conduct a preliminary investigation, and prepare a written summary of the investigation, which may include matters for further research, investigation, or inquiry. In the case of an allegation relating to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the investigation shall be conducted or overseen by the Audit, Finance, & Administration Committee or the Board of Commissioners. The Chief Legal Counsel will provide a report to the Board of Commissioners or a Committee established by the Board of Commissioners to review ethics concerns if further action is warranted or if the investigation pertains to conduct of a member of the Board of Commissioners.

B. Completion of Investigation and Reports (revised 09/27/19 and 11/17/2023). Upon completion of the investigation, the Chief Legal Counsel or the Director shall notify the complainant in writing through their Helpline report of any determinations made. The Chief Legal Counsel or the Director shall have no obligation to provide an investigation determination under this Section if the complainant, who has filed a written report, chooses to remain anonymous. If the Chief Legal Counsel or the Director determine that an improper Agency action has occurred, he or she shall report the nature and details of the action to the President and CEO; or to the head of the department with responsibility for the action unless such department head is implicated; and to such other governmental officials or agencies as the Chief Legal Counsel deems appropriate.

C. Closure (revised 09/27/19 and 11/17/2023). The Chief Legal Counsel or the Director may close an investigation at any time if he or she determines that no further action is warranted and shall so notify the complainant

### **Section 100.040 Reporting Helpline**

A. Helpline (revised 09/27/19). The Agency has established a dedicated Compliance and Fraud Helpline service as an external and independent reporting mechanism for reporting suspected improper action on the part of Agency employees, officers, vendors, or independent contractors. To report illegal or unethical conduct, fraud, inefficiency, or waste, either by-name or anonymously, call toll free 855-465-2457 (85-LINK2HLP), 24 hours a day, seven days a week. A Helpline Agent will answer and document the report, including verifying the report's content with the complainant. Reports can be submitted on-line through the Helpline's secure website <http://www.EthicsPoint.com>.

B. Scope (revised 09/27/19). The Helpline authority extends only to Agency resources and activities. Any type of fraudulent or illegal activity involving private businesses with no contractual relationship with the Agency or governmental agencies other than the Agency should be reported to the appropriate law enforcement authorities.

C. False Accusations (revised 09/27/19). The Agency will consider it a serious violation of Agency policy for employees to intentionally make false accusations. Such false accusations may result in disciplinary action, up to and including termination, against the accuser. All reports to the Agency Compliance Program and the Helpline should be made in good faith and with the best of intentions.

### **Section 100.050 Definitions**

As used in Chapter 100, the following terms shall have these meanings:

A. "Investigating Official" means the Agency's Chief Legal Counsel, or a member of the staff or designee of the General Counsel. (Revised 09/27/19 and 11/17/2023)

B. "Employee" means a member of the Board of Commissioners, any person employed by the Agency, whether in a permanent or temporary position, including full-time, part-time, and intermittent workers.

C. "Contractor" means any vendor, contractor, or sub-contractor and all associated employees directly and/or indirectly conducting business with the Agency. (Revised 09/27/19)

D. 1. "Improper action" means any action by a member of the Board of Commissioners, an Agency officer, employee, vendor, or contractor that is undertaken, in the case of an officer or employee, in the performance of such person's official duties, whether or not the action is within the scope of employment, and, in the case of a vendor or contractor, in connection with activities in connection with such person's contract with the Agency, which:

- a. Violates any local, state or federal law, or Agency policy, or
- b. Constitutes an abuse of authority, or
- c. Creates a substantial or specific danger to the public health or safety, or
- d. Results in a waste of public funds.

2. "Improper action" does not mean personnel actions, including but not limited to: employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, reprimands, violations of collective bargaining or civil service laws, or alleged violations of agreements with labor organizations under collective bargaining.

3. A properly authorized Agency program or activity does not become an improper action because an employee or Investigating Official dissents from the Agency policy or considers the program, activity, or expenditures unwise. (Revised 09/27/19)

E. "Retaliate," (and its kindred nouns, "retaliation" and "retaliatory action") means to make, because of an activity protected under this Chapter, any unwarranted adverse change in a person's status or the terms and conditions of such status including, but not limited to, denial of adequate staff to perform duties; frequent staff changes; frequent and undesirable office changes; refusal to assign meaningful work; unsubstantiated letters of reprimand or unsatisfactory performance evaluations; demotion, reduction in pay; denial of promotion; transfer or reassignment; suspension or dismissal; or other unwarranted disciplinary action.

F. "President and CEO" means the President and CEO of the Agency. (Revised 09/27/19)

### **Section 100.060 Reporting and Adjudicating Retaliation**

A. Complaint (revised 09/27/19). In order to seek relief, a person who believes such person has been retaliated against in violation of this Chapter must file a Retaliation incident report on the Helpline within 30 days of the occurrence alleged to constitute retaliation. The complaint must be filed on the Helpline and must specify the alleged retaliatory action and the relief requested.

B. Investigation and Response (revised 09/27/19 and 11/17/2023). The Chief Legal Counsel, the Director, or their designee shall conduct an independent investigation of the complaint and will notify the head of the department in which the retaliation is alleged to have occurred. If the department head is alleged to have retaliated in violation of this Chapter, the President and CEO shall be notified. The Chief Legal Counsel or the Director shall ensure that the complainant is provided a response within 30 days after the filing of the retaliation complaint.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF  
THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
TO APPROVE REVISIONS TO BOARD POLICIES,  
CHAPTERS 10, 20, 30, 70 & 100 FOR TITLE CHANGE OF  
“GENERAL COUNSEL” TO “CHIEF LEGAL COUNSEL”**

**PREAMBLES:**

*Whereas*, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/ "BSD") is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, acting by and through its Board of Commissioners (the " Board"); and

*Whereas*, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”); to make suitable rules and regulations consistent with its mission and not inconsistent with the constitution or laws of either state, or any political subdivision thereof; and

*Whereas*, Article VI of the Bylaws - Board Policies of the Agency, provides that any action by the Board establishing policy, administrative, business, or otherwise, shall be known as "Board Policies" and that the Board may adopt, amend or repeal, in whole or in part, the Board Policies at any meeting of the Board, except that unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board; and

*Whereas*, sections of the Collected Board Policies of the Bi-State Development Agency, have been updated at various times throughout the years; and

*Whereas*, management is requesting that revisions be made throughout various Chapters of the Policy, to reflect a change of title for the position of “General Counsel” to “Chief Legal Counsel”; and

*Whereas*, management has recommended that these measures be implemented as soon as approved; therefore, requiring the Board to waive tabling the proposed revisions to the Policies as provided in Article VI of the Bylaws, so that they are effective upon Board approval; and

*Whereas*, it is feasible, necessary and in the public interest for the Board of Commissioners to approve a revision to Board Policies, Chapters 10, 20, 30, 70 & 100 regarding a change in title for the “General Counsel” to “Chief Legal Counsel”, with an effective date of November 17, 2023, in accordance with the terms and conditions described herein.

**NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles as fully and completely as if set out in full in this Section 1.

Section 2. Approval of Board Policy Revisions. The Board of Commissioners hereby authorizes a revision to Board Policies, Chapters 10, 20, 30, 70 & 100 regarding a change in title for the “General Counsel” to “Chief Legal Counsel”, as set forth in Section 3 of this Resolution, and waives tabling the revisions, as provided in Article VI of the Bylaws, so that they are effective upon Board approval with an effective date of November 17, 2023, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Form of the Board Policy Chapters 10, 20, 30, 70 & 100. The form of the Chapter revisions (as provided in the Attachments and made a part hereof), substantially in the form presented to this meeting are hereby approved, and officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute and deliver and attest, respectively, the revisions, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to affect the revisions with the necessity and desirability of such changes, modifications, insertions and omissions conclusively evidenced by their execution thereof.

Section 4. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 5. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 6. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, officers and employees.

Section 7. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 8. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 9. Payment of Expenses. The Executive Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 10. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17<sup>th</sup> day of November, 2023.

*In Witness Whereof*, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By  
Title

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**(Tentative)**

**Bi-State Development  
Board of Commissioners  
2024 Board and Committee Meeting Schedule  
(Meetings begin at 8:30 a.m. unless otherwise noted)**

**Thursday, January 11, 2024 (Tentative)\***

Safety & Security Committee

**Friday, January 26, 2024 (Tentative)\***

OPS Committee

AFA Committee (following OPS)

**Friday, February 16, 2024**

Board Meeting

**Thursday, March 7, 2024 (Tentative)\***

Safety & Security Committee

**Friday, March 22, 2024 (Tentative)\***

OPS Committee

AFA Committee (following OPS)

**Friday, April 19, 2024**

Board Meeting

**Thursday, May 9, 2024 (Tentative)\***

Safety & Security Committee

**Thursday, May 23, 2024 (Tentative)\*\*\***

OPS Committee

AFA Committee (following OPS)

**Friday, June 21, 2024**

Board Meeting

**Thursday, August 1, 2024 (Tentative)\***

Safety & Security Committee

\*Committee meeting dates are scheduled tentatively and will be confirmed by each Committee Chair.

\*\*\*Scheduled for Thursday, instead of Friday, due to the Memorial Day holiday.

**Friday, August 16, 2024 (Tentative)\***

OPS Committee

AFA Committee (following OPS)

**Friday, September 20, 2024**

Board Meeting

**Thursday, October 3, 2024 (Tentative)\***

Safety & Security Committee

**Friday, October 18, 2024 (Tentative)\***

OPS Committee

AFA Committee (following OPS)

**Friday, November 15, 2024**

Board Meeting



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**From:** Andrew J. Ghiassi, General Manager of Safety  
**Subject:** **Bi-State Safety Oversight (BSSO) Annual Safety Report**  
**Disposition:** Information Only  
**Presentation:** Andrew J. Ghiassi, General Manager of Safety

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**Objective:** The purpose of this briefing paper is to provide an annual update to the Board of Commissioners on the Bi-State Safety Oversight (BSSO) program measures to improve the safety framework of our MetroLink rail-fixed guideway system. The briefing also aims to summarize the progress achieved over the past year, report on current safety operations and initiatives, and present the strategic direction and anticipated advancements in safety oversight for the forthcoming period.

**Background:** The BSSO, a joint initiative by the Missouri and Illinois Departments of Transportation (MoDOT and IDOT), ensures uniform safety oversight across our MetroLink system. The program is designed to align with federal and state regulations, enforce risk management protocols, and implement corrective actions to maintain high safety standards.

**Regulatory Compliance and Collaboration:** The BSSO operates in accordance with 49 USC 5329 and CFR Parts 672, 673, and 674, as well as state statutes such as the Missouri Revised Statutes and the Illinois Compiled Statutes. Collaborative initiatives with BSD include comprehensive audits, systematic event investigations, coordinated drills and exercises, and CAPs, which have yielded significant safety improvements and operational efficiencies.

**Program Updates and Audits:** Recent updates to the Joint BSSO Program Standard Manual (PSM) reflect the inclusion of Risk-Based Inspections and streamlined approval processes, demonstrating the BSSO's adaptability to federal guidance. Regular audits, such as the Hours of Service Review, underscore a rigorous approach to safety and operational compliance.

**Program Updates, Audits, and Safety Risk Management (SRM):** The BSSO has made significant advancements in its safety oversight program through comprehensive updates to the Program Standards Manual (PSM) and the execution of annual plan reviews. In line with the FTA's Special Directive 22-37, the BSSO has also put in place the Risk-Based Inspection (RBI) Program, which makes safety inspections more accurate and focused.

The 2023 Hours of Service Review was completed and serves as proof that audits are a key component of our commitment to operational compliance and safety. This audit, among others, plays a critical role in ensuring that all aspects of our MetroLink operations adhere to the highest safety standards.

Complementing these efforts, the SRM process is integral to our proactive approach to safety. By adhering to FTA advisories and efficiently managing open hazards, the BSSO is able to conduct a rigorous analysis of MetroLink accidents over the past years. This analysis is crucial in directing targeted safety improvements. Moreover, the development and implementation of Corrective Action Plans (CAPs) are instrumental in addressing and resolving identified safety deficiencies, thereby reinforcing the safety of the entire MetroLink system.

**Board Action Requested:** No action is required from the Board of Commissioners. The report is provided for informational purposes, offering an overview of the BSSO's current initiatives and achievements for Calendar Year 2023.

**Funding Source:** No funding request is being made with this action.

**Attachments:**

- Bi-State Safety Oversight (BSSO) Annual Report Presentation

**Conclusion:** The BSSO's efforts over the past year reflect a robust commitment to safety and compliance, with significant strides made in regulatory adherence, risk management, and collaborative safety initiatives. BSD is well-positioned to continue its trajectory of safety excellence, supported by the guidance and support of our Board of Commissioners and the BSSO.



**Illinois Department of Transportation**

# BI-STATE SAFETY OVERSIGHT

**Annual Safety Report to the Bi-State Development  
Board of Commissioners**

**November 17, 2023**

# Agenda

- *Significant Program Requirements & Activities*
  - *Program Management & Organizational Structure*
  - *BSSO Governing Regulations*
  - *BSSO/BSD Collaboration*
  - *BSSO Program Standards Manual (PSM)*
  - *BSSO Annual Plan Reviews and Other Approvals*
- *Safety Risk Management (SRM)*
  - *FTA Safety Advisories*
  - *MetroLink Open Hazards, 2021-2023*
- *MetroLink Accidents*
  - *FTA Reportable Accident Criteria*
  - *MetroLink Accidents, 2021-2023*
- *BSSO Audits*
  - *2023 Hours of Service*
- *MetroLink Corrective Action Plans (CAPs)*
- *On the Horizon*



# Significant Program Requirements & Activities

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# Program Management & Organizational Structure

- *The Missouri and Illinois Departments of Transportation (MoDOT and IDOT) have partnered as the Bi-State Safety Oversight (BSSO) to provide Bi-State Development (BSD) Metro consistent oversight standards across both states. The organizational structure is as follows:*
  - *MoDOT – (1) Program Manager, Justin Sobeck*
    - *Transportation Resource Associates, Inc. (TRA) – MoDOT Contractor Support*
  - *IDOT – (1) Program Manager, Jon Stevanovich (newly-hired)*
    - *Dovetail Consulting – IDOT Contractor Support (contracted 2022)*

# BSSO Governing Regulations

## FEDERAL REGULATIONS

- *49 United States Code (USC) 5329*
- *49 Code of Federal Regulations (CFR) Parts 672, 673, 674*

## STATE REGULATIONS

- *Missouri Revised Statues*
  - *Chapter 389, Sections 998 & 1005*
- *Missouri State Code*
  - *7 CSR 265 Chapter 9*
- *Illinois Compiled Statutes*
  - *45 ILCS 111*
- *Illinois Public Act 102-0559*

# BSSO/METRO Collaboration

TRIENNIAL  
AUDITS

EVENT  
INVESTIGATION

DRILLS &  
EXERCISES

SAFETY & SECURITY  
CERTIFICATION

FRONTLINE TEAM  
SAFETY MEETINGS

CONFIGURATION  
CHANGE BOARD

CAP ADVISORY  
REVIEW COMMITTEE

BSSO/METRO SAFETY  
MEETING



# BSSO Program Standards Manual (PSM)



- *BSSO completed its annual revision and update in August 2023*
- *Changes included the following:*
  - *Updated definitions to include Risk-Based Inspections*
  - *Updated the Annual Public Transportation Agency Safety Plan (PTASP) Review and Approval Process Flowchart*
  - *Standardized the number of days for the review process*
  - *Added RBI language to Chapter 5: Other Audits and Reviews*

# BSSO Annual Plan Reviews and Other Approvals

- *PTASP*
- *System Security Plan (SSP)*
- *Emergency Preparedness Program Plan (EPPP)*
- *Event Investigation Procedures (EIP)*
- *Annual Internal Audit Report and Certification*
- *Accident Investigation Reports*
- *Corrective Action Plans (CAPs)*



# Safety Risk Management (SRM)

# FTA Safety Advisories

- *The FTA issued Safety Advisory (SA) 22-1: Rail Car Passenger Door Inspection and Function Testing on October 13, 2022. SA 22-1 included the following recommended additions/revisions to RTAs' Periodic Maintenance Inspections (PMIs):*
  - *Visual inspections of door control wiring and mounting hardware*
  - *Testing of sensitive door edges and propulsion interlocks*
- *The FTA issued SA 22-2: Signal System Safety and Train Control on October 13, 2022. SA 22-2 directed RTAs to consider the following hazards in their safety risk assessments:*
  - *Wayside signal components insufficiently maintained*
  - *Vehicle signal components insufficiently maintained*
  - *Signal system design insufficiency*
  - *Signal system not present*

# MetroLink Open Hazards | 2021-2023



# MetroLink Reportable Events

# FTA Reportable Accident Criteria

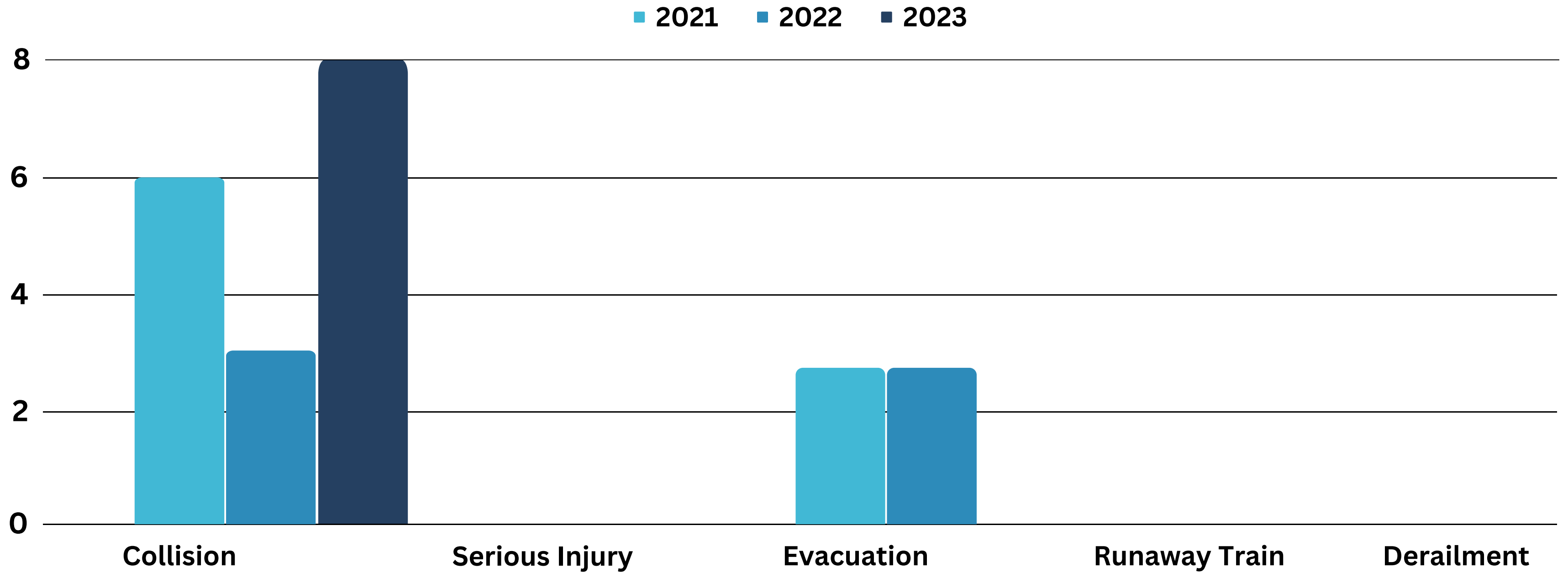


**Federal Transit  
Administration**

## 49 CFR Part 674

- *A loss of life occurring at the scene or within 30 days following the accident*
- *A report of a serious injury to a person*
- *A collision involving a rail transit vehicle*
- *A runaway train*
- *An evacuation for life safety reasons*
- *Any derailment of a rail transit vehicle at any location, at any time, whatever the cause*

# MetroLink Accidents | 2021-2023





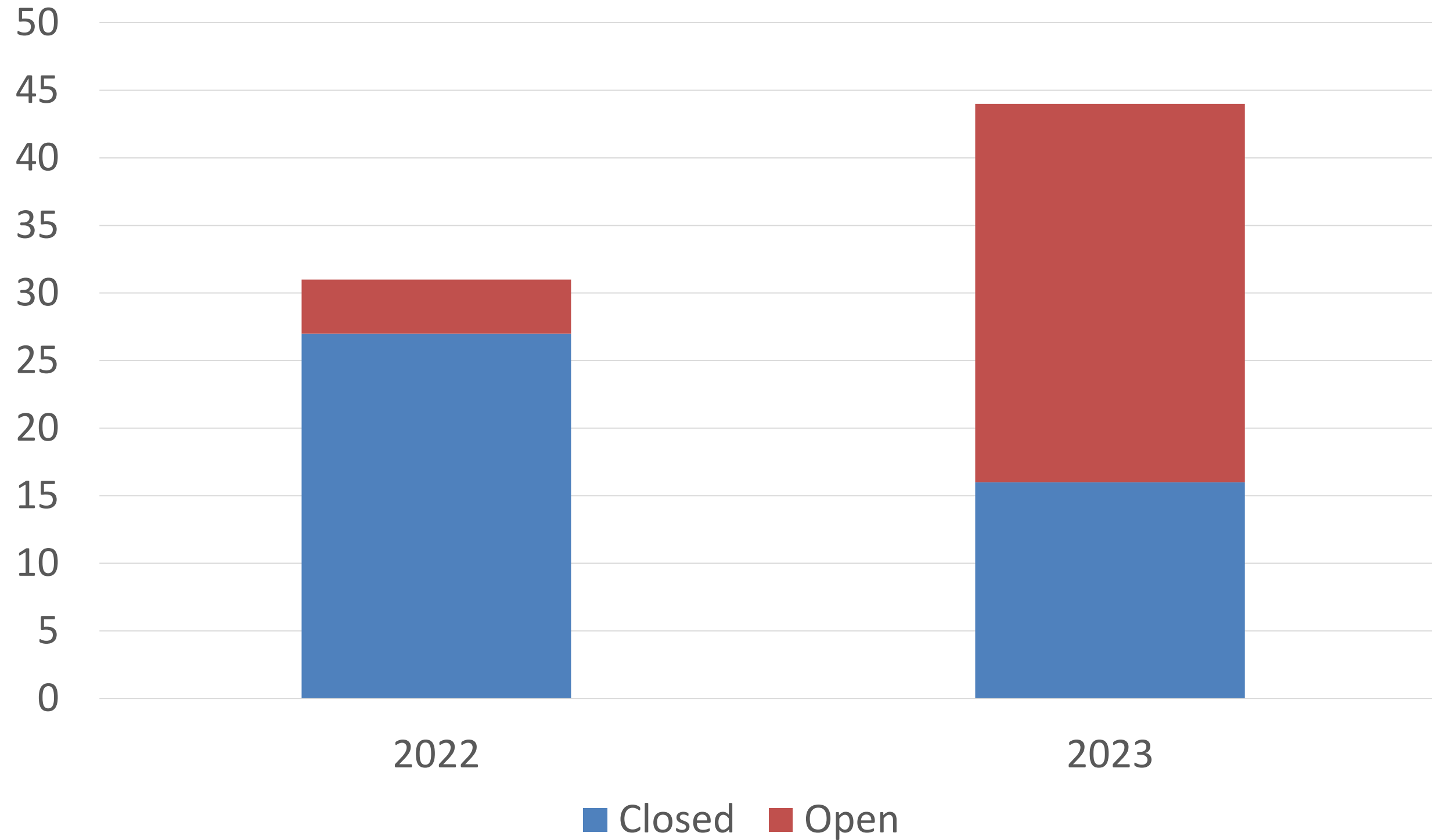
# **BSSO Audits**

# 2023 Hours of Service Review

- *On April 11, 2023, the BSSO notified BSD of its intention to conduct an Hours of Service Review on May 10, 2023, and BSD submitted advance documentation by May 4, 2023*
- *The audit team issued one (1) finding and three (3) observations:*
  - *HOS.F.01: The BSSO observed several small discrepancies between the amount of time entered on overtime sheets and the time entered in Hastus.*
  - *HOS.O.01: As part of the demonstration of Hastus, BSSO observed an instance where an operator appeared to have more than 20 hours of on-duty time.*
  - *HOS.O.02: BSD is transitioning to a more current version of Hastus in a compressed timeframe.*
  - *HOS.O.03: BSD did not review and update SOP 101.26 within the 3-year period specified in SOP 101.*

# MetroLink Corrective Action Plans (CAPs)

# MetroLink CAPs | 2022-2023



# On the Horizon

# FTA Advance Notice of Proposed Rulemaking

- *The FTA published an Advance Notice of Proposed Rulemaking (ANPRM) on April 26, 2023, regarding proposed new requirements for the PTASP under 49 CFR Part 673*
  - *Public comment closed on June 26, 2023*
  - *Proposed changes include the following:*
    - *The development, update, and approval of the PTASP*
    - *The establishment of a Safety Committee*
    - *Cooperation with frontline transit work representatives in the development of the PTASP*
    - *The establishment of a safety risk reduction program and associated safety performance targets*
    - *The establishment of de-escalation training for transit workers*
    - *The incorporation of guidelines from the CDC regarding exposure to infectious diseases*
- *The BSSO approved BSD's PTASP in August 2023, so the above changes will need to be incorporated during the next annual revision after the Final Rule has been published*

# Risk-Based Inspection (RBI) Program

- *On October 21, 2022, the FTA issued Special Directive 22-37 to establish the BIL-mandated RBI Program*
- In accordance with the FTA's RBI Toolkit, the RBI program must include the following six categories:
  - *Category 1: Authority to Perform Risk-Based Inspections*
  - *Category 2: Risk-Based Inspection Policies and Procedures*
  - *Category 3: Data Sources and Collection*
  - *Category 4: Inspection Prioritization*
  - *Category 5: Risk-Based Inspection Programs Are Commensurate with the Number, Size, and Complexity of the Rail Fixed Guideway Public Transportation System*
  - *Category 6: SSO Staffing, Qualifications, and Training*
- *The BSSO has been regularly attending meetings with the FTA and working with BSD to ensure all requirements are met, as well as to develop a full draft of the program by Spring/Summer 2024*

# Thank you!



*JUSTIN SOBECK*  
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## VISION

*“Now more than ever, Metro is committed to meeting the needs of our team members, customers, and community. We are driven to deliver service that is safe, secure, and attractive. We are combining reliable performance with cutting-edge programs to make Metro a mobility system of choice for residents and visitors across the St. Louis region.”*

*Chuck Stewart  
Executive Director, Metro Transit*

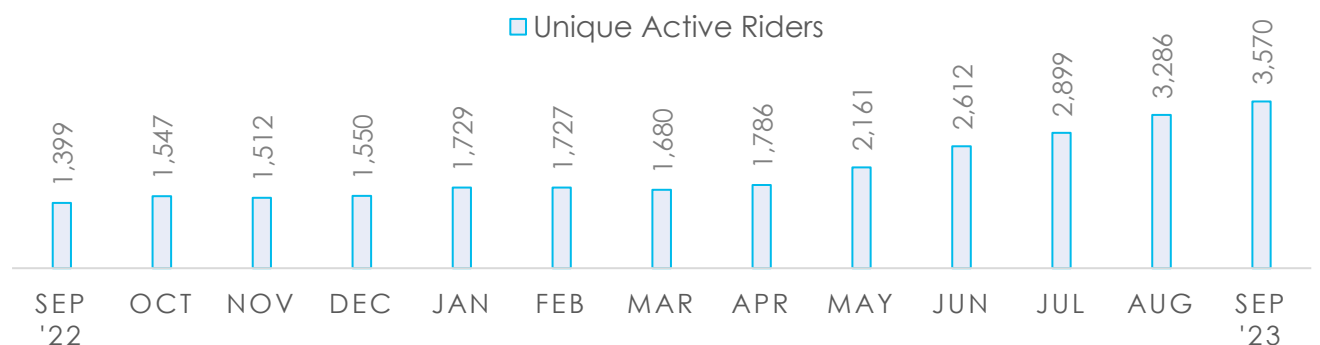
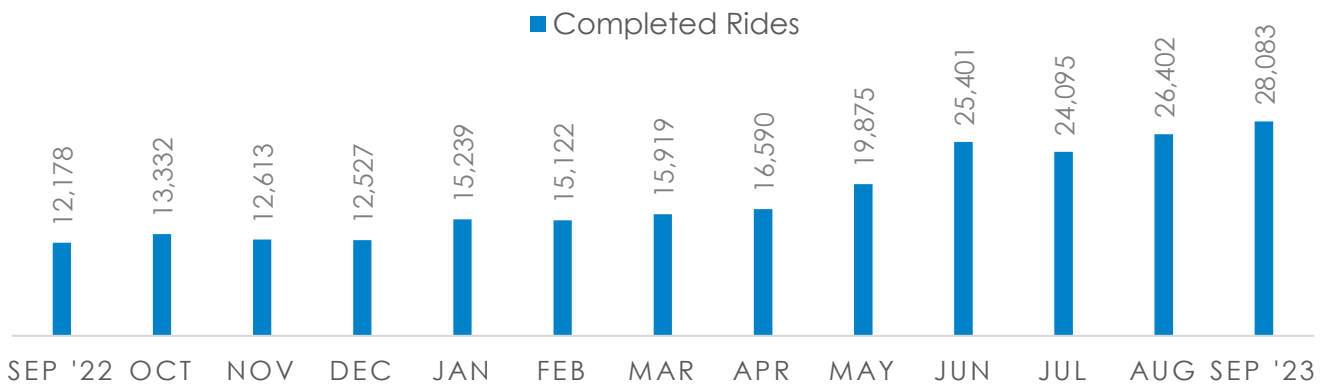
Service Performance ACTUALS		MetroBus Fixed Route + Special Services	FY24 vs. FY23	MetroLink	FY24 vs. FY23	Call-A-Ride	FY24 vs. FY23
System Ridership	YTD	3,238,900	(-1.1%)	1,197,200	7.5%	92,779	(-17%)
	Q1	3,268,900	(-1.1%)	1,197,200	7.5%	92,779	(-17%)
Missouri Ridership	YTD	2,760,500	(-2.4%)	936,900	9.2%	92,779	(-17%)
	Q1	2,760,500	(-2.4%)	936,900	9.2%	92,779	(-17%)
Illinois Ridership	YTD	478,400	7.5%	260,300	2.0%		
	Q1	478,400	7.5%	260,300	2.0%		
Revenue Miles	YTD	2,898,000	(-8.9%)	699,600	16%	752,564	(-20%)
	Q1	2,898,000	(-8.9%)	699,600	16%	752,564	(-20%)
Revenue Hours	YTD	206,700	(-10%)	28,900	8.7%	43,544	(-20%)
	Q1	206,700	(-10%)	28,900	8.7%	43,544	(-20%)
On-Time Performance	YTD	85%	(-1.2%)	96%	6.3%	92.81%	0.3%
	Q1	85%	(-1.2%)	96%	6.3%	92.81%	0.3%
Financials		YTD F23 Actual		YTD FY23 Budget		Budget Adherence	
Expenses (Transit)		\$23,357,500		\$26,967,100		(-\$3,609,600)   (-13%)	
Passenger Revenue		\$2,034,400		\$2,005,700		\$28,700   1%	
Farebox Recovery Ratio		8.7%		7.4%		17.1%	
Fixed Route MetroBus + MetroLink 12-Month Rolling Average Fare		\$1.04	(-4.3%)	Call-A-Ride 12-Month Rolling Average Fare		\$1.86	7.5%

\*Rolling average fare statistics are compared year-over-year.

## Call-A-Ride Passenger Trip Requests, September, 2023

Passenger Trip Requests	# of Trips	Percent of Trip Requests
Scheduled and Made	24,567	65%
Cancelled by Passenger	5,480	14.5%
No-Shows	928	2.5%
Missed Trips	102	0.27%
Van Unavailable – Capacity Denial – ADA Riders	6,134	16.22%
Van Unavailable – Capacity Denial – NON-ADA Riders	25	0.1%
Van Available – Adversarial Denial – All Riders	461	1.2%
Eligibility, Beyond Hours or Boundaries	124	0.3%
<b>Total Trip Requests</b>	<b>37,821</b>	<b>100%</b>

## Via Metro STL, Last 12 Months

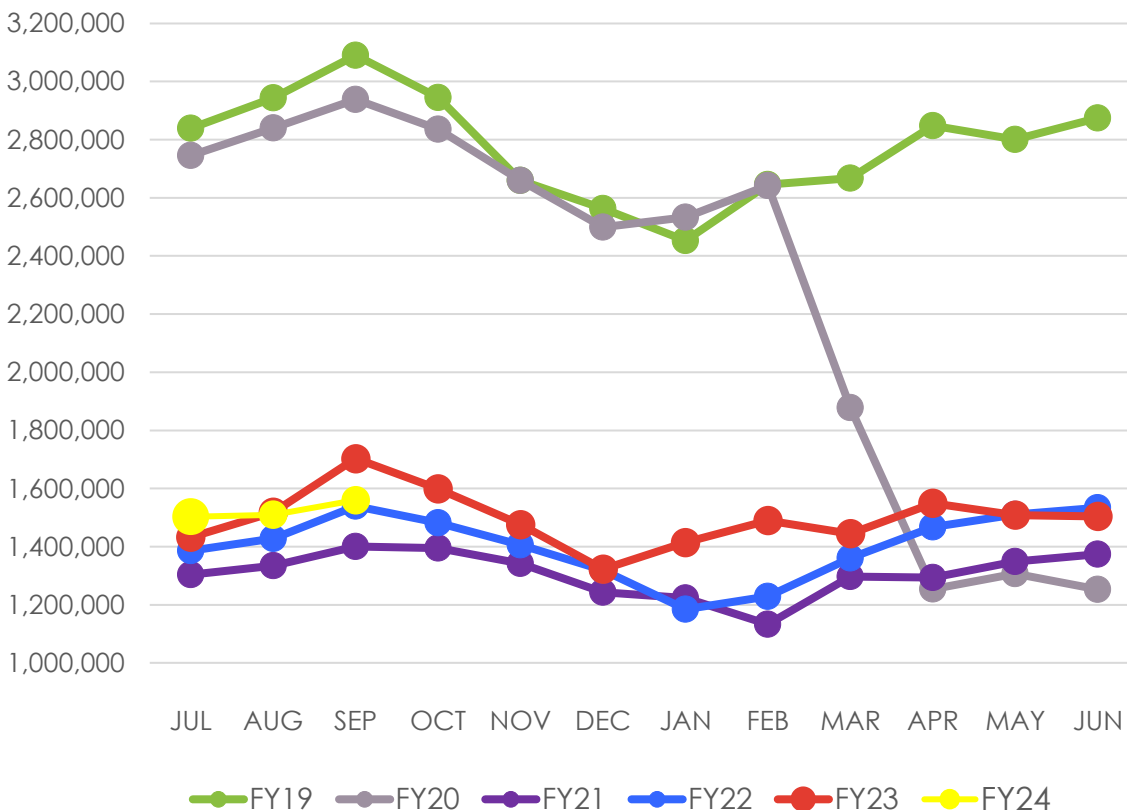


# Service Performance Summary



- For Q1, overall MetroBus ridership saw a slight 1% year-over-year decline. This is likely due to the reduced service provided and diminished schedule adherence because of workforce shortages, leading to less boardings on routes and trips with less consistent service. This trend is set to turn around in 2024 once the bus network is redesigned and retention increases. The August 28<sup>th</sup> service change held service steady for the most part and did not impact performance.
- Call-A-Ride usage was 17% less in September 2023 as compared to the prior year, and total trip requests decreased as compared to August 2023. There was approx. 16% denial rate of ADA eligible ride requests in September, and C-A-R is working to reduce this denial rate each month with increased recruitment and retention of drivers.
- MetroLink ridership for the quarter was up year-over-year. September 2023 monthly ridership was lower than September 2022, in part due to external factors such as fewer Cardinals home games and fewer weekdays across the month, as well as the cyberattack which compromised data reporting. Ongoing hardware upgrades continue to create downstream challenges with data collection and processing, but BSD staff are working closely with vendors and plan to have upgraded data processes going into Q2.
- Since Via Metro STL launched daytime service in its North Zone (north of I-270 only) at the end of FY23, microtransit demand has grown steadily in that area. Year over year, the number of completed rides in September 2023 has more than doubled, while key performance metrics remained stable. Via continues to adjust driver hours to meet demand, particularly in North St. Louis County.

## STANDARDIZED FIXED-ROUTE RIDERSHIP



### Fiscal Year Fixed-Route Ridership

(Actuals)

- FY19 = 36,118,900  
Jul-Sep = 9,665,300
- FY20 = 29,859,400  
Jul-Sep = 9,339,200
- FY21 = 16,974,330  
Jul-Sep = 4,380,220
- FY22 = 18,157,700  
Jul-Sep = 4,719,116
- FY23 = 19,368,300  
Jul-Sep = 5,056,500
- YTD FY24 = 4,943,100**



### Sign-on and Retention Bonuses

- **231** Bus Operators hired during the Sign-on Bonus Program existence.
  - 59% separated before the 1<sup>st</sup> payment
  - 14% received all three payments
- **212** Van Operators hired during the Sign-on Bonus Program existence.
  - 75% separated before the 1<sup>st</sup> payment
  - 9% received all three payments
- We are averaging 224 monthly Bus Operator applications since the \$5k sign-on bonus and 150 Van Operator applications.

### Recruitment Progress

- Hiring events are held monthly, the next being October 14, 2023. Our last two events resulted over 120 job offers.
- 13 Bus Operators were hired in September.
- 12 Van Operators were hired in September.
- Augmenting the recruitment staff to handle increased application and offer volume. Two contractors on staff, one TA Partner role filled with 2 offer extended for and additional TA Partners.

### Status of Operations

MetroBus	909 of 65,612 missed trips through September 25 <sup>th</sup> . 622 missed trips were due to workforce shortage, and 113 was due to incidents and accidents.
MetroLink	Two annulled trips in September 2023 .
Call-A-Ride	6,134 denied boardings out of 37,821 trips requested in September. This is 17.69% of the total trips.

In September (through the 25th, when systems were shut down due to cyberattack), the MetroBus missed trips increased month over month, with 1.4% of total monthly trips missed. Overall, the increase in recruitment and hiring efforts have led to larger classes of new operators which has helped to sustain workforce levels, thereby allowing Operations to better meet scheduled service than earlier in 2023. However, nighttime service (trips at 6PM or later) is still experiencing more missed trips than average (at 2.6% missed), and missed trips on weekends doubled from August to September (at 1.8%). Staff monitored missed trips closely in order to protect scheduled service as best as possible on the routes and at times of day that carry the greatest number of riders. Since the Call-A-Ride service change in April 2023, ADA rider denials have decreased, with 16% ADA denials in September.

### Recruiting & Training Pipeline (July)

	Applications Received	Candidates in Process	Candidates Scheduled for Training	Trainees in Process	CY23 Grads
MetroBus Operators	210	106	10	26	72
MetroLink Operators	54	1	0	0	16
Call-A-Ride Operators	119	56	14	15	45
1A Mechanics	10	2	0	0	5
Electro-Mechanics	14	0	0	0	2
Electricians	7	1	0	0	7

### Staffing Levels

	MetroBus Operators	MetroLink Operators	Call-A-Ride Operators	General Maintenance 1A Mechanics	Vehicle 1A Mechanics	MetroLink ElectroMechanics	Electricians
Budgeted Positions	635	102	201	46	169	42	60
Active Employees	546	80	124	37	149	29	49
Percent Shortage	14.02%	18.63%	37.31%	-19.57%	-11.83%	-30.95%	-18.33%