



Board of Commissioners
Open Meeting
June 28, 2019
8:00 a.m.

Open Session Agenda



Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, June 28, 2019, 8:00 a.m.**

**Headquarters - Board Room, 6th Floor
211 N. Broadway, Suite 650 - St. Louis, Missouri 63102**

This location is accessible to persons with disabilities. Individuals with disabilities needing information or communication accommodations should call Metro at (314) 982-1400; for TTY access, call Relay 711. Sign language interpreter services or other accommodations for persons with hearing or speech disabilities will be arranged if a request for such service is made at least two days in advance of the meeting. Large print material, Braille material or other formats will also be provided upon request.

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chair Gully
2. Roll Call	Quorum	M. Bennett
3. Public Comment*	Information	Chair Gully
4. Minutes from April 26, 2019, Open Session Board of Commissioners Meeting	Approval	Chair Gully
5. Treasurer’s Report	Information	Commissioner Holman
6. Report of the President	Information	T. Roach
7. Report of the Operations Committee	Information	Commissioner Buehlhorn
8. Report of the Audit, Finance & Administration Committee	Information	Commissioner Holman
9. Adjustment of Consent Agenda	Information	Chair Gully
10. Consent Agenda	Approval	Chair Gully
(a) Gateway Arch Marketing and Advertising Agency Services (Operations Committee Recommends Approval) (Resolution #965)	Approval	T. Roach / M. Lamie / G. Smith
(b) Contract Modification: Time Extension for Found Design (d.b.a. MERJE) for Systemwide Signage & Wayfinding Design (Operations Committee Recommends Approval) (Resolution #966)	Approval	T. Roach / J. Mefford-Miller / L. Jackson / G. Smith
(c) Sole Source Contract: The Trapeze Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation (Operations Committee Recommends Approval) (Resolution #967)	Approval	T. Roach / J. Mefford-Miller / D. Curry / K. Kinkade
(d) Change in Title for the Director of Internal Audit (Audit, Finance & Administration Committee Recommends Approval) (Resolution #968)	Approval	T. Roach / J. Cali
(e) Sole Source Contracts for Hardware and Software Maintenance (Audit, Finance & Administration Committee Recommends Approval) (Resolution #969)	Approval	T. Roach / G. Smith / K. Kinkade

Agenda		Disposition	Presentation
(f)	Contract Award – Voluntary Employee Benefit Insurance Program (Audit, Finance & Administration Committee Recommends Approval) (Resolution #970)	Approval	T. Roach / D. Toben
(g)	25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District (Audit, Finance & Administration Committee Recommends Approval) (Resolution #971)	Approval	T. Roach / C. Stewart
11.	Revisions to <i>Board Policy, Section 30.050</i> , Financial Reporting – Monthly (Audit, Finance & Administration Committee Recommends Approval, with revisions) (Resolution #972)	Approval	T. Roach / M. Vago
12.	Bi-State Development Operating and Capital Budget FY 2020 – 2022 (Audit, Finance & Administration Committee Recommends Approval) (Resolution #973) (Included with the adoption of the budget is the authorization and approval of grant resolutions and agreements, noted as Resolution #974 – Resolution #980)	Approval	T. Roach / M. Vago / T. Fulbright / L. Rusbarsky
13.	Revision to Board Policies – Section 10.070 – Public Meetings (Resolution #981)	Approval	T. Roach / B. Enneking
14.	Recommendation of Nominating Committee for Slate of Officers for Board of Commissioners for 2019-2020	Approval	Chair Gully
15.	Metro Transit Operations Report	Information	J. Mefford-Miller
16.	Metro ReImagined Final Update	Information	J. Mefford-Miller
17.	Bi-State Safety Oversight Update	Information	J Mefford-Miller / A. Ghiassi
18.	Credit Rating Agencies	Information	M. Vago / T. Fulbright
19.	Quarterly Financial Statements – Third Quarter Ending March 31, 2019	Information	M. Vago
20.	Performance Indicators – Third Quarter Ending March 31, 2019	Information	M. Vago
21.	Quarterly Procurement Report – Third Quarter Fiscal Year 2019	Information	G. Smith
22.	Unscheduled Business	Information	T. Roach
23.	Call of Dates for Future Committee Meetings	Approval	M. Bennett
24.	Adjournment to Executive Session:	Approval	Chair Gully
<p><i>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); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080 (D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under</i></p>			

Agenda**Disposition Presentation**

*§10.080(D)(14); Insurance Information under
§10.080(D)(15); Rail, Bus, or Facilities Safety and
Accidents under §10.080(D)(16) or Protected By Law
under §10.080(D)(17).*

*** Note:** Public comment may be made at the written request of a member of the public specifying the topic(s) to be addressed and provided to the Agency's information officer at least 48 hours prior to the meeting.

No public comment shall be allowed by parties or their legal counsel in connection with any matter involving a pending bid protest, litigation, or legal matter. The following rules shall be observed: 1) All individuals shall state their name, address and topic for comment; 2) All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair; 3) No disrespectful language may be used or comments with respect to personalities shall be made; 4) An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair; and 5) Public comment by an individual shall be limited to five minutes, unless permission to continue is given by motion adopted by the Board.

Open Session Item

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**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, APRIL 26, 2019**

Board Members in Attendance

Missouri

Vernal Brown
Constance Gully, Chair
Aliah Holman, Treasurer – via phone
Fred Pestello
Rose Windmiller

Illinois

Michael S. Buehlhorn, Vice-Chair
Derrick Cox – absent
Irma Golliday – via phone
Herbert Simmons
Justin Zimmerman, Secretary – via phone

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Patti Beck, Director Communications
Scott Grott, General Manager MetroLink
Jessica Mefford-Miller, Executive Director Metro Transit
Virgie L. Chaffen, Jr., Director Labor Relations
Michael Gibbs, Manager Financial Operations & Business Operations
Vernice Kelly, Director of Human Resources
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Mark Vago, Sr. VP Chief Financial Officer
David Toben, Director of Benefits
Brenda Krieger, Executive Assistant
Charles Stewart, Executive Vice President, Organizational Effectiveness
Andrew Ghiassi, Manager Safety & Loss Control
Karl Tyminski, Sr. Internal Auditor/PT
Kerry Kinkade, VP Chief Information Officer
Lisa Burke, Executive Assistant
Angela Staicoff, Sr. Internal Auditor
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Anita Dunn, Health and Welfare Plan Manager
Kevin Kloever, Manager Insurance & Analysis
Kathy Brittin, Director Risk Management Safety & Claims
Jeff Braun, Director Real Estate
Diana Bentz, Vice President Organizational Effectiveness
Larry Rusbarsky, Director Financial Planning & Budget

Trenise Winters, General Manager MetroBus
Chris Poehler, Asst. Executive Director Engineering Systems
Ted Zimmerman, VP Marketing & Communication
Jerry Vallely, External Communications Manager
Adrian Maggitt, Bus Operator
Gregory Smith, VP Procurement & Inventory Management
Cynthia Davis, Director Program Development & Grants
Elizabeth Moore, Light Rail Vehicle Operator
Andrea Richardson, Light Rail Vehicle Operator
Angela Gueno, Van Operator

Others in Attendance

Tracey Lober, Jacobs Engineering
Reginald Howard, ATU Local 788
Kate Polokonis, Ready by 21
Patrick McCulloh, RYEC
Nataly Garzen, RYEC
Danielle Anderson, RYEC
Reggie Cavitt, ATU Local 788
Catina Wilson, ATU Local 788
Donna Richardson, ATU Local 788
Brenda Jones, ATU Local 788
Jerrell Woolford, ATU Local 788
Shanise Johnson, SLJP
Jennifer Kuchiasi, WSP
SJ Creek, private citizen
Jay Osler, CBTU
Trina Clark James, NPower
Mitch Eagles, Stag
Andi Harping, Nine
Jeremy Brole, Kingdom House/RYEC
Noi Jones, SLATE
Taylor Mark, Trailnet
Erica M. Brook, resident, bus route #79

President and CEO Roach announced that Chair Gully will be a few minutes late; therefore, he would like to proceed with the presentation to former Commissioner, Jeffrey Watson, which was originally scheduled as Item #3.

President and CEO Roach stated that it is a bittersweet privilege for him to honor Commissioner Jeff Watson today and that he extended the gratitude of the entire St. Louis region for Commissioner Watson's commitment and work over the years. He stated that Commissioner Watson represents the very best of what it means to be a public servant. He noted that Watson joined the Bi-State Development Board of Commissioners in June 2003, and for more than 16 years, has unselfishly devoted his time and expertise to Bi-State Development and the needs of our community. He stated that, on behalf of everyone at Bi-State Development, he would like to offer his sincere gratitude and admiration for Watson's tireless and dedicated service.

Chair Constance Gully entered the meeting at approximately 8:06 a.m. She stated that, on behalf of the entire Board of Commissioners, she would like to thank Commissioner Watson for his 16 years of dedicated service to the region. She stated that his work has helped improve the quality of life for everyone in the bi-state area.

1. Open Session Call to Order

8:08 a.m. The Bi-State Development Board of Commissioners met on April 26, 2019 in the Board Room of Corporate Headquarters, located on the 6th Floor, 211 North Broadway, in St. Louis, Missouri. Chair Gully called the Open Session Board Meeting to order at 8:08 a.m.

2. Roll Call

8:08 a.m. Roll call was taken as noted above.

3. Recognition of Former Commissioner Jeffrey Watson

(This item was addressed, prior to the start of the meeting.)

4. Public Comment

8:10 a.m. Chair Gully noted the following:

The Public Comment portion of the meeting is an opportunity for the public to address the Board regarding issues of concern, and for the Board to take note of those concerns. It does not however, serve as a venue for a dialog between the Board of Commissioners and an individual.

The Board allows for public comments to be made at the written request of a member of the public, specifying the topic to be addressed, and provided to the Agency at least 48 hours prior to the meeting. Several public comment cards have been presented for today's meeting.

As a reminder, Board Policy provides that no public comment shall be allowed by parties, or their legal counsel, in connection with any matter involving a pending bid protest, litigation, or legal matter.

The following rules shall be observed:

- 1) All individuals shall state their name, address and topic for comment
- 2) All individuals shall address the Chair, and shall not proceed with public comment until recognized by the Chair
- 3) No disrespectful language may be used, and no comments with respect to personalities shall be made
- 4) An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair; and
- 5) Public comment by an individual shall be limited to five minutes, unless permission to continue is given by motion adopted by the Board.

In addition, Chair Gully stated that the Agency has a collective bargaining agreement in place with the ATU 788 which provides for specific rules, policies and procedures regarding personnel issues and grievances; therefore, comments related to individual, personnel matters and grievances will not be discussed at this open meeting of the Bi-State Development Board.

Chair Gully noted that, from the comment cards submitted, it appears that several individuals have indicated that they will be speaking on the same topic. She asked that, since time is limited, if a previous speaker has already expressed the concern, please refrain from duplication and only speak if you have something new to add. She noted that individuals are always welcome to submit their concerns and comments to the Board and the Agency, in writing, at any time.

Chair Gully acknowledged that she has received a speaker card from Misty Jordan, and asked if Ms. Jordan was in attendance. There being no response, Chair Gully stated that she has received a speaker card from Jeffrey Miliken, but noted that the topic stated on the card is an issue that cannot be discussed at an open meeting session of the Board of Commissioners.

8:12 a.m. Reginald Howard, ATU Local 788, addressed the Board of Commissioners, asking for their support of the Transit Worker and Pedestrian Protection Act. He stated that the Bill supports safety risk reduction programs, including reduction of ergonomic injuries, and safety improvements, such as barriers, for protection of drivers. Chair Gully thanked Mr. Howard for bringing this issue to the Board's attention. President and CEO Roach stated that Bi-State is in support of this legislation, and it is Bi-State's obligation to protect its drivers.

8:18 a.m. Antoian Johnson, ATU Local 788, addressed the Board of Commissioners, regarding issues with cell phone communications and management's interpretation of the cell phone policy which is affecting operator safety, and placing the driver's employment in jeopardy. Chair Gully stated that the safety of the operators and ridership are the most important issues with the Board of Commissioners; however, there are processes and procedures in place to address personnel issues, and these issues cannot be discussed at an open meeting of the Board. Mr. Johnson stated that he feels that these issues have been brought to management's attention, but are not being addressed. Chair Gully stated that the Board will look into these issues.

Chair Gully noted that a speaker cards were also submitted by Judiette White, Allison Miller, Angela Gueno, and Darrel Green; however, the topics provided either fall under personnel matters or legal issues and cannot be discussed at an open meeting.

5. Minutes of February 22, 2019 Open Session Board of Commissioners Meeting

8:23 a.m. The February 22, 2019, Open Session Board of Commissioners Meeting minutes were provided in the Board packet for review. A motion to approve the minutes was made by Commissioner Windmiller and seconded by Commissioner Brown. Motion passed unanimously.

6. Treasurer's Report

8:23 a.m. Commissioner Gully noted that the Treasurer's Report, as included in the Board packet, was presented at the Combined Operations & Audit, Finance, and Administration Committee meeting on March 26, 2019. She asked Treasurer Holman if she had anything to add regarding this item. With there being no comments or questions from the Board of Commissioners, Commissioner Gully proceeded to Item #7.

7. Report of President

8:24 a.m. Taulby Roach, President and CEO, informed the Board that the Fiscal Year 2020 Budget is in the process of being finalized. He commended staff for their work. Mr. Roach stated that all aspects of security continues to be the focus of the organization. It was noted that the station renovation work continues; however, these projects are only 20% completed, at this time. Staff is currently in the hiring process, regarding the new leadership for the restructuring of the security department.

8. Report of Operations Committee

8:27 a.m. Committee Chair Buehlhorn reported that the Operations Committee met on March 26, 2019, at 8:00 a.m. in a Combined Meeting with the Audit, Finance & Administration Committee. The draft minutes of that meeting are contained in the Board Packet today under the tab noted as Items #8 & #9. He stated that the Committee is introducing two (2) items on the Consent Agenda for Board consideration, with the Committee's recommendation of approval. Those items include the following:

Consent Agenda Item #11(a): Contract Award: Modjeski and Masters – MetroLink – Downtown Tunnel Repairs and Standpipe Replacement Design; and

Consent Agenda Item #11(b): Contract Modification: Jacobs Engineering-General On-Call (GEC) Design and Engineering Consultant Services – Jacobs Engineering, Discipline Number 1 – Project No. 16-RFP-102111-CG

He noted that, in addition, at the March 26th meeting, a summary of a Metro Transit Operations Report was provided by Jessica Mefford-Miller, Executive Director of Metro Transit.

9. Report of the Audit, Finance & Administration Committee

8:28 a.m. Commissioner Buehlhorn presented the Audit, Finance and Administration Committee Report on behalf of Committee Chair Holman, who attended the Board meeting via telephone. He reported that the Audit, Finance & Administration Committee met in open session on March 26, 2019, at 8:00 a.m. in a Combined Meeting with the Operations Committee. Since this was a “combined” meeting, the draft minutes of that meeting are contained in the Board Packet under the tab noted as Items #8 & #9.

He noted that the Audit, Finance & Administration Committee is introducing one (1) item on the Consent Agenda for Board consideration, with the Committee's recommendation of approval. This item is noted as Consent Agenda Item #11(c): Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment.

He noted that, at the March 26th meeting, the Committee approved the Revised FY2019 Internal Audit Work Plan, as well as the 2019 SSO Audit Work Plan.

In addition, the following items were presented for information only, and were reviewed by the Committee:

- FY 2019 External Audit – Client Service Plan from RubinBrown
- 2019 Quarterly Financial Statements – Second Quarter Ending December 31, 2018
- 2019 Performance Indicators – Second Quarter Ending December 31, 2018

- Quarterly Procurement Report – Second Quarter Fiscal Year 2019
- Treasurer’s Report – Quarter Ended December 31, 2018
- Pension Plans, 401(k) Retirement Savings Program & OPEB Trust Investment Performance Update as of December 31, 2018

10. Adjustment of Consent Agenda

8:30 a.m. There was no adjustment to the Consent Agenda.

11. Consent Agenda Items

8:30 a.m. Consent Agenda Items:

- (a) Contract Award: Modjeski and Masters – MetroLink – Downtown Tunnel Repairs and Standpipe Replacement Design (Operations Committee Recommends Approval) (Resolution #956)
- (b) Contract Modification: Jacobs Engineering-General On-Call (GEC) Design and Engineering Consultant Services – Jacobs Engineering, Discipline Number 1 – Project No. 16-RFP-102111-CG (Operations Committee Recommends Approval) (Resolution #957)
- (c) Board Policy, Section 70.050, Employee’s Pension and 401(k) Retirement Savings Plan – Chairperson Appointment (Audit, Finance & Administration Committee Recommends Approval) (Resolution #958)

A motion to approve the Consent Agenda Items, as presented, was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**

8:31 a.m. Chair Gully noted that the following items were presented for information only, and asked if there were questions from Commissioners regarding any of these items.

- 12. FY 2019 External Audit – Client Service Plan from RubinBrown**
- 13. 2019 Quarterly Financial Statements – Second Quarter Ending December 31, 2018**
- 14. 2019 Performance Indicators – Second Quarter Ending December 31, 2018**
- 15. Quarterly Procurement Report – Second Quarter Fiscal Year 2019**
- 16. Pension Plans, 401(k) Retirement Savings Program & OPEB Trust Investment Performance Update as of December 31, 2018**

There being none, Chair Gully moved to Item #17.

17. Unscheduled Business

8:31 a.m. President and CEO Roach noted that one “walk-in” item is being presented for consideration by the Board of Commissioners. Jessica Mefford-Miller, Executive Director Metro Transit, presented a briefing paper to the Board, noting a request that Bi-State Development (BSD) award a contract to Transportation Management & Design, Inc. (TMD), to conduct a comprehensive, operational analysis of existing MetroBus service in St. Clair County, Illinois, including recommendations for improvements to make service more attractive, productive and efficient for Metro Transit (Metro) and its customers. She noted that this item has not been presented to the Operations Committee; however, due to the importance of demonstrating a good-

faith effort to collaborate with the St. Clair County Transit District (SCCTD) to commence progress on a comprehensive operational analysis of the existing MetroBus service in St. Clair County, this item is being presented today for consideration under Unscheduled Business. Commissioner Windmiller posed questions regarding the evaluation process, since only one bid was received. Ms. Mefford-Miller stated that an internal evaluation committee reviewed the proposal regarding the following criteria: 1) Experience of the Firm, 2) Project Understanding, and 3) Project Approach. She stated that, based on TMD's best and final offer of \$235,582, for a revised scope of work, staff is recommending approval of the contract.

Commissioner Buehlhorn made a motion to authorize the President and CEO of Bi-State Development to award Transportation Management & Design, Inc., a Firm Fixed Price Level of Effort Term Contract in the amount of \$235,582, with a performance period of nine months, for the St. Clair County Transit District Comprehensive Operational Analysis 2019. Motion seconded by Commissioner Pestello. Motion passed by majority vote. Commissioner Simmons abstained from the vote.

18. Call of Dates for Future Board and Committee Meetings

8:34 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday	May 14, 2019	8:00 AM
Audit, Finance & Administration:	Friday	May 17, 2019	8:00 AM
Board of Commissioners Meeting:	Friday	June 28, 2019	8:00 AM

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

8:35 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (3); (7); (10); (11); (16) and (17) of the Bi-State Development Agency's Board Policy, Chapter 10, Chair Gully requested a motion to allow the Board to go into closed session.

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

Vernal Brown – Yea	Michael S. Buehlhorn, Vice-Chair – Yea
Constance Gully, Chair – Yea	Justin Zimmerman, Secretary – Yea
Aliah Holman, Treasurer – Yea	Irma Golliday – Yea
Fred Pestello – Yea	Herbert Simmons – Yea
Rose Windmiller – Yea	

Motion passed, and the Open Session meeting was adjourned at 8:37 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF A CONTRACT TO MODJESKI AND
MASTERS FOR DESIGN AND CONSTRUCTION PHASE SERVICES
FOR DOWNTOWN TUNNEL REPAIRS
AND STANDPIPE REPLACEMENT PROJECT**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) 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 Competitive Negotiated Procurements which exceed \$500,000; and

Whereas, this Project is funded through FTA MO-54-0001 and Proposition M funds; and

Whereas, on April 19, 2018, Metro issued Solicitation 18-RFP-105125-CB – Downtown Tunnel Repairs Standpipe Replacement Design, requesting proposals from qualified firms to provide the required design and construction phase services; and

Whereas, the proposed work will require a Categorical Exclusion, as the Downtown Tunnel is included with the Eads Bridge on the National Register of Historic Places, and Modjeski and Masters will prepare the required documentation needed for processing the Categorical Exclusion; and

Whereas, as a result of the solicitation process, a total of three proposals were received by the proposal due date: Modjeski & Masters, TranSystems and Horner & Shifrin; and

Whereas, a cross-functional team, consisting of representatives from Engineering and Operations, individually evaluated the technical proposals based on the proposer’s responses to the evaluation criteria presented in the solicitation. A consensus meeting was held on June 14, 2018, to allow the evaluators to discuss the outcome of the individual scores; and

Whereas, as a result of the consensus scores, Modjeski and Masters was the highest ranking firm and was requested to submit a cost proposal, which was submitted on July 10, 2018; and

Whereas, on October 12, 2018, Modjeski and Masters submitted a revised cost proposal of \$869,767.62, which is \$29,988.38 less than Metro’s independent cost estimate of \$899,756.00; and

Whereas, a Disadvantaged Business Enterprises (DBE) goal of 8% was recommended for this project, and Modjeski and Masters’ cost proposal provides for 34.7% DBE participation; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a contract for design and construction phase services for the Downtown Tunnel Repairs and Standpipe Replacement Project to Modjeski and Masters, in the amount of \$869,767.62, 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 approves the award of a contract to Modjeski and Masters, in the amount of \$869,767.62 for design and construction phase services for the Downtown Tunnel Repairs and Standpipe Replacement Project, 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 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, including the payment of all costs, expenses and fees incurred in connection with or incidental to this Resolution and 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 the Modjeski and Masters.

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

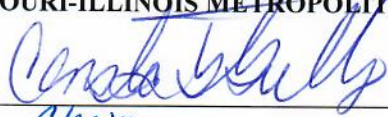
Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. 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 26th day of April, 2019.

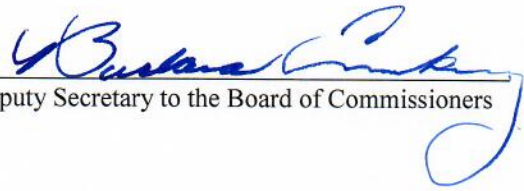
In Witness Whereof, the undersigned has hereto subscribed her signature and caused the Seal of the Agency to be affixed.

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

By 
Title Chair

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH JACOBS ENGINEERING –
GENERAL ON-CALL DESIGN AND ENGINEERING CONSULTANT
SERVICES – JACOBS ENGINEERING, DISCIPLINE NUMBER 1 –
PROJECT NO. 16-RFP-102111-CG**

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, Section 50.010, *Procurement and Contract Administration*; (E.1. a. *Award Authority & G.1. Contract Modification*), requires the Board of Commissioners to approve Competitive Negotiated Procurements which exceed \$500,000, and approve modifications to contracts that (a) are not within the amount budgeted or otherwise approved for that contract or (b) not within the originally established contract contingency; and

Whereas, funding will be provided from approved capital projects, local funding, or included in operating budgets; and

Whereas, in April 2016, Bi-State Development (BSD) awarded contracts to qualified engineering firms for on-call services, for various types of projects such as construction, maintenance and casualty repair, with the initial contract with Jacobs Engineering, in a not-to-exceed amount set at \$500,000; and

Whereas, Board of Commissioners’ approval was granted April 28, 2017, for Contract Modification One with Jacobs Engineering for General On-Call (GEC) Design and Engineering Consultant Services, increasing the contract amount from \$500,000 to \$1,500,000, with a \$150,000 limit for each individual task order; and

Whereas, this past year has highlighted an increasing need for specialized knowledge and services, such as producing independent estimates and inspections, supporting the design and construction of the Union Station CM/GC contract, studying the feasibility of projects including electric buses, and supporting a number of emergency maintenance projects. The GEC contract is being increasingly relied upon to supply the specialty knowledge and experience needed to implement the cutting-edge initiatives and technologies that are being considered at BSD; and

Whereas, as a result the Jacobs Engineering Contract is expected to exceed the current \$1,500,000 within the first option year, and the annual total commitment to projects has increased each year, without changes to the scope of work; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract modification to the Jacobs Engineering contract for General On-Call (GEC) Design and Engineering

Consultant Services, in a not-to-exceed amount of \$2,500,000, 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 Modification. The Board of Commissioners hereby approves the contract modification to modify the Jacobs Engineering contract for General On-Call (GEC) Design and Engineering Services, in a not-to-exceed amount of \$2,500,000, and award option years if the following criteria are met: (1) Funding is available; (2) The performance of the contract is satisfactory; (3) The exercise of the option is in accordance with the terms and conditions of the option stated in the initial contract awarded; and (4) The option price is determined to be better than prices available in the market or that the option is more advantageous offer at the time the option is exercised; 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 Modification 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 Jacobs Engineering.

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 Senior 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 Modification.

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

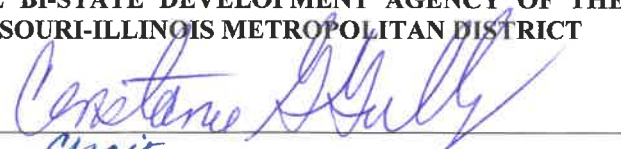
ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 26th day of April, 2019.

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

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

By

Title


Chair

[SEAL]

ATTEST:

By


Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPOINTING CHAIR OF THE SALARIED PENSION AND
401(K) RETIREMENT PLAN COMMITTEE**

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, Board Policy, Section 70.050 states that it is the responsibility of the Board of Commissioners to oversee trustee administration of the BSD defined benefit pension plans and the defined contribution 401(k) plan; and

Whereas, per Board Policy, Section 70.050(8), the Board of Commissioners appoints the Chair of the Salaried Pension and 401(k) Retirement Plan Committee, and it has been recommended by the Audit, Finance, & Administration Committee to appoint Mark Vago, Chief Financial Officer, to serve as the Chairperson of this committee, for a one year term,;and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to approve the appointment of Mark Vago, Chief Financial Officer, to serve as the Chair of the Salaried Pension and 401(k) Retirement Plan Committee for a one year term, with an effective date of April 26, 2019, 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 I.

Section 2. **Approval of Appointment of Pension Committee Chair.** The Board of Commissioners hereby authorizes the appointment of Mark Vago, Chief Financial Officer, to serve as the Chair of the Salaried Pension and 401(k) Retirement Plan Committee for a one year term, with an effective date of April 26, 2019, 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, 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 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, 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 Senior 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 26th day of April, 2019.

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

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

By 
Title Chair

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF A CONTRACT TO TRANSPORTATION
MANAGEMENT & DESIGN, INC. FOR ST. CLAIR COUNTY TRANSIT
DISTRICT COMPREHENSIVE OPERATIONAL ANALYSIS 2019**

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)(b), requires Board approval of non-competitive procurements which exceed \$100,000; and

Whereas, this Project is funded through CCTD IL – Project Number 2270 - Task Number 12.71.1; and

Whereas, on January 29, 2019, BSD’s Procurement Department issued a Request for Proposals (RFP) 19-RFP-105848-CG inviting qualified consulting firms – including firms that competed for the Metro Transit Comprehensive Analysis (COA) service in Missouri contract – to conduct an operational assessment of existing MetroBus service in St. Clair County, Illinois; and

Whereas, on February 19, 2019, only one proposal was received, which was from Transportation Management & Design, Inc. (“TMD”) as the lead firm, with Cambridge Systematics and Vector Communications assisting on the consulting team; and

Whereas, on February 21, 2019, TMD’s Technical Proposal was presented to the evaluation committee, and the committee members individually reviewed and scored the Technical Proposal based on 1) experience of the firm, 2) project understanding, and 3) project approach; and

Whereas, at a Consensus Meeting on March 5, 2019, the evaluation committee recommended moving forward by requesting a cost proposal from TMD, in order to work toward a mutually acceptable price; and

Whereas, TMD’s best and final offer in the amount of \$235,582, was based on a revised scope of services, and is determined to be fair and reasonable given the Independent Cost Estimate of \$225,500, and as compared to similar, previously provided services project number 17-RFP-103768-CG, Metro Transit COA; and

Whereas, it is feasible, necessary and in the public interest for the Agency to authorize the award of a Firm Fixed Price Level of Effort Term Contract to Transportation Management & Design, Inc., in the amount of \$235,582, with a performance period of nine months, for the St. Clair County Transit District Comprehensive Operational Analysis 2019, 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 approves the award of a Firm Fixed Price Level of Effort Term Contract to Transportation Management & Design, Inc., in the amount of \$235,582, with a performance period of nine months, for the St. Clair County Transit District Comprehensive Operational Analysis 2019, 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 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, including the payment of all costs, expenses and fees incurred in connection with or incidental to this Resolution and 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 Transportation Management & Design, 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.

Section 8. 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 26th day of April, 2019.

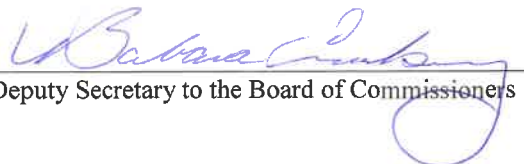
In Witness Whereof, the undersigned has hereto subscribed her signature and caused the Seal of the Agency to be affixed.

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

By 
Title Chair

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

Open Session Item

5

**BI-STATE DEVELOPMENT
TREASURER'S REPORT
Quarter Ended March 31, 2019**

INVESTMENTS

Yields:

Bi-State investments had an average yield of 2.19% for the month of March, up from 2.13% in January. The Federal Reserve held the Federal Funds Rate at 2.5% in March. The Federal Reserve has indicated they will not raise rates again in 2019, due to reduced expectations in GDP growth and low inflation.

Invested Funds:

In March, Bi-State directed approximately \$227 million of cash and investments. Approximately 25% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 2% were invested in collateralized Certificates of Deposit (CDs). The balance was invested in AAA rated money market funds. The average maturity of Bi-State investments was approximately 79 days.

DEBT MANAGEMENT

Debt Restructuring, 2013:

On July 1, 2013, Bi-State successfully sold its \$381,225,000 Series 2013A Bonds. More than \$1.5 billion in orders were placed for the bonds. The deal closed on August 1, 2013. An effective cost of funds of 4.44% was achieved. The effects of the \$75 million County loan bring the true interest cost to 3.68%. The bond restructuring, of essentially all of the Cross County Bonds, with the exception of the \$97 million Series 2009 Bonds, achieved important long-term financial objectives for Bi-State:

- Improved debt ratings. The bonds were assigned ratings of 'AA+' and 'Aa3' by S&P and Moody's, respectively. The higher ratings will benefit Bi-State in future financings.
- Eliminated exposure of Bi-State to variable and short-term debt obligations.
- Brought 2010 subordinate bonds to senior lien status, and began their amortization.
- Optimized the debt service funding requirements to preserve long-term funding flexibility for operations and capital.
- Incorporated the availability of the County Loan by using the Prop A Capital Reserve to reduce borrowing costs.
- Returned \$18 million of Federal funding from the 2002 Debt Service Reserve Fund to Bi-State's capital program.

In 2014, St Louis County approved the appropriation of the 2nd loan advance in the amount of \$30 million to Bi-State. The Series 2052 bonds were redeemed on October 1, 2014. This lowered the interest rate on \$30 million in debt from 4.75% to 1.04%.

In August 2015, St Louis County approved the appropriation of the 3rd loan advance and the Series 2050 bonds were redeemed on October 1, 2015. The interest rate on this \$30 million in debt decreased from 4.75% to 1.02%. The debt service reserve fund requirement on the 2013A bonds also decreased. The new debt service reserve requirement is now approximately \$23.6 million.

Arch Tram Revenue Bonds, 2014:

On December 3, 2014, Bi-State closed on the Series 2014 Taxable Arch Tram Revenue Bonds. These bonds have a par value of \$7,656,000 and a 30-year term. The initial fixed rate term is 10 years with a fixed interest

rate of 4.016%. The funds from this bond issuance will pay for the cost of issuance, a portion of the interior roof over the Arch visitor's center, and the replacement of the motor generator sets. The debt service requirement is approximately \$454 thousand.

Bi-State Development/St. Clair County Transit District Revenue Bonds Refunding, 2014:

On December 4, 2014, Bi-State and St Clair County Transit District closed on the \$4,160,000 issuance of the Series 2014 Bi-State Development/St Clair County Metrolink Extension Project Refunding Revenue Bonds. The refunding provides a savings of approximately \$700,000 in debt service expenses. It also eliminated the need for the debt service reserve funding of approximately \$450 thousand.

Capital Leases:

Bi-State has one remaining capital lease, its 2001 LRV Lease (C1, C2 Tranches). In February 2011, staff negotiated a default cure agreement with the 2001 C1 C2 lease investor. The agreement provided that Bi-State deposit additional collateral with the lease trustee, of which the St. Clair County Transit District (SCCTD) provided 70%. Our current collateral requirement is approximately \$6.3 million.

FUEL HEDGING

In March, in conjunction with its diesel fuel hedging program, Bi-State had a *realized gain* of approximately \$151 thousand and an *unrealized gain* of approximately \$1.2 million on the sale of Home Heating Oil #2 futures contracts. March oil prices ended the month at \$60.14 a barrel, a 32% increase since the end of December. Generally, as the price of oil increases, the value of Bi-State's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.

BI-STATE DEVELOPMENT - QUARTERLY TREASURER'S REPORT SUMMARY

BI-STATE DEVELOPMENT	AS OF:			29-Mar-2019			28-Feb-2019			31-Jan-2019		
	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Market Value (2)
BI-STATE DIRECTED:												
Cash	0	\$11,015	6.0%	\$11,015	0	\$11,900	6.6%	\$11,900	0	\$10,475	5.7%	\$10,475
Certificates of Deposit	224	3,044	1.7%	3,044	253	3,044	1.7%	3,044	281	3,044	1.7%	3,044
U.S. Agencies (discounted)	0	0	0.0%	0	0	0	0.0%	0	0	0	0.0%	0
U.S. Agencies (coupon)	397	29,893	16.3%	29,816	389	32,893	18.1%	32,731	417	32,893	17.9%	32,717
U.S. Treasury Securities	93	13,190	7.2%	13,325	88	20,625	11.4%	20,773	116	20,625	11.2%	20,739
Other Investments (3)	3	126,238	68.8%	126,238	1	112,901	62.3%	112,901	1	116,777	63.5%	116,777
SUB-TOTAL BI-STATE	77	\$183,380	100.0%	\$183,438	85	\$181,363	100.0%	\$181,349	93	\$183,814	100.0%	\$183,752
BI-STATE DIRECTED-PROP M:												
Certificates of Deposit	266	\$1,560	3.6%	\$1,560	295	\$1,560	3.5%	\$1,560	323	\$1,560	3.5%	\$1,560
U.S. Agencies (coupon)	285	11,202	25.7%	11,177	228	15,717	35.2%	15,654	230	17,711	39.7%	17,643
U.S. Treasury Securities	83	1,971	4.5%	1,989	70	3,954	8.9%	3,982	98	3,953	8.9%	3,974
Other Investments (3)	3	28,926	66.3%	28,926	1	23,387	52.4%	23,387	1	21,338	47.9%	21,338
SUB-TOTAL PROP M	88	\$43,659	100.0%	\$43,652	97	\$44,618	100.0%	\$44,583	112	\$44,562	100.0%	\$44,515
TOTAL BI-STATE DIRECTED	79	\$227,039	2.19%	\$227,090	88	\$225,981	2.13%	\$225,932	97	\$228,376	2.13%	\$228,267
TRUSTEE DIRECTED:												
Cash	0	\$0	0.0%	\$0	0	\$0	0.0%	\$0	0	\$0	0.0%	\$0
Municipal Bonds	1011	6,389	13.0%	6,369	1040	6,389	13.7%	6,320	1068	6,389	14.4%	6,324
U.S. Agencies (coupon)	562	26,218	53.2%	26,291	582	26,232	56.3%	26,216	610	26,232	59.2%	26,223
U.S. Treasury Securities	0	0	0.0%	0	0	0	0.0%	0	0	0	0.0%	0
Other Investments (3)	3	16,718	33.9%	16,718	1	13,991	30.0%	13,991	1	11,686	26.4%	11,686
SUB-TOTAL TRUSTEE	431	\$49,325	100.0%	\$49,378	470	\$46,612	100.0%	\$46,527	515	\$44,307	100.0%	\$44,233
TOTAL BI-STATE & TRUSTEE	142	\$276,364	2.21%	\$276,468	153	\$272,593	2.17%	\$272,459	165	\$272,683	2.16%	\$272,500
LRV LEASE:												
Cash	0	6,347	5.2%	6,347	0	7,010	5.7%	7,010	0	6,998	5.7%	6,998
US Treasury Securities	0	0	0.0%	0	0	0	0.0%	0	0	0	0.0%	0
Other Investments (4)	3	116,198	94.8%	116,198	1	115,571	94.3%	115,571	1	114,943	94.3%	114,943
SUB-TOTAL LRV		\$122,545	100.0%	\$122,545		\$122,581	100.0%	\$122,581		\$121,941	100.0%	\$121,941
Grand Total (5)		\$398,909		\$399,013		\$395,174		\$395,040		\$394,624		\$394,441

Prepared by: *Tammy Fulbright* Date: *4/23/19*
 Reviewed by: *Tammy Fulbright* Date: *4/23/19*
 Approved by: *Mark Vago* Date: *4/23/19*
 Mark Vago, Sr VP & CFO

Explanatory Notes:
 (1) Approximate weighted average of days to effective maturity, from last business day of the month.
 (2) Market value of government securities provided by safekeeping agent. Cost equals market for other investments.
 (3) Includes money market funds and fuel hedging accounts.
 (4) Investment Contracts (leases). Values of investment contracts adjusted to conform to lease payment schedules.
 (5) All amounts preliminary and subject to audit and adjustment.



BI-STATE DEVELOPMENT
MONTHLY TREASURER'S REPORT- ALL COMPANIES
BANK / ISSUER SUMMARY as of:

3/29/2019

Section 1 Bank/Issuer Summary

<i>BI-STATE DIRECTED * all non debt/lease assets. Inc. Prop M:</i>	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	148,209	0	0	0	0	0	148,209	148,209	FDIC\T+party collateral(deposits).
BLACK ROCK	0	0	0	59,856,285	0	0	59,856,285	59,856,285	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	1,560,216	0	0	0	0	1,560,216	1,560,216	FDIC\FRB collateral.
FIDELITY	0	0	0	70,272,648	0	0	70,272,648	70,272,648	Money Market Fund (First Tier\Prime)
INVESCO	0	0	0	18,759,388	0	0	18,759,388	18,759,388	Money Market Fund (First Tier\Prime)
JEFFERSON BANK & TRUST	56,138	0	0	0	0	0	56,138	56,138	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(277,478)	0	0	0	0	0	(277,478)	(277,478)	FDIC (bank acct)\MMKT (First Tier\Prime)
OPTUM	0	0	0	0	0	0	0	0	FDIC\FRB collateral.
BENEFLEX	4,307	0	0	0	0	0	4,307	4,307	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	10,905,482	0	0	8,426,199	0	0	19,331,681	19,331,681	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	4,026,476	0	0	4,026,476	4,026,476	Commodities Margin Acct. (fuel hedging)
RU O'BRIEN	0	0	0	(177,032)	0	0	(177,032)	(177,032)	Commodities Trading Acct. (fuel hedging)
RELIANCE BANK	0	3,043,800	0	0	0	0	3,043,800	3,043,800	FDIC\FRB collateral.
U.S. BANK	(403,871)	0	0	0	0	0	(403,871)	(403,871)	FDIC\FRB Collateral.
FARM CREDIT BANK	0	0	0	0	25,893,201	0	25,893,201	25,811,278	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	15,201,020	0	15,201,020	15,180,769	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	15,160,335	0	15,160,335	15,314,270	Safekept by BOA or designated agent.
OTHER	532,282	0	0	0	0	0	532,282	532,282	
sub-total Bi-State directed	11,015,439	4,604,016	0	155,163,964	56,254,556	0	227,037,975	227,089,736	
TRUSTEE DIRECTED									
DEBT ISSUES									
Cross County Bonds									
Series 2009, 2013									
BANK OF NEW YORK-MELLON TRUST									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC insured.
GOLDMAN	0	0	0	16,718,118	0	0	16,718,118	16,718,118	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	0	0	0	0	0	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	26,218,121	0	26,218,121	26,290,641	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	6,389,370	0	6,389,370	6,368,929	Safekept at Bank of New York
U.S. TREASURY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
<i>sub-total</i>				16,718,118	32,607,491	0	49,325,609	49,377,688	
sub-TOTAL TRUSTEE (BONDS)	0	0	0	16,718,118	32,607,491	0	49,325,609	49,377,688	
sub-TOTAL BI-STATE AND TRUSTEE	11,015,439	4,604,016	0	171,882,082	88,862,047	0	276,363,584	276,467,424	
LRV Lease\Leaseback 2001 C1 C2									
FSAVAIG	0	0	0	116,198,202	0	0	116,198,202	116,198,202	Guaranteed Investment Contract (GIC).
US TREASURY	0	0	0	6,346,969	0	0	6,346,969	6,346,969	Safekept by Lease Trustee.
<i>sub-total</i>				122,545,171	0	0	122,545,171	122,545,171	
sub-total leases	0	0	0	122,545,171	0	0	122,545,171	122,545,171	
GRAND TOTAL	\$11,015,439	\$4,604,016	\$0	\$294,427,253	\$88,862,047	\$0	\$386,908,755	\$399,012,595	

* Please refer to Pages 5 and 10 for explanatory notes and credit ratings.

* ABBREVIATIONS (above):
FDIC- Federal Deposit Insurance Corp.
FRB - Federal Reserve Bank

INVESTMENT CATEGORY DESCRIPTIONS

CASH: Demand deposit accounts. Some accounts are consolidated by bank for presentation purposes. Negative balances generally reflect check float. Bi-State's bank accounts are protected either by Federal Deposit Insurance Corporation (FDIC), or collateralized with securities pledged to Bi-State and held either in a segregated customer account, tri-party account, or at the Federal Reserve.

CERTIFICATES OF DEPOSIT: Non-negotiable certificates of deposit, protected by FDIC insurance, AAA rated surety or Letter of Credit, or collateralized with securities placed in joint safekeeping with Bi-State at the Federal Reserve Bank.

BANKER'S ACCEPTANCE (BAs): Negotiable investment instruments created by banks to finance commercial trade transactions. Bi-State's investment policy permits purchase of BAs only from banks rated "B" or better by Fitch Ratings (formerly Thomson BankWatch-see ratings descriptions below).

REPURCHASE AGREEMENTS (REPOs): An investment created by the simultaneous sale and repurchase of a security (usually a government security) for different settlement dates. Bi-State's repos are collateralized with securities held in segregated customer accounts, or at the Federal Reserve.

OTHER: Interest checking, money market funds, guaranteed investment contracts (GICs) and investment agreements. Also includes fuel hedging related accounts. Bi-State's policy restricts use of money market funds to Triple A rated institutional funds which have over \$500 million in assets.

GOVERNMENT SECURITIES: Securities (bills, discount notes, strips, coupon notes and bonds), issued by the U.S. Treasury or U.S. Government Agencies. Some securities are subject to "call" (redemption before stated final maturity).

COMMERCIAL PAPER: Short-term unsecured promissory note that is the obligation of the issuing entity, generally a large corporation (see ratings descriptions below).

NOTE: Permitted Bi-State investments are specified in Board Policy 30.040. All investments are shown at cost, unless otherwise noted. Market values shown for government securities or commercial paper are considered "subject to market" and provided for informational use only. Cost or par approximates market for other investments, and some of these may be subject to penalty for early redemption.

CREDIT QUALITY RATING DEFINITIONS (also see Page 9)

Standard & Poor's, Moody's Investor Services, Fitch:

AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt rating or specific investment instrument (such as money market funds) are of the highest credit quality (lowest expectation of risk.) The AAA rating is assigned only when there is exceptionally strong capacity for timely payment of financial commitments.

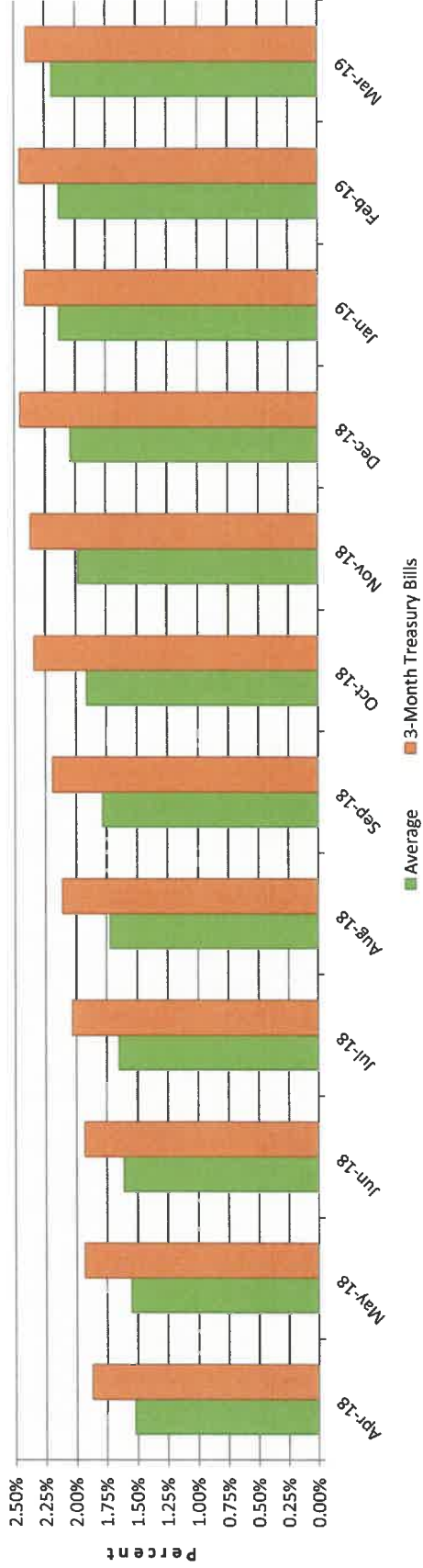
A1-P1 Commercial Paper issues rated "A-1 by Standard and Poor's and "P-1" by Moody's have the greatest capacity for timely payment (least risk). Bi-State's investment policy permits purchase of A2-P2 commercial paper from issuers with a business presence in the St. Louis region.

**BI-STATE DEVELOPMENT
ANNUAL INVESTMENT REPORT
FOR MOST CURRENT 12 MONTHS**

Funds (ooo's omitted)	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19
Bi-State Investments	164,817	159,830	160,115	164,121	147,195	139,434	179,184	172,679	172,578	183,814	181,363	183,380
Bi-State Prop M Investments	45,519	45,871	46,034	46,107	45,691	43,847	45,384	45,217	45,084	44,562	44,618	43,659
Total	210,336	205,701	206,149	210,228	192,886	183,281	224,568	217,896	217,662	228,376	225,981	227,039
Trustee Investments	41,265	43,979	46,243	52,979	57,619	64,184	36,650	39,401	41,643	44,307	46,612	49,325

Yields/Rates Information	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19
Bi-State	1.53%	1.57%	1.63%	1.68%	1.77%	1.80%	1.95%	2.02%	2.07%	2.16%	2.15%	2.19%
Prop M	1.48%	1.49%	1.54%	1.55%	1.56%	1.70%	1.78%	1.83%	1.95%	2.02%	2.07%	2.15%
Average	1.52%	1.55%	1.61%	1.65%	1.72%	1.78%	1.91%	1.98%	2.04%	2.13%	2.13%	2.19%
Trustee	1.96%	1.96%	2.00%	1.97%	2.03%	2.24%	2.26%	2.25%	2.33%	2.30%	2.31%	2.33%
3-Month Treasury Bills	1.87%	1.93%	1.93%	2.03%	2.11%	2.19%	2.34%	2.37%	2.45%	2.41%	2.45%	2.40%
1 Year Treasury	2.24%	2.23%	2.33%	2.44%	2.46%	2.59%	2.69%	2.70%	2.63%	2.55%	2.54%	2.40%
Fed Funds (target)	1.75%	1.75%	2.00%	2.00%	2.00%	2.25%	2.25%	2.25%	2.50%	2.50%	2.50%	2.50%
20-Year Municipals	3.97%	3.78%	3.87%	3.90%	3.98%	4.18%	4.30%	4.22%	4.10%	4.22%	4.22%	4.22%
SIFMA (BMA) Index (month end)	1.61%	1.06%	1.51%	1.29%	1.56%	1.56%	1.61%	1.69%	1.63%	1.43%	1.74%	1.50%

ANNUAL YIELDS



Diesel Fuel Hedging Program - FY 2019

		Diesel Fuel Budget \ Actual Comparison:		Mar-19	Year to Date	Life to Date
a	Gallons consumed-actual			424,933	4,058,402	89,139,645
b=(c/a)	Average cost per gallon-actual	\$		2.07	\$ 2.16	\$ 2.10
c	Total Diesel Fuel Cost-Actual	\$		881,014	\$ 8,750,889	\$ 187,597,871
d	Gallons consumed- budget			468,523	4,179,180	93,143,701
e=(f/d)	Average cost per gallon- budget	\$		1.85	\$ 1.85	\$ 2.30
f	Total Diesel Fuel Cost- Budget	\$		866,768	\$ 7,731,483	\$ 214,226,888
g=(f-c)	Budget Variance (Unfavorable)	\$		(14,246)	\$ (1,019,406)	\$ 26,629,017
h	Realized Futures Gains (Losses)	\$		151,166	\$ 1,245,644	\$ 96,468
i=(c-h)	Net Cost of Fuel	\$		729,848	\$ 7,505,245	\$ 187,501,403
j=(i-f)	Net Budget Variance (Unfavorable)	\$		136,920	\$ 226,238	\$ 26,725,485
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$		1.72	\$ 1.85	\$ 2.10
k=(e-i)	Net Budget Variance Per Gallon	\$		0.13	\$ 0.00	\$ 0.20
Futures Activity:						
				10	Date	Price
Futures Contracts Purchased						
Futures Contracts Sold				20	11/30/2018	\$ 50.93
Futures Contracts Net Change at month end				(10)	12/31/2018	\$ 45.41
Total Open Futures Contracts, at month end				112	01/31/2019	\$ 53.79
Futures Contracts Unrealized Gain/(Loss) *				\$1,238,756	02/28/2019	\$ 57.22
(% of Estimated Future Consumption)				80%	03/29/2019	\$ 60.14

* = At month end

Explanatory Notes:

Consumption budgeted at approximately 120,000 gallons per week.

Current diesel contracts: diesel =Platts +10.17 cents per gal.; B2 diesel= Platts + 10.93 cents per gal.

A futures contract equals 42,000 gallons.

Numbers above rounded.

Amounts do not include transaction or consulting costs.

Futures Contracts are purchased from May 2018 through May 2020 (13 months).

Background:

Linwood Capital is a consultant retained by Bi-State since April 2004 to assist with its energy price risk management program. Bi-State manages the cost of fuel by utilizing purchase of exchange traded futures, specifically NYMEX Heating Oil#2 (HO#2) futures. Generally, as oil prices increase, the value of the futures goes up, and acts to partially offset the actual increase in the price of fuel.

Bi-State Development
Monthly Investment Report
Report of Term Investment* Purchases: March 2019

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
*Note: There were no new investment purchases in March.								
	Total	\$ -						

Notes:
 * Investments with an original term of over 14 days.

**Bi-State Development Agency dba Metro
Credit Ratings of Financial Institutions (see also page 5)**

	Long-Term Debt Rating			Short-Term Debt Rating			Fitch Bank Rating
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	
Depository Banks:							
Bank of America, N.A.	A+	Aa2	AA	A-1	P-1	F1+	NA
Commerce Bank	A	A2		A-1	P-1		NA
PNC Bank	A	Aa2	AA-	A-1	P-1	F1+	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa1	AA+	A-1+	P-1	F1+	NA
Money Market Funds:		S&P			Moody's		
Black Rock Fed Trust		AAA			Aaa-mf		
Black Rock Temp		AAA			Aaa-mf		
Black Rock T Fund		AAA			Aaa-mf		
FFI Treasury Fund		AAA			Aaa-mf		
Columbia (BOA/Merrill) Money Market Reserves		AAA			Aaa-mf		
Columbia (BOA/Merrill) Government		AAA			Aaa-mf		
Dreyfus Government Cash Management		AAA			Aaa-mf		
Federated Treasury		AAA			Aaa-mf		
Federated Government		AAA			Aaa-mf		
Fidelity Government		AAA			Aaa-mf		
Fidelity Treasury		AAA			Aaa-mf		
Goldman Financial Government		AAA			Aaa-mf		
Invesco Government and Agency		AAA			Aaa-mf		
Wells Fargo Treasury		AAA			Aaa-mf		
Other:							
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+				
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

NA = Fitch overall bank ratings or LT debt ratings have been withdrawn

Bi-State Development

Mass Transit Sales Tax Appropriation Cross-County Bonds & St Louis County Loan

Series	2009		2013		Total Cross County
	Refunding	2013A Bonds	2013B Loan		
Issue date	9-Nov-09	1-Aug-13	1-Aug-13		
Principal (original)	\$97,220,000	\$381,225,000	\$75,000,000		
Principal (currently outstanding)	\$97,220,000	\$281,805,000	\$135,000,000		\$514,025,000
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate		
Stand alone credit rating (S&P\Moody's)	AA+\Aa3	AA+\Aa2	NA		
Maturity date(s)	2023 – 2039	2048	2053		
Optional Call Date	2019	Various	Anytime		
Optional Put Date	NA	NA	2018		
Interest rate mode	Fixed	Fixed	1% + SIFMA		
Rate	4.50%-5.00%	3.00%-5.00%	1.02%-1.06%		
Interest pmt. Dates (4/1 & 10/1)	April, October	April, October	April, October		
Annual debt service:					
Interest - FY 2019	\$4,767,975	\$14,027,937	\$1,413,000		\$20,208,912
Principal - (Previous payment 10/1/18 - \$9,030,000) (next payment 10/1/19 - \$9,630,000)	\$0	\$9,630,000	\$0		\$9,630,000
total princ.&int.	\$4,767,975	\$23,657,937	\$1,413,000		\$29,838,912
Debt Service Reserve Fund (DSRF)	\$9.1 million in DSRF with bond trustee, BONY-Mellon.	\$23.7 million in DSRF with bond trustee, BONY-Mellon.	NA		
Other	Refunded balance of 2002 A	Refunded Series 2002A,B,C, 2007, and Series 2010B	Refunded Series 2010A Bonds		

Open Session Item

6

Krieger, Brenda L.

From: Company Email Notification
Sent: Monday, June 17, 2019 11:46 AM
To: Everyone - Company Wide
Subject: Thank You from Taulby Roach

Importance: High

Dear Bi-State/Metro Employees:

I am compelled to write to you today about the outstanding job you did on Saturday. We showed St. Louis what Bi-State is about and how we can serve our community in any situation.

My in box is filled with stories of employees going above and beyond, working through hard issues and delivering service. I worked at Laclede's Landing and was struck by the professionalism and hard work our team delivered. Further, I am proud as a citizen of this region. When I asked our customers packed like pickles in a jar for patience, I was greeted with smiles and appreciation for our efforts. What a day!

I know that we have had our share of challenges, and some days we are the target of criticism beyond our control, but to quote Jessica Mefford-Miller – "we got this!"

Preliminary numbers are showing that we carried in excess of 100,000 people on Saturday. Our system was not designed for this, but we put our heads together, called every asset available and delivered service.

As you know I've worked around this system most of my career. Some may think that the best days to celebrate are the ribbon cuttings, new projects and fancy rolling stock. Nope, that's not it. The best days come from long shifts, relentless service, creative emergency bus runs, professional security, and great operators. All of these showed up on Saturday and then some.

I have never been so impressed and proud to be a small part in a great transit community.

Please accept this letter as my thanks to all of you!

Well done.



Krieger, Brenda L.

From: Mefford-Miller, Jessica N.
Sent: Monday, June 17, 2019 5:44 PM
To: Everyone - Company Wide
Subject: Congratulations on a Job Well Done!

Metro Transit Team,

Two days after the Stanley Cup Victory Parade and Rally, I am still smiling.

When over 500,000 residents and visitors from across the St. Louis region descended upon Downtown St. Louis to celebrate our Stanley Cup Champion Blues, you answered the call. You showed up on a rainy Saturday morning and hustled, performing duties outside of your normal role with pride and professionalism. I watched with excitement and pride as you assisted our customers, providing them with the information they needed to navigate Metro Transit; you readied extra trains and buses on short notice; you guided those trains and buses through congested track and streets; you ensured our vehicles and stations were in safe and clean conditions; and you maintained order, making our customers feel safe and welcome.

Lately we've been serving fewer people than our potential, and Saturday was a welcome surge of customers willing to give Metro a try. In a short time, we carried over 100,000 MetroLink trips, adding over 200 special MetroLink trips to support the deluge of customers that began in the early morning hours. When our customer demand exceeded our capacity, MetroBus joined the response, carrying over 7,000 customers on more than 90 express trips between our busiest MetroLink Stations and Downtown.

Each of these customers chose Metro. They chose us, many of them for the first time, or for the first time in a while. This was our opportunity to roll out the welcome mat, and you did great. Our customers had excellent experiences that they will go on to share with their friends and family. They will remember your smiling face, the frequency of our service, the convenience of the Metro Mobile app, and that they can count on Metro to move them.

Well done, Team!

Thank You,

Jessica

(P.S. Please post for team members that do not have e-mail access)

Jessica Mefford-Miller
Executive Director

Metro Transit
One Metropolitan Square
211 N. Broadway, Suite 700
St. Louis, MO 63102

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
May 14, 2019**

Committee Members in Attendance

Michael S. Buehlhorn
Derrick Cox
Irma Golliday (via phone)
Vernal Brown
Rose Windmiller

Other Commissioners in Attendance

Herbert Simmons (via phone)
Justin Zimmerman

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Jerry Valley, External Communications Manager
Jim Cali, Director Internal Audit
Andrew Ghiassi, Manager Safety & Loss Control
Jason Powell, Sergeant, MetroLink
Scott Grott, General Manager MetroLink
Matthew Hibbard, Social Media Communications Manager
Dave Sanders, Senior Director Marketing & Partnerships
Larry Jackson, Executive Vice President Administration
Jim Smith, Safety Auditor II
Darren Curry, Chief Mechanical Officer
Virginia Alt-Hildebrandt, Manager Administrative Services
Michael Gibbs, Manager Financial Operations – Administration & Business Operations
Mark Vago, Senior VP, Chief Financial Officer
Sally Bender, Internal Auditor, PT
Gary Smith, Internal Auditor
Larry Rusbarsky, Director Financial Planning & Budget
Betty Keaton, Budget System Administrator & Analyst
Kent Swagler, Director Corporate Compliance & Ethics
Ted Zimmerman, Vice President Marketing & Communications
Angela Staicoff, Sr. Internal Auditor
Patti Beck, Director Communications
Kathy Brittin, Director Risk Management Safety & Claims
Chris Poehler, Asst. Executive Director Engineering Systems
Kerry Kinkade, VP Chief Information Officer
Michael Shane Jennings, Manager IT ERP Systems
Vernice Kelly, Director of Human Resources

Greg Smith, Vice President Procurement & Inventory Management
Diana Bentz, Vice President Organizational Effectiveness
Charles Stewart, Executive Vice President Organizational Effectiveness
Jessica Mefford-Miller, Executive Director Metro Transit
Lisa Burke, Executive Assistant

Others in Attendance

Justin Sobeck, MODOT / BSSO

Jim Hickey, IDOT / BSSO

1. Open Session Call to Order

8:00 a.m. The Bi-State Development Operations Committee met on May 14, 2019 in the Board Room of Corporate Headquarters, located on the 6th Floor, 211 North Broadway, in St. Louis, Missouri. Chairman Buehlhorn called the Open Session of the Operations Committee Meeting to order at 8:00 a.m.

2. Roll Call

8:00 a.m. Roll call was taken, as noted above.

3. Public Comment

8:00 a.m. No speaker cards were submitted.

4. Minutes of the March 26, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee Meeting

8:00 a.m. The minutes of the March 26, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Cox and seconded by Commissioner Windmiller. Commissioner Zimmerman abstained, stating that he did not attend the March 26, 2019 meeting. **Motion passed with a majority vote, and 1 abstention.**

5. Gateway Arch Marketing and Advertising Agency Services

8:01 a.m. A briefing paper was provided in the Committee packet, regarding a request that the Committee accept and refer to the Board of Commissioners for approval, a request for authorization to award Contract 19-RFP-105970-MD – Gateway Arch Marketing Advertising Agency Services. Mary Lamie, Executive Director – Tourism Innovation, and Greg Smith, Vice President Procurement, Material Management and Supplier Diversity, provided a brief overview.

It was noted that On March 12, 2019, Bi-State Development (BSD) issued solicitation 19-RFP-105970-MD- Gateway Arch Marketing Advertising Agency Services. The solicitation was issued to obtain proposals from qualified firms to provide Professional Counsel, Strategic Planning Services, and Brand Management for BSD's Tourism Innovation enterprise, as well as the National Park Service (NPS). In response to the solicitation, four (4) proposals were received and forwarded to the evaluation team, which consisted of individuals within BSD, including Marketing & Communications and Operations, as well as the National Park Service. After review of all proposals, and as a result of the procurement process, Paradigm New Media Group,

Inc. is the highest ranking firm. Management is recommending 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 the highest ranking firm, Paradigm New Media Group, Inc., whose proposal is most advantageous to BSD, with price and other factors considered, in a not-to-exceed amount of \$1,567,500. This amount includes a 10% contingency for potential unforeseen activities and events.

A motion to accept this agenda item, as presented, and to forward it to the Board of Commissioners for approval was made by Commissioner Windmiller and seconded by Commissioner Brown. **Motion passed unanimously.**

6. Contract Modification: Time Extension for Found Design (d.b.a. MERJE) for Systemwide Signage & Wayfinding Design

8:02 a.m. A briefing paper was provided in the Committee packet, regarding a request that the Committee accept and to refer to the Board of Commissioners for approval, an authorization for the President and CEO to issue a contract modification for a no-cost, time extension for six months with MERJE, to continue their systemwide signage programming and design work with Metro Transit. Larry Jackson, Executive Vice President, Administration, provided an overview of this issue, including the work that has been completed to date, as well as remaining work.

A motion to approve the agenda item as presented, and forward it to the Board of Commissioners for approval, was made by Commissioner Simmons and seconded by Commissioner Brown. Motion passed unanimously.

7. Sole Source Contract: The Trapeze Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation

8:05 a.m. A briefing paper was provided in the Committee packet, regarding a request to approve, and refer to the Board of Commissioners for approval, a sole source contract with the Trapeze Software Group, Inc., in an amount not to exceed of \$1,200,000, for replacement of AssetWorks Fleet Focus with the Trapeze Enterprise Asset Management System, and implementation to expand the scope of Contract 17-RFP-103083-DR, to include rolling stock assets. Larry Jackson, Executive Vice President, Administration, gave a brief overview of this issue.

It was noted that in February 2017, the Board of Commissioners approved a request to enter into a contract with Trapeze Software Group, Inc. to provide an Enterprise Asset Management (EAM) system software and implementation. The EAM implementation was in support of the Bi-State Development Transit Asset Management Program, which was designed to achieve "Total Asset Visibility" and provide asset management tools that will promote better management of safety-related public transportation capital assets. The scope of the implementation included Maintenance of Way/Right of Way and Facilities Management assets; however, the scope did not include rolling stock. It was reported that, during the EAM implementation, the Vehicle Maintenance Department recognized that the new system provided all of the capabilities of the current system, FleetFocus, as well as much desired new functionality. EAM has been designed and developed specifically for public transit by Trapeze. All features that go into the EAM product are designed to meet the asset, work, and materials management needs of the public transit industry. In addition, it was noted that BSD will be able to take advantage of all the new features built into the product because of feedback from the other large transit customers that

employ the Trapeze EAM system. Management is recommending that the Operations Committee accept, and refer to the Board of Commissioners for approval, a request to enter into a sole source contract with the Trapeze Software Group, Inc., in an amount not to exceed of \$1,200,000. (This amount includes necessary all necessary software licenses and consulting services necessary to implement the new system, including migration of existing data from FleetFocus to EAM.)

Commissioner Windmiller posed questions regarding the length of the contract. Kerry Kinkade, Chief Information Officer, stated that the contract would not exceed 18 months, and would include licensing and one year of support and consulting services. He also noted that the cost will be offset by the discontinuation of the FleetFocus system.

A motion to approve the agenda item as presented, and forward it to the Board of Commissioners for approval, was made by Commissioner Simmons and seconded by Commissioner Brown. **Motion passed unanimously.**

8. Metro Transit Operations Report

8:11 a.m. Jessica Mefford-Miller, Executive Director Metro Transit, provided a Metro Transit Operations Report to the Operations Committee, as follows:

- Ridership continues to show a decrease, with notable loss in revenue for MetroBus and MetroLink.
- Wages and benefits remain favorable to budget, primarily due to vacancies.
- For the last 18 months, service productivity has held steady, with expected seasonal fluctuations.
- Looking ahead, we are hopeful that the Metro ReImagined service plan will more closely match service level to market demand, driving an increase in productivity beyond FY20.
- Preventable accidents increased in 3rd Quarter FY19, due to an increase in new operator hires.
- In recent months, the Safety Department has introduced enhanced training initiatives to reduce the rise of preventable accidents.
- Absenteeism is a critical challenge for Metro Transit; a trend that is consistent across the industry.
- Management and labor continue to work to evaluate trends in absenteeism, and policy, contractual, and management strategies that can be applied to reduce overall absenteeism, specially unauthorized absences.
- The third quarter saw a drop in vehicle reliability for MetroLink, and a significant drop for Call-A-Ride. This increase in delays, and erosion in reliability, reflects a relatively high average fleet age for both modes. These trends will only be reversed by vehicle replacement.
- Increased personnel presence and communication regarding security continue to result in notable reductions in security-related, negative customer contacts.

Commissioner Windmiller stated that she understands that written communications, letters, e-mails, social media and texts are included in the statistics regarding complaints; however, she asked if verbal communications are included. Ms. Mefford-Miller noted that these are not necessarily included, unless an e-mail is sent regarding the communication. Commissioner

Simmons asked if the decrease in customer complaints factors in the decrease in ridership. President and CEO Roach noted that he would like to increase communication with our police partners, to ensure Metro is tracking all complaints, especially with regard to security issues. Committee discussion was held regarding this issue. Mr. Roach noted that discussions continue with the Police partners, as well as REJIS, regarding solutions to the issues regarding data collection. He noted that this type of information could help significantly with the deployment of resources.

Ms. Mefford-Miller noted that communication and collaboration has improved dramatically over recent months; however, Metro continues to receive different types of information from its different partners. She stated that it is good to receive information on what type of incident occurred; however, knowing exactly where and what time the incident occurred could assist with deployment.

Ms. Mefford-Miller noted that Metro Transit has been working to redefine the roles and responsibilities of the members of its security team, with the goal of creating a more comprehensive security program. In addition, in April, Metro initiated a search for a new lead for this program, the General Manager of Public Safety. She indicated that this individual will provide strategic leadership to Metro Public Safety and will coordinate the work of law enforcement partners and contractors. Two additional leadership positions will also be filled in the near future. These positions include the Director of Security, who will provide critical leadership to Metro's own Public Safety Officers, and the Manager of Contract Security who will provide leadership and oversight of Metro's contract security team. Commissioner Simmons asked the target date for filling these positions. Ms. Mefford-Miller stated that the goal is to have the positions filled in June; however, since an executive search firm is being used, it may take slightly longer.

9. Metro ReImagined Final Update

8:37 a.m. Jessica Mefford-Miller, Executive Director Metro Transit, provided a "Metro ReImagined" final update, to the Operations Committee. She noted that in 2017, Metro Transit engaged the consulting services and expertise of Transportation Management & Design, Inc. (TMD) to conduct a comprehensive operational analysis of transit service in the City of St. Louis and St. Louis County. Named "Metro ReImagined", the resulting plan for service offers a new vision for public mobility that is designed to improve Metro's system ridership, customer experience, and cost effectiveness. She noted that the 18 month review process included in-depth analysis of system productivity, industry best practices, and public and customer feedback, including community outreach in the fall of 2017 and spring of 2018.

Ms. Mefford-Miller stated that the main aspects of the service plan include the following:

- 10 high-frequency fixed routes that will provide **15-minute service** during varying periods of time in operating hours. Metro's existing highest-performing bus routes – such as the #70 Grand and the #74 Florissant – will be included in this category, but riders will experience even greater frequency, especially during weekday daytime periods. These routes will serve markets across both the City of St. Louis and St. Louis County.
- The majority of the MetroBus routes in Missouri will operate primarily with frequencies of **30 minute service** during the daytime and 60 minutes during evenings and weekend periods. This tier of service will include some aberrations to that norm, either with 30-minute service

- during all operating hours, or 30-minute service only during peak hours or on certain segments of the route.
- Four **express routes** will provide only a few trips in the morning and evening peak operating hours on weekdays to serve specific job and population centers. These routes will operate with more limited stops and connect commuters directly to major employment centers including Downtown and the Central West End.
 - For markets that may not be well suited for fixed-route, all-day service (due to low density, lack of transit-supportive infrastructure, or demand for short-distance trips), Metro will utilize a variety of **alternative mobility strategies**, such as on-demand services or limited fixed routes, that only operate at certain times of day. These services will complete Metro's coverage, and are likely to be brokered by Metro and supported by partnerships with institutions and contracted operators.
 - Weekend service will become uniform by route, such that any given route's **Saturday and Sunday service will be the same**. This change should make service more predictable and simple.

Ms. Mefford-Miller reported that in Spring/Summer 2019, Metro/BSD staff, along with Vector Communications, will work together to engage those customers who will be impacted by the plan and inform the general public about the improved ranges of services. These efforts are moving toward a Fall 2019 implementation.

It was noted that this item was submitted for information only, and no action is required by the Committee.

10. Bi-State Safety Oversight Update

8:58 a.m. Jessica Mefford-Miller, Executive Director of Metro Transit, introduced Andrew Ghiassi, Director of Safety, who provided the Operations Committee and Bi-State Development Board of Commissioners with an annual status report on the safety of Metro's rail fixed guideway system. He also gave an overview of the Federal Transit Administration's forthcoming regulations, and their impacts to enhancing Metro Transit's current robust system safety and loss control program. He noted that Justin Sobek, MODOT/BSSO, and Jim Hickey, IDOT/BSSO, are in attendance at today's meeting, if there should be any questions from the Board.

Mr. Ghiassi noted that BSSO received MAP-21 Certification in September, 2018, and the impact to Metro Transit includes the following: 1) increased hazard reporting, 2) increased event reporting, 3) new BSSO program standards, 4) new bus safety requirements, and 5) increased presence of BSSO. In addition, he gave an overview of the items that are included as FTA reportable event criteria. Mr. Ghiassi noted that the safety management system consists of four components, including: 1) Safety Management Policy, 2) Safety Risk Management, 3) Safety Assurance, and 4) Safety Promotion. He also gave an overview of BSSO/Metro collaboration which consists of internal audits, event debriefs, safety meetings, facility inspections, safety certification, vehicle inspections, exercises / drill, and joint meetings. Jim Hickey, IDOT/BSSO, and Justin Sobek, MODOT/BSSO, commended Metro Transit for their work in the collaboration process.

It was noted that this information has been provided to the Committee and Board of Commissioners for information only, and no formal action is needed on this item.

11. Requesting Board Direction Regarding Executive Session Board Policy

9:13 a.m. President and Chief Executive Officer, Taulby Roach, stated that it is not the job of the Executive staff to set Board Policy; however, it is staff's job to be responsive to Board directives. He noted that members of the Board of Commissioners have spoken to him with concerns regarding the number of items currently placed on the Executive Session agenda for discussion. Mr. Roach stated that he has spoken with staff, including the Director of Internal Audit, Jim Cali, for input regarding this issue. Mr. Cali stated that staff has followed best policies, based on Illinois and Missouri State policies, and has crafted agendas to be as open and transparent as possible to the public; however, there are certain items where it is appropriate to place them on the Executive Session agenda, due to the nature of the item. Mr. Cali cited "draft" audit reports, as one of these types of items, along with an explanation as to why draft reports are closed items. It was noted that, upon approval of the report, the final audits are open records. Commission discussion held regarding the nature of executive session items, Board Policy, differences in Missouri and Illinois State Law, taking votes in executive session, and transparency issues. Barbara Enneking, Legal Counsel, noted that Bi-State Development functions under the Board Policies which have been established to take into consideration state laws; however, the Board may choose to amend those policies, if it so wishes. After discussion of this issue, President and CEO Roach noted that staff should draft changes to the Board Policy, as follows, per the direction of the Committee, and these changes are to be presented for discussion and approval at the next Board of Commissioners meeting, scheduled for June 28, 2019:

- 1) Require that the specific exemption for closing be noted for each agenda item on the executive session agenda;
- 2) Provide that no action item votes are to be taken in closed session;
- 3) Include a provision for recording of meetings; and
- 4) Include a provision for the possible release of certain executive session minutes as open records.

12. Unscheduled Business

9:33 a.m. There was no unscheduled business; however, Commissioner Windmilller noted that, in Attachment 1 of the Board of Commissioner By-laws, under section 10.040, Standing Committees, C. 1., there is a typographical error in the last sentence. The word "to" should be changed to the word "two", so that the sentence reads, "...shall be composed of two Missouri Commissioners and two Illinois Commissioners." Staff indicated that this typographical error will be corrected.

13. Call of Dates for Future Board and Committee Meetings

9:34 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Audit, Finance & Administration Committee:	Friday, May 31, 2019; 8:00 a.m.
Board Meeting:	Friday, June 28, 2019; 8:00 a.m.

14. Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health

Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).

8:35 a.m. Pursuant to the requirements of Section 10.080 (D) (1, 6, 7, 8 and 9) of the Bi-State Development Agency's Board Policy, Chapter 10, Committee Chair Buehlhorn requested a motion to allow the Committee to move into closed session.

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

Michael S. Buehlhorn - Aye
Derrick Cox - Aye
Irma Golliday - Aye
Vernal Brown - Aye
Rose Windmiller - Aye

Herbert Simmons - Aye
Justin Zimmerman - Aye

Motion passed 7 to 0, and the Open Session meeting was adjourned at 8:36 a.m.

Open Session Item

8

BI-STATE DEVELOPMENT
AUDIT, FINANCE AND ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
FRIDAY, MAY 31, 2019

Operations Committee Members in Attendance

Aliah Holman, Chair
Constance Gully
Justin Zimmerman
Fred Pestello
Herbert Simmons

Other Commissioners in Attendance

Rose Windmiller
Derrick Cox
Vernal Brown (via phone)

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Lisa Stump, Legal Counsel, Lashly & Baer
Myra Bennett, Manager of Board Administration
Mark Vago, Sr. VP Chief Financial Officer
Charles Stewart, Executive Vice President, Organizational Effectiveness
Jim Cali, Director Internal Audit
Jerry Vallely, External Communications Manager
Patti Beck, Director Communications
Larry Rusbarsky, Director Financial Planning & Budget
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Betty Keaton, Budget System Administrator & Analyst
Theresa Gudowicz Green, Manager Treasury Operations
Jacqueline Covington, Capital Budget Administrator & Analyst
Gary Smith, Internal Auditor
Scott Grott, General Manager MetroLink
Matthew Hibbard, Social Media Communications Manager
Ted Zimmerman, VP Marketing & Communication
Michael Gibbs, Manager Financial Operations & Business Operations
Gregory Smith, VP Procurement & Inventory Management
John Langa, Vice President Economic Development
Jessica Mefford-Miller, Executive Director Metro Transit
Sarah Clarke, Director Gateway Arch Operations
Chance Baragary, Project Director - Arch
Robert Hopkins, Director Gateway Arch Riverboats
Larry Jackson, Executive Vice President Administration
Virginia Alt-Hildebrandt, Manager Administrative Services
Andrew Ghiassi, Manager Safety & Loss Control
Anita Dunn, Health and Welfare Plan Manager
Carmen Brothers, Retirement Plan Manager
David Toben, Director of Benefits

Kathy Brittin, Director Risk Management Safety & Claims
Kerry Kinkade, VP Chief Information Officer
Virgie L. Chaffen, Jr., Director Labor Relations
Kent Swagler, Director Corporate Compliance & Ethics
Shirley Bryant-Taylor, Corporate Legal Department Manager
Brenda Krieger, Executive Assistant
Jessica Gershman, Assist Executive Director Planning & Systems
Dawn Haney, Accountant III

Others in Attendance

Erica M. Brooks, Saving Suburban & Dale Ave, Bus Route #79
Gabriel Cornelius, Saving Suburban & Dale Ave, Bus Route #79
Doran Swanson, Saving Suburban & Dale Ave, Bus Route #79
Joan Filla, CSJ
Nancy Corcoran, CSJ
Ramona Williams, Schnucks

1. Open Session Call to Order

8:00 a.m. The Bi-State Development Audit, Finance and Administration Committee met on May 31, 2019 in the Board Room of Corporate Headquarters, located on the 6th Floor, 211 North Broadway, in St. Louis, Missouri. Committee Chair Holman called the Open Session of the Audit, Finance and Administration Committee Meeting to order at 8:00 a.m.

2. Roll Call

8:00 a.m. Roll call was taken as noted above.

3. Public Comment

8:02 a.m. Erica Brooks, Ferguson resident, addressed the Board of Commissioners, noting concerns regarding Metro Reimagined and plans to change the Bus #79 route at Suburban and Dale Avenue. She stated that she feels that riders were not informed of the proposed changes, and the public was not able to supply input in the decision making process. She stated that she rode many of the North County bus routes, speaking to riders, to raise awareness of the proposed changes, and many riders were not aware changes were being made. Ms. Brooks asked if Bi-State Development would, at minimum, look into the possibility of alternating this bus route, and not eliminate it totally, and she asked that BSD reach out to the public to gain additional input and feedback, before making any changes. Commissioner Simmons and Commissioner Cox addressed Ms. Brooks' concerns, stating that Bi-State will look into this issue. Chair Holman thanked Ms. Brooks for her input.

Chair Holman noted that she had received a speaker card from Mitch Eagles, and asked if Mr. Eagles was in attendance. Hearing no response, Chair Holman moved on to Agenda Item 4.

4. Minutes of the March 26, 2019 Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee

8:12 a.m. The minutes of the Open Session of the March 26, 2019 Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee were provided in the Board packet. A motion to approve the minutes was made by Commissioner Simmons and seconded by Commissioner Windmiller. Commissioner Zimmerman abstained from the vote. **Motion passed with a majority vote.**

Due to technical difficulties with the phone system, Commissioner Brown was unable to participate in the remainder of the Open Session meeting; however, she was able to rejoin the meeting during the Executive Session portion of the meeting.

5. FY 2020 Risk Assessment & Audit Work Plan

8:12 a.m. A briefing paper was provided in the Committee packet, with regard to FY 2020 Risk Assessment and Audit Work Plan, which was provided as an attachment. Jim Cali, Director of Internal Audit, (IAD) provided a brief overview, noting that the scope of the Annual Audit Work Plan is designed to address key risk areas in Corporate Systems, Support Systems, and Operational Systems.

Mr. Cali stated that, based on the documentation presented to the Audit, Finance and Administration Committee, staff recommends that the Committee approve the Fiscal Year 2020 Audit Work Plan. He noted that the Safety & Security Plan was approved previously.

Commissioner Gully made a motion that the Committee approve the Fiscal Year 2020 Audit Work Plan and Risk Assessment. Motion seconded by Commissioner Simmons. **Motion passed unanimously.**

6. Change in Title for the Director of Internal Audit

8:14 a.m. A briefing paper was provided in the Committee packet, requesting that the Committee accept, and forward to the Board of Commissioners for approval, a change in title for the “Director of Internal Audit” to “Chief Audit Executive”. Jim Cali, Director of Internal Audit, (IAD) provided a brief overview, noting that the Institute of Internal Auditors (IIA), which is the governing body for the Internal Audit Department, refers to the person in a senior position, responsible for effectively managing the internal audit activity as the “Chief Audit Executive”; however, the Board Policy currently refers to this position as “Director of Internal Audit”. Upon the recommendation of an external peer review, and to maintain consistency, a request is being made for a change in Board Policy to address the issue, along with a request that the effective date not be tabled, per Board Policy, so that the item can be approved and go into effect at the June 28, 2019 Board of Commissioners meeting.

Commissioner Pestello made a motion that the Committee accept, and forward to the Board of Commissioners for approval, the change of title for the “Director of Internal Audit” to “Chief Audit Executive”, as proposed. Motion seconded by Commissioner Gully. **Motion passed unanimously.**

7. Sole Source Contracts for Hardware and Software Maintenance

8:15 a.m. A briefing paper was provided in the Committee packet, requesting that the Committee accept, and forward to the Board of Commissioners for approval, a request for FY 2020 funding for sole source contracts for Hardware and Software Maintenance. Larry Jackson, Executive Vice President Administration, gave an overview of this issue, noting that Bi-State Development (BSD) has made significant investment in its technology platforms to enhance all aspects of our businesses. Each of these systems requires continued support from the manufacturer/developer, to ensure the software functions as expected and remains current with technology updates. When software products are initially licensed and deployed, BSD enters into software maintenance agreements with the manufacturer/developer that ensure the necessary support is available. These software maintenance agreements provide for:

- 1) Correction of “bugs” discovered after software delivery;
- 2) Enhancement of the software to improve performance and maintainability;
- 3) Adaptive maintenance to ensure continued efficient operation in changing operational environments; and
- 4) Emergency support to correct issues that may interfere with the efficient operation of the software.

It was reported that BSD’s FY 2020 Operating Budget allocates approximately \$3,114,000 for costs associated with hardware and software maintenance contracts. Most of the contracts are less than \$100,000 per year; therefore, they do not require approval of the Board of Commissioners. There are four providers, however (noted below), whose annual costs are anticipated to exceed the \$100,000 threshold which require Board approval.

<u>Supplier</u>	<u>Product Description</u>	<u>Annual Cost</u>
Kronos	Employee Timekeeping System	\$ 131,000
Oracle	Financial/ERP System	\$ 576,000
Scheidt and Bachmann	Farebox Management System	\$ 328,000
Trapeze	Operations & Customer Service Systems	\$ 1,360,000

BSD staff will analyze each situation, prior to entering into any contracts, to verify the continued need and appropriate level of support, and negotiations will be conducted with the contractors to ensure reasonableness of cost.

Commissioner Zimmerman made a motion that the Committee accept, and forward to the Board of Commissioners for approval, the request for FY 2020 funding for sole source contracts for Hardware and Software Maintenance., as presented. Motion seconded by Commissioner Cox. **Motion passed unanimously.**

8. Contract Award – Voluntary Employee Benefit Insurance Program

8:17 a.m. A briefing paper was provided in the Committee packet, requesting that the Committee accept, and forward to the Board of Commissioners for approval, a request for approval to award Contract 19-RFP-105913-FP - Voluntary Employee Benefits Insurance Program to Unum, at an estimated employee funded cost of \$550,000 annually, or \$2,750,000 for three (3) base years and two (2) option years of the contract. David Toben, Director of Benefits, gave an overview of this

issue, noting that, on March 3, 2019, Gallagher Benefit Services, on behalf of and in conjunction with Bi-State Development (BSD), issued Solicitation 19-RFP-105913-FP to retain a qualified firm to offer voluntary Critical Illness, Off-The-Job Accident, Permanent Life insurance with Long Term Care Rider, and Individual Short Term Disability benefits to employees of BSD. Gallagher received a total of seven (7) responses that met the minimum requirements, as noted below:

- | | |
|-----------------|--------------|
| 1. Allstate | 5. Trustmark |
| 2. Cigna | 6. Unum |
| 3. The Hartford | 7. Voya |
| 4. MetLife | |

Through its evaluation of the seven (7) companies and their ability to offer all four products, Gallagher determined that Unum offered the most advantageous coverage terms for the premium cost, and the BSD evaluation team concurred. In addition, Unum offers a 3-year rate guarantee and streamlined administrative support for these products.

Commissioner Zimmerman noted that he is accustomed to seeing a matrix listing and an evaluation list, but did not see that information in the packet. Mr. Toben stated that he has that information, and will forward it to the Board of Commissioners. He noted that Unum offered all four of the voluntary services noted. Commissioner Windmiller asked if the rates go up or down, dependent upon the number of participants in the programs. Mr. Toben stated that the rates are not dependent upon participation. In addition, he noted that these programs are purely voluntary, and there are no direct costs to Bi-State Development regarding these programs.

Commissioner Gully made a motion that the Committee accept, and forward to the Board of Commissioners for approval, the request for approval to award Contract 19-RFP-105913-FP - Voluntary Employee Benefits Insurance Program to Unum, at an estimated employee funded cost of \$550,000 annually, or \$2,750,000 for three (3) base years and two (2) option years of the contract, as presented. Motion seconded by Commissioner Windmiller. **Motion passed unanimously.**

9. 25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District

8:23 a.m. A briefing paper was provided in the Committee packet, requesting that the Committee accept, and forward to the Board of Commissioners for approval, a request for approval of the 25th Amendment to the Bi-State Development Salaried Employees' Pension Plan. Charles Stewart, Executive Vice President of Organizational Effectiveness, gave an overview of this issue, noting that, at its February 6, 2019 meeting, the Salaried Pension Committee discussed and voted to recommend an Amendment to revise the Active Death Benefit as follows:

Change Sec. 5.07(b) of the Plan Document so that when a Vested Active Plan Participant dies prior to retirement, their Beneficiary is eligible for 100% of the accrued benefit, rather than 50%, and allow for the Beneficiary to choose among the survivor portion of all available payment options.

Mr. Stewart stated that the purpose of Plan Amendment 25 is to bring this survivor benefit in line with the other defined benefit pension plans.

Commissioner Cox made a motion that the Committee accept, and forward to the Board of Commissioners for approval, the request for approval of the 25th Amendment to the Bi-State Development Salaried Employees' Pension Plan., as presented. Motion seconded by Commissioner Simmons. **Motion passed unanimously.**

10. Revisions to Board Policy, Section 30.050, Financial Reporting – Monthly

8:25 a.m. A briefing paper was provided in the Committee packet, requesting that the Committee accept, and forward to the Board of Commissioners for approval, an amendment to revise the Board policy for defining the required financial statement presentation to the Board of Commissioners and each operating company. Mark Vago, Senior Vice President and Chief Financial Officer, gave an overview of this item, noting that RubinBrown provided input regarding this issue. He stated that, in order to streamline the information presented to the Board, remove redundant or excessive information, and ensure that the information is focusing on the key issues, staff has reviewed the current statements being presented, and recommend the following:

- Retain: President & CEO transmittal letter, including disclaimer.
- Retain: Combining Statement of Activity and Combining Statement of Financial Position for Business Units and the Self Insurance Units, with interfund eliminations.
- Retain: Business Divisions Combining Statement of Activity and Combining Statement of Financial Position, with interfund eliminations.
- Retain and Modify: Financial highlight for each Business Unit be presented in focus point format, instead of full narrative.
- Modify: Financial Statements for each Business Unit being presented should include:
 - Statement of Activity (Revenue and Expense) with Supporting Schedule of Contract, Sales Tax and Grant Revenue, as applicable;
 - Statement of Financial Position (Balance Sheet);
 - Statement of Cash Flow.
- Remove: Financial Statements for each Business Unit deemed excessive or redundant include:
 - Schedule of Wages and Benefits;
 - Schedule of Cash Receipts and Disbursements;
 - Schedule of Aged Receivables;
 - Capital Expenditures for Active Projects.
- Retain and Modify: Performance Indicators for each Business Unit be limited to only critical/key indicators. The critical/key indicators will be presented as a one page dashboard in conjunction with the Financial Statements. A separate KPI book will no longer be published, but the data will be maintained. The peer transit group comparisons using National Transit Database statistics will be published annually under separate cover.
- Remove and Modify: Financial Statements presentation for the three (3) Self-Insurance Units will be in a combined format with all units on a single page, with interfund eliminations. Individual unit Financial Statements would be removed. The combined presentation of Financial Highlights and Financial Statements is

recommended due to claims expense being the primary influence on financial performance.

Mr. Vago also noted that staff is requesting that the effective date not be tabled, per Board Policy, so that the revisions can be approved and go into effect at the June 28, 2019 Board of Commissioners meeting.

Commissioner Holman suggested that the language in the financial reports mirror the language in the FY 2020 Action Plans. Mr. Vago agreed. He stated that, with regard to the performance indicators, he will be working closely with executive staff, such as Mary Lamie, Charles Stewart, and Jessica Mefford-Miller, and items will be color coded to identify favorable, versus unfavorable trends. Commissioner Gully asked that the statements include a cross reference key from financials and key performance indicators. Commissioner Zimmerman thanked President/CEO Roach and the staff for streamlining this process, as the Commissioners have requested.

Commissioner Zimmerman made a motion that the Committee accept, and forward to the Board of Commissioners for approval, the amendments as outlined in the attachments to Board Policy, Section 30.050, Financial Reporting – Monthly. Motion seconded by Commissioner Gully. **Motion passed unanimously.**

11. Bi-State Development Operating and Capital Budget FY 2020 – 2022

8:34 a.m. A briefing paper, PowerPoint presentation, and draft budget was provided in the Committee packet, along with a request that the Committee accept, and forward to the Board of Commissioners for approval, the following: (1) the Bi-State Development Operating and Capital Budget FY 2020 - 2022; (2) the three-year Transportation Improvement Plan; (3) Grant resolutions required to apply for federal and state funding necessary to support the Bi-State Development's projects and programs; and (4) Authorization of management to seek grants and/or appropriations from federal programs, the City of St. Louis, St. Louis County, and the states of Missouri and Illinois.

President and CEO, Taulby Roach, gave a PowerPoint presentation and overview of the proposed budget. He noted that the "Message from the President" contains a graph which indicates where Bi-State Development was heading, based on budget trends from the past several years. Mr. Roach indicated that the current trend was not sustainable, and therefore, he directed staff to re-evaluate their proposed budgets, as well as re-evaluate the way in which BSD provides services. He commended staff for their work in reducing expenses.

Mr. Roach noted the following key items regarding the upcoming budget cycle:

- Metro Reimagined, a comprehensive full scale analysis of the MetroBus System, yielded a framework for phased improvements. As the result of the study, a service rollout with better connectivity is scheduled for the fall 2019.
- The system redesign will be the largest overhaul to Missouri bus routes in 15 years.
- Major emphasis on safety and security, better service connectivity and comfort is expected to provide a catalyst for a resurgence of ridership.

- St Louis Regional Freightway will continue the promotion of unrivaled freight assets. Financial stability of the Freightway is our policy focus.
- Gateway Arch opened the newly completed Visitor Center and Museum in July 2018.
- Riverfront Attractions anticipates expanding services by more than 10% projecting an increase of 15,000 riverboat passengers.
- St. Louis Downtown Airport continues to be the airport of choice for professional sports teams and businesses and a transfer point for patient and organ transplants for regional medical centers. Negotiation of lease agreements continue for a long term sustainable future.

President/CEO Roach gave an overview of budgets for all Bi-State Development enterprises, including Metro Transit. He noted that the only increase contained in the Metro Transit budget is with regard to safety and security, which remains the primary focus, and includes restructuring of security, as well as changes in leadership. Mr. Roach provided an overview of expenses, as well as the main sources of funding. It was noted that, as with any service industry, compensation will always be the largest cost to the organization. He reported that some staffing cuts were made, and the eliminated positions were primarily in management.

Mr. Roach gave an overview of the Metro Reimagined project, noting that changes are being made to make Metro Transit more nimble. He noted that this project calls for a bold redesign of the system, and as with any change, there will be risks, and it will take riders some time to adjust. He noted that information has been provided to show comparisons between Metro Transit and other transit systems, and stated that if the Board has any questions between now and the June Board of Commissioners Meeting, please contact him.

President Roach reviewed Capital Projects, including the various funding sources, as well as capital cash flow usage. He reviewed the various Bi-State enterprises, noting the following:

- FY 2019 projections for the Gateway Arch were impacted by a Federal government shutdown and flooding reducing performance expectations and making comparisons to the FY 2020 budget difficult. River levels remain an issue. He reviewed costs and revenues, and noted that it is the goal to increase products at the Arch, in addition to the tram. Service is planned to increase by 3.6% over FY 2019 budget.
- Negotiations of the Combined Lease Agreement (CLA) is a primary focus of the St. Louis Downtown Airport. He noted that he and Mary Lamie are pursuing a Capital bill in Springfield for Illinois funding.
- FY 2020 revenue sources for the St. Louis Regional Freightway include East-West Gateway Council of Governments for \$350,000 and Madison County Transit for \$100,000. Projected resources represent a significant increase over FY 2019 projection and budget. The St. Louis Regional Freightway is focused on increasing regional funding.
- An overview was provided regarding Executive Services, Self-Insurance Funds, and Non-Profit Support.

Discussion held regarding “service expenses” line of the Metro Reimagined budget, correlation of expenses based on federal government funding received, safety and security, and funding for the St. Louis Downtown Airport CLA.

Commissioner Simmons made a motion that the Committee accept, and forward to the Board of Commissioners for approval, the Operating and Capital Budget FY 2020 – 2022. Motion seconded by Commissioner Zimmerman. **Motion passed unanimously.**

Chair Holman noted that Item numbers 12-18 (as noted below) contain several standard Safety Reports, Treasury Safekeeping Reports and Status Reports submitted by Jim Cali, Director of Internal Audit.

- 12. SSO – Safety Policy Audit**
- 13. SSO – Safety Goals & Objectives Audit**
- 14. IAD SSO – Status Report 1st Quarter Calendar Year 2019**
- 15. IAD Status Report 3rd Quarter FY 2019**
- 16. IAD Audit Follow-Up Summary 3rd Quarter FY 2019**
- 17. Treasury Safekeeping Report for December 31, 2018**
- 18. Treasury Safekeeping Report for March 31, 2019**

She stated that these items have been submitted for information only, and asked if there were any questions or comments from the Committee regarding these items. Being none, Chair Holman moved to agenda Item 19.

19. Credit Rating Agencies

9:28 a.m. A briefing paper was provided in the Committee packet, to inform the Committee of annual feedback from the rating agencies, regarding the Agency’s financial strengths, weaknesses and any recommendations to address any weaknesses. Mark Vago, Chief Financial Officer, noted that, on April 9, 2019, S&P Global issued a rating of AA+, the second highest rating available from S&P Global, on Bi-State Development’s bonds supporting its MetroLink system. The rating is regarding Bi-State Development’s Series 2009 and 2013A bonds. The strong rating reflects several key considerations by S&P Global:

- The broad and diverse economy of the St. Louis metropolitan statistical area;
- Very strong maximum annual debt service coverage; and
- Historically low volatility of sales tax revenue, nationally and locally.

It was noted that this information was provided for information only, and no action is required of the Committee.

20. Quarterly Financial Statements – Third Quarter Ending March 31, 2019

9:29 a.m. Mark Vago, Senior Vice-President and Chief Financial Officer, provided an overview of the 2019 quarterly financial statements for the third quarter, period ending March 31, 2019, including performance indicators, for all Bi-State business divisions including: Executive Services, Gateway Arch Tram, Riverfront Attractions, St. Louis Downtown Airport, Metro, St. Louis Regional Freightway, Bi-State Development Research Institute, and Arts in Transit.

21. Performance Indicators – Third Quarter Ending March 31, 2019

Mark Vago, Senior Vice-President and Chief Financial Officer, noted that an overview of the 2019 performance indicators for the third quarter ending March 31, 2019, was presented along with the previous agenda item.

22. Treasurer’s Report – Third Quarter Ended March 31, 2019

9:37 a.m. Tammy Fulbright, Senior Director of Financial Planning and Treasury, provided an overview of the Treasurer’s Report for the third quarter ended March 31, 2019, as provided in the Committee packet, including rates of return, trustee directed funds, debt service payments, and bond payments.

23. Quarterly Procurement Report – Third Quarter Fiscal Year 2019

9:41 a.m. A memorandum was provided in the Committee packet, to provide a summary of the quarterly procurement activity for the third quarter of fiscal year 2019. Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, provided an overview of this report, highlighting the graphs contained in the Procurement Activity Report, and Non-Competitive Procurement Trend. Chair Holman noted that this information was presented for information only, and no action of the Committee is required.

24. President/CEO Report

9:43 a.m. Bi-State Development President/CEO Taulby Roach addressed the Committee, noting that this upcoming weekend will be an extremely active weekend for Metro Transit, with both the Cardinals and Blues games, and it will be “all hands on deck” this weekend.

Commissioner Zimmerman noted that he had received an e-mail regarding the “Link Market” program this weekend, and was unsure if any other Commissioners and/or staff had received the same correspondence. President/CEO Roach stated that he is aware of the e-mail and will draft a response to the correspondence. Brief discussion was held with regard to the discontinuation of the “Link Market” program by Bi-State Development, including costs of operating the program, the audit burden placed on the organization to operate the program, and the reputational impact to Bi-State Development and Metro Transit in discontinuing the program.

Commissioner Simmons responded to Mr. Roach’s comments regarding the busy upcoming weekend being the “perfect storm” for Metro Transit, and stated that this is the perfect time for the show of increased security, which Metro has made its highest priority.

Commissioner Cox noted that the Board had discussed possible changes in Board Policy regarding the way in which Executive Session meetings are conducted, and asked when these changes will be coming before the Board for further discussion and approval. Mr. Roach noted that staff will present this item at the June 28, 2019 Board of Commissioners Meeting.

25. Unscheduled Business

9:53 a.m. There was no unscheduled business.

26. Call of Dates for Future Board and Committee Meetings

9:54 a.m. The Board was advised of the upcoming meetings, as follows:

Board of Commissioners Meeting:	Friday	June 28, 2019	8:00 AM
Operations Committee:	Tuesday	August 20, 2019	8:00 AM
Audit, Finance & Administration:	Friday	August 23, 2019	8:00 AM

27. Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to

Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).

9:54 a.m. Chair Holman requested a motion to allow the Board to go into closed session, pursuant to the requirements of the Bi-State Development Agency's Board Policy, Chapter 10, Section 10.080 (D) (10) – Auditors.

A motion to go into Executive Session as noted above, was made by Commissioner Gully and seconded by Commissioner Simmons. A roll call vote was taken as follows:

Justin Zimmerman – Yea
Constance Gully – Yea
Aliah Holman, Chair – Yea
Fred Pestello – Yea

Rose Windmiller – Yea
Derrick Cox – Yea
Herbert Simmons – Yea

Motion passed unanimously, and the Open Session meeting was adjourned at 9:55 a.m.

Open Session Item

10 a

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: M Taulby Roach, President and Chief Executive Officer;
Mary Lamie, Executive Director – Tourism Innovation
Subject: **Contract Award: Gateway Arch Marketing and Advertising Agency Services**
Disposition: Approval
Presentation: Mary Lamie, Executive Director – Tourism Innovation and Gregory A. Smith, Vice
President Procurement, Material Management and Supplier Diversity

Objective:

To present to the Board of Commissioners, a request for authorization to award Contract 19-RFP-105970-MD – Gateway Arch Marketing Advertising Agency Services.

Background:

On March 12, 2019, Bi-State Development (**BSD**) issued solicitation 19-RFP-105970-MD-Gateway Arch Marketing Advertising Agency Services. The solicitation was issued to obtain proposals from qualified firms to provide Professional Counsel, Strategic Planning Services, and Brand Management for BSD's Tourism Innovation enterprise, as well as the National Park Service (**NPS**).

These services are essential for BSD to interact effectively in a highly-matrixed partnership to ensure strategic, proactive, and seamless communication for all marketing and advertising activities related to BSD's tourism brands. The contract consists of three (3) base years and two (2) option years. The contract period of performance will begin on July 1, 2019.

Analysis:

In response to the solicitation, four (4) proposals were received and forwarded to the evaluation team, which consisted of individuals within BSD, including Marketing & Communications and Operations, as well as the National Park Service. The proposals were reviewed, evaluated and scored in accordance with the evaluation requirements specified in the solicitation package. The technical evaluation criteria required that offerors include in their proposal:

- Experience and capabilities of the proposer
- Ability to deliver quality work at a low cost, on time and with short lead times
- Experience and skill sets of specific individuals to work on the account

On April 12, 2019, a consensus meeting was held with the evaluation team. As a result, BSD invited all four (4) firms to present their ideas, based on the following scenarios:

- Present a brief and preliminary plan on how to achieve the established per cruise ticket sales goal of 175 for the Riverboats' Arch View Lunch Cruise.
- Present a brief and preliminary plan on ways to grow the percentage of online tram tickets by 5% to 10%.

Upon completion of the oral presentations conducted on April 18, 2019, the evaluation team revisited their consensus technical scores. The overall results consist of the consensus technical scores and cost scores combined. As a result of the procurement process, Paradigm New Media Group, Inc. is the highest ranking firm.

Firm:	Total Five Year Cost	Cost Score	Consensus Technical Score	Total Score
Paradigm	\$1,487,500	105.04	271.88	376.92
Pavlov	\$1,250,000	125.00	248.30	373.30
Dovetail	\$1,437,500	108.70	256.34	365.04
Magnetize	\$1,650,000	94.70	235.18	329.88

On April 23, 2019, BSD requested a Best & Final Offer from Paradigm; which resulted in a decrease in their total five-year cost of \$1,487,500 to \$1,425,000.

Previous Committee Action:

This item was presented at the May 14, 2019, Operations Committee meeting, and it has been recommended by the Committee for approval.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve a request to authorize the President & CEO to enter into a contract with the highest ranking firm, Paradigm New Media Group, Inc., whose proposal is most advantageous to BSD, with price and other factors considered, in a not-to-exceed amount of **\$1,567,500**. This amount includes a 10% contingency for potential unforeseen activities and events.

Funding Source:

This contract is funded 100% through operational funds. (Gateway Arch 80% and Riverboats 20%).

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF A CONTRACT TO
PARADIGM NEW MEDIA GROUP, INC. FOR
GATEWAY ARCH MARKETING AND ADVERTISING SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) 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 Competitive Negotiated Procurements which exceed \$500,000; and

Whereas, this Project is funded through operational funds (Gateway Arch 80%; Riverboats 20%); and

Whereas, on March 12, 2019, Bi-State Development (BSD) issued solicitation 19-RFP-105970-MD-Gateway Arch Marketing Advertising Agency Services, to obtain proposals from qualified firms to provide Professional Counsel, Strategic Planning Services, and Brand Management for BSD’s Tourism Innovation enterprise, as well as the National Park Service (NPS); and

Whereas, in response to the solicitation, four (4) proposals were received: 1) Paradigm, 2) Pavlov, 3) Dovetail, and 4) Magnetize; and

Whereas, the four proposals were reviewed by an evaluation team, which consisted of individuals within BSD, including Marketing & Communications and Operations, as well as the National Park Service; and

Whereas, upon completion of the oral presentations conducted on April 18, 2019, the overall results of the evaluation team, consisting of the consensus technical scores and cost scores, were combined, and as a result of the procurement process, Paradigm New Media Group, Inc. was the highest ranking firm; and

Whereas, on April 23, 2019, BSD requested a Best & Final Offer from Paradigm; which resulted in a decrease in their total five-year cost of \$1,487,500 to \$1,425,000; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a five year contract for Gateway Arch marketing and advertising services to Paradigm New Media Group, Inc., in an amount not to exceed \$1,567,500, which includes a 10% contingency for potential, unforeseen activities and events, 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 approves the award of a five year contract to Paradigm New Media Group, Inc., in an amount not to exceed \$1,567,500 for Gateway Arch marketing and advertising services, 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 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, including the payment of all costs, expenses and fees incurred in connection with or incidental to this Resolution and 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 Paradigm New Media Group, 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.

Section 8. 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 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

Open Session Item

10 b

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: Taulby Roach, President and Chief Executive Officer; Jessica Mefford-Miller, Executive Director, Metro Transit
Subject: **Contract Modification: Time Extension for Found Design (d.b.a MERJE) for Systemwide Signage & Wayfinding Design**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director, Metro Transit; Larry Jackson, Executive Vice President of Administration; Gregory A. Smith, Vice President Procurement, Material Management and Supplier Diversity

Objective:

To present to the Board of Commissioners, a request for approval a no-cost, contract modification time extension, expanding the performance period until December 31, 2019, to Found Design, LLC (d.b.a. MERJE) for the scope of services identified in Contract Number 18-RFP-104818-CG Systemwide Signage & Wayfinding Design Project.

Background:

The signage and communication tools across the Metro Transit system were developed over the course of many years, and have been updated in part as new capital projects and service changes have occurred. Many of the signs require replacement due to age and wear, and among the varied signs and communication tools, there are inconsistencies in the way in which Metro displays and shares information and helps our customers navigate our services. In response to these issues, in Fall 2018, Metro sought the services and expertise of a graphic and environmental design firm. The goal of the project is to create a set of design standards that can be implemented incrementally across the transit system, beginning with MetroBus stop signs and select MetroLink stations in 2019-2020.

On January 9, 2018, Bi-State Development (BSD) awarded a firm fixed price contract in the amount of \$159,784 to Found Design, LLC (d.b.a. MERJE), for a performance period of twelve months. The contractor is providing design development, signage programming, and production packages suitable for use at 38 MetroLink Stations, six MetroBus Transit Centers, and new on-street signs for bus shelters and bus stops.

The Systemwide Signage & Wayfinding Design Project consists of four distinct tasks and one optional task as shown below:

- Task 1: Data Collection and Design Parameters
- Task 2: Schematic Design
- Task 3: Design Development
- Task 4: Production Documents
- Optional Task: Fabrication Support

The completed project will result in a plan and design for updating Metro's wayfinding and customer communication that can be implemented over time within existing and potential resources. This work is required in order to provide clear and consistent messaging to Metro customers, residents and visitors of the St. Louis region.

Analysis:

MERJE has completed approximately 50% of their work. This contracted work is closely correlated to several Metro capital and operating projects, such as the opening of new transit facilities, the *Metro ReImagined* plan for a redesigned bus network, and the upcoming rebranding of Metro Transit. MERJE has been constrained by a number of different project timelines and has conducted its design and production work in discrete periods over time, according to Metro's needs. The original contract duration should have extended through the completion of each task, in order to adhere to the deliverables identified in the Scope of Services.

MERJE's work to date includes:

- Advising on signage for the opening of the new Cortex MetroLink station in July 2019;
- Stakeholder engagement, data collection, schematic designs, final designs, technical specifications for manufacturing, and expert advisement for the new MetroBus stop signs (to be introduced as part of *Metro ReImagined* in Fall 2019);
- Preliminary design concepts for MetroLink stations;
- Schematic designs for the pedestrian access control project, in which new signage is needed to complement controlled ingress/egress points, at five selected MetroLink stations, for security purposes.

The remaining work, which predominantly includes programming and design for signage at MetroLink stations and transit centers, as well as manufacturing specifications and expert advice on implementation, is anticipated to be completed by December 31, 2019.

Previous Committee Action:

This item was presented at the May 14, 2019, Operations Committee meeting, and it has been recommended by the Committee for approval.

Board Action Requested:

That the Board of Commissioners approve a request to authorize the President & CEO to issue a contract modification for a no-cost, time extension for six months until December 31, 2019, with MERJE, to continue their systemwide signage programming and design work with Metro.

Funding Source:

The Project is supported by Program Development and Grants – Project Number 2023 Task Number 11.91.08, Award Number MO-57-X006/Prop M.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING AND EXTENDING A CONTRACT WITH FOUND DESIGN,
D/B/A MERJE, FOR SYSTEMWIDE SIGNAGE AND WAYFINDING DESIGN**

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 (G)(2) requires Board approval for contract extensions in excess of 180 days; and

Whereas, on January 9, 2018, Bi-State Development (BSD) awarded a firm fixed price contract in the amount of \$159,784 to Found Design, LLC (d.b.a. MERJE), for a performance period of twelve months for a systemwide signage and wayfinding project; and

Whereas, MERJE has completed approximately 50% of their work, however, has been constrained by a number of different Metro Transit (Metro) project timelines and has conducted its design and production work in discrete periods over time, according to Metro’s needs; and

Whereas, the remaining work includes: 1) Advising on signage for the opening of the new Cortex MetroLink station in July 2019; 2) Stakeholder engagement, data collection, schematic designs, final designs, technical specifications for manufacturing, and expert advisement for the new MetroBus stop signs (to be introduced as part of *Metro ReImagined* in Fall 2019); 3) Preliminary design concepts for MetroLink stations; and 4) Schematic designs for the pedestrian access control project, in which new signage is needed to complement controlled ingress/egress points, at five selected MetroLink stations, for security purposes; and

Whereas, the remaining work, which predominantly includes programming and design for signage at MetroLink stations and transit centers, as well as manufacturing specifications and expert advice on implementation, is anticipated to be completed by December 31, 2019; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve a contract modification with Found Design, LLC (D/B/A MERJE), for a no-cost, contract extension of six (6) months until December 31, 2019, for the purpose of continuing the systemwide signage programming and design work with Metro Transit, 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 Modification and Extension. The Board of Commissioners hereby approves a contract modification with Found Design, LLC (D/B/A MERJE), for a no-cost, contract extension of six (6) months until December 31, 2019, for the purpose of continuing the systemwide signage programming and design work with Metro Transit, 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 Modification and Extension 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 Found Design, LLC (D/B/A MERJE).

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 Modification and Extension.

Section 8. Payment of Expenses. The Senior 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 Modification and Extension.

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 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

Open Session Item

10 c

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: Taulby Roach, President and Chief Executive Officer;
Jessica Mefford-Miller, Executive Director Metro Transit

Subject: **Sole Source Contract Award: The Trapeze Software Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation**

Disposition: Approval

Presentation: Jessica Mefford-Miller, Executive Director Metro Transit; Darren Curry, Chief Mechanical Officer and Kerry Kinkade, Chief Information Officer

Objective:

To present to the Board of Commissioners, for approval, a Sole Source Contract with the Trapeze Software Group, Inc. for replacement of AssetWorks Fleet Focus with the Trapeze Enterprise Asset Management System, and implementation to expand the scope of Contract 17-RFP-103083-DR to include rolling stock assets.

Background:

In October 2006, Metro Transit (**Metro**) implemented MAXIMUS's (now doing business as AssetWorks) FleetFocus software to improve management of their maintenance program and maintenance of their bus and paratransit fleet. Since that time, there have been advances in vehicle technologies and improvements made to Metro's maintenance program, and simultaneously several new federal asset reporting requirements have been implemented. These changes have resulted in Metro outgrowing the current capabilities of the FleetFocus software.

Metro's implementation of FleetFocus is over twelve years old. Although upgrades have been performed to keep the software current, AssetWorks has stated that future development of software capabilities will be limited as it relates to transit industry needs. One particular area that Metro would like to employ is the use of telematics or vehicle intelligence. This will allow the vehicle to transmit system fault codes, location of equipment, and driver habits to the maintenance management system without physically accessing the equipment, and in some cases, generate maintenance work orders. AssetWorks' FleetFocus software cannot process all of the information that Metro requires, and has no current or future plans to expand its capabilities to meet these needs.

In February 2017, the Board of Commissioners approved a request to enter into a contract with Trapeze Software Group, Inc. to provide an Enterprise Asset Management (**EAM**) system software and implementation. The EAM implementation was in support of the Bi-State Development Transit Asset Management Program, which was designed to achieve "Total Asset Visibility" and provide asset management tools that will promote better management of safety-related public transportation capital assets. The scope of the implementation included Maintenance of Way/Right of Way and Facilities Management assets. The scope did not include rolling stock.

Analysis:

During the EAM implementation, the Vehicle Maintenance Department recognized that the new system provided all of the current capabilities of FleetFocus, as well as much desired new functionality. EAM has been designed and developed specifically for public transit by Trapeze. All features that go

into the EAM product are designed to meet the asset, work, and materials management needs of the public transit industry. BSD will be able to take advantage of all the new features built into the product because of feedback from the other large transit customers that employ the Trapeze EAM system.

EAM can be used to replace our current capabilities for rolling stock within Fleetfocus, allowing us to eliminate that software system. Having a single asset system will vastly improve BSD's ability to meet the Federal Transit Administration's (FTA) Transit Asset Management (TAM) Final Rule requirements and provide these additional benefits:

- A single lifecycle system for all transit assets, rolling and fixed. This promotes quicker and more effective reporting on all assets to the FTA and within Metro itself. It also simplifies training and standardization of procedures for use of the common system.
- Enhanced reporting to more efficiently comply with Progress in the 21st Century (MAP-21) / State of Good Repair National and Transit Database (NTD) reporting requirements
- We will only need to maintain and upgrade a single system, EAM. This eliminates the need to develop or maintain data interfaces between EAM and FleetFocus and FleetFocus and Oracle.
- Provides analytical capabilities giving us the ability to identify cost saving measures at all levels, for all assets. This will benefit Metro Transit with trend analysis on part and track equipment downtime, enhanced oversight of warranty and cost recovery options and promote more effective analysis of planned versus unplanned maintenance.
- Resolve/remove some of the limitations we are experiencing with our current FleetFocus implementation: limited work order capabilities; limited maintenance forecasting; and an inability to support telematics.

Moving rolling stock to EAM will result in a single system for all agency assets and allow us to retire FleetFocus. The implementation project and the first year maintenance fees would be grant funded. Money that we would have spent for maintenance of FleetFocus will then be used to offset the additional operating costs associated with the increased licensing necessary to support rolling stock. The impact to the operating budget would be minor, and the EAM system will provide opportunities to achieve efficiencies and savings that are difficult to achieve with two asset systems.

Previous Committee Action:

This item was presented at the May 14, 2019, Operations Committee meeting, and it has been recommended by the Committee for approval.

Board Action Requested:

It is recommended that the Board of Commissioners approve the request to enter into a sole source contract with the Trapeze Software Group, Inc., in an amount not to exceed of **\$1,200,000**. This amount includes necessary all necessary software licenses and consulting services necessary to implement the new system, including migration of existing data from FleetFocus to EAM.

Funding Source:

Federal Transit Administration 5307 Federal formula funds. Funds include 80% Federal and 20% local match provided by Prop M funds.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING A CONTRACT WITH THE TRAPEZE SOFTWARE GROUP,
INC. FOR REPLACEMENT OF ASSETWORKS FLEETFOCUS WITH THE
TRAPEZE ENTERPRISE ASSET MANAGEMENT SYSTEM AND
IMPLEMENTATION**

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”) Procurements exceeding \$100,000; and

Whereas, in October 2006, Metro Transit (Metro) implemented MAXIMUS's (now doing business as AssetWorks) FleetFocus software to improve management of their maintenance program and maintenance of their bus and paratransit fleet; and

Whereas, since that time, there have been advances in vehicle technologies and improvements made to Metro’s maintenance program, and simultaneously several new federal asset reporting requirements have been implemented, which have resulted in Metro outgrowing the current capabilities of the FleetFocus software; and

Whereas, in February 2017, the Board of Commissioners approved a request to enter into a contract with Trapeze Software Group, Inc. to provide an Enterprise Asset Management (EAM) system software and implementation, which was designed to achieve “Total Asset Visibility” and provide asset management tools that will promote better management of safety-related public transportation capital assets; and

Whereas, during the EAM implementation, the Vehicle Maintenance Department recognized that the new system provided all of the current capabilities of FleetFocus, as well as much desired new functionality, and the EAM has been designed and developed specifically for public transit by Trapeze; and

Whereas, EAM can be used to replace our current capabilities for rolling stock within FleetFocus, allowing us to eliminate that software system, and having a single asset system will vastly improve BSD’s ability to meet the Federal Transit Administration’s (FTA) Transit Asset Management (TAM) Final Rule requirements; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve a sole source contract with the Trapeze Software Group, Inc., in an amount not to exceed of \$1,200,000, for replacement of AssetWorks Fleet Focus with the Trapeze Enterprise Asset Management System, and implementation to expand the scope of Contract 17-RFP-103083-DR to include rolling stock assets, 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 approves a sole source contract with the Trapeze Software Group, Inc., in an amount not to exceed of \$1,200,000, for replacement of AssetWorks Fleet Focus with the Trapeze Enterprise Asset Management System, and implementation to expand the scope of Contract 17-RFP-103083-DR to include rolling stock assets, 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 the Trapeze Software Group, 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 Senior 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. 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 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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
Agenda Item
Board of Commissioners
June 28, 2019**

From: James J. Cali, CPA
Director of Internal Audit
Subject: **Change in Title for the Director of Internal Audit**
Briefing Paper No. 19-23
Disposition: Approval
Presentation: James J. Cali, Director of Internal Audit

Objective

To present to the Board of Commissioners a request for a Change in Title from the current title “Director of Internal Audit” to “Chief Audit Executive” for approval.

Background

The Institute of Internal Auditors (**IIA**) is the governing body for the Internal Audit Department (**IAD**). Per the IIA’s International Standards for the Professional Practice of Internal Auditing, the “Chief Audit Executive” refers to the person in a senior position, responsible for effectively managing the internal audit activity in accordance with the internal audit charter and the mandatory elements of the International Professional Practices Framework.

In addition, under the Bi-State Development (**BSD**) Board Policy Chapter 10 Board of Commissioners, Article III, Section J (4) states:

“The Internal Auditor shall be appointed by the Board of Commissioners; and shall be the Chief Auditing Officer of the Agency...”

Also, under Section Chapter 20. Organization, Section 20.040 Internal Auditor states:

“The Internal Auditor shall be the Chief Auditing Officer of the Agency.”

Funding Source

IAD Budget.

Previous Committee Action:

This item was presented at the May 31, 2019, Audit, Finance and Administration Committee meeting, and it has been recommended by the Committee for approval.

Board Action Requested

It is recommended that the Board of Commissioners approve the Change in Title for the “Director of Internal Audit” to “Chief Audit Executive.” The request is being made at this time, as the IAD is in the process of updating the Internal Audit Charter and Internal Audit Department’s Policies and Procedures, to ensure compliance with the IIA standards.

In addition, it is recommended that the Chairman of the Board of Commissioners designate that the proposed title change to Chief Audit Executive to be made to *Board Policy, Article III Section J (4) and Board Policy Chapter 20 Section 20.040* not be tabled, pursuant to *Article VI (D)* of the Board Policies, as it is in the best interest of the Agency that these revisions be approved at the Board meeting on June 28, 2019.

Attachments:

1. Board Policy Chapter 10. Board of Commissioners, Article III, Section J(4). (Current policy, pg. 10-20 & 10-30.)
2. Board Policy Chapter 10. Board of Commissioners, Article III, Section J(4). (Redline Copy, pg. 10-20 & 10-30.)
3. Board Policy Chapter 10. Board of Commissioners, Article III, Section J(4). (Clean Copy with proposed revisions, pg. 10-20 & 10-30.)
4. Board Policy Chapter 20. Organization, Section 20.040 Internal Auditor. (Current policy)
5. Board Policy Chapter 20. Organization, Section 20.040 Internal Auditor. (Redline Copy)
6. Board Policy Chapter 20. Organization, Section 20.040 Internal Auditor. (Clean Copy with proposed revisions)

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
TO REVISE BOARD POLICIES, CHAPTERS 10 AND 20 FOR
TITLE CHANGE OF “DIRECTOR OF AUDIT” TO “CHIEF
AUDIT EXECUTIVE”**

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, pursuant to Board Policy, Chapter 30 Audit, Finance and Budget, Section 30.005 Audit Committee Charter, A. GENERAL (3); and IAD Policies and Procedures Manual: Section 2.9; and

Whereas, Bi-State Development (BSD) Board Policy Chapter 10 Board of Commissioners, Article III, Section J (4) states that “The Internal Auditor shall be appointed by the Board of Commissioners; and shall be the Chief Auditing Officer of the Agency...”; and

Whereas, Bi-State Development (BSD) Board Policy Chapter 20. Organization, Section 20.040 Internal Auditor states that, “The Internal Auditor shall be the Chief Auditing Officer of the Agency”; and

Whereas, The Institute of Internal Auditors (IIA) is the governing body for the Internal Audit Department (IAD), and per the IIA’s International Standards for the Professional Practice of Internal Auditing, the “Chief Audit Executive” refers to the person in a senior position, responsible for effectively managing the internal audit activity, in accordance with the internal audit charter and the mandatory elements of the International Professional Practices Framework; 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 and 20 regarding a change in title for the “Director of Internal Audit” to “Chief Audit Executive”, with an effective date of June 28, 2019, 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 I.

Section 2. Approval of Appointment of Pension Committee Chair. The Board of Commissioners hereby authorizes a revision to Board Policies, Chapters 10 and 20 regarding a change in title for the “Director of Internal Audit” to “Chief Audit Executive.”, with an effective date of June 28, 2019, 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, 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 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, 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 Senior 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 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

Open Session Item 10 d

Attachment 1

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

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.

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Attachment 2

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. Chief Audit Executive Internal Auditor. The Chief Audit Executive Internal Auditor shall be appointed by the Board of Commissioners; and shall be the Chief Auditing Executive 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

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 [Chief Audit Executive 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 nondiscriminatory 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

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Attachment 3

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. Chief Audit Executive. The Chief Audit Executive shall be appointed by the Board of Commissioners; and shall be the Chief Audit Executive 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

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 Chief Audit Executive.
- 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 nondiscriminatory 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.

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Attachment 4

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 Internal Auditor

A. The Internal Auditor 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 Internal Auditor and establish the salary of the Internal Auditor, which shall be included in the budget of the Agency approved by the Board of Commissioners. The Internal Auditor shall serve at the pleasure of the Board. The Internal Auditor shall be the Chief Auditing Officer of 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 of 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 ~~Internal Auditor~~

A. The Chief Audit Executive ~~Internal Auditor~~ 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 ~~Internal Auditor~~ and establish the salary of the Chief Audit Executive ~~Internal Auditor~~, which shall be included in the budget of the Agency approved by the Board of Commissioners. The Chief Audit Executive ~~Internal Auditor~~ shall serve at the pleasure of the Board ~~and shall be: The~~ Chief Audit Executive ~~Internal Auditor shall be the Chief Auditing Officer~~ of the Agency.

Open Session Item 10 d
Attachment 6

COLLECTED BOARD POLICIES
OF THE
BI-STATE DEVELOPMENT AGENCY
OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

Chapter 20. Organization

<u>Section</u>	<u>Page</u>
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Section 20.020 General Organization	20-2
Section 20.030 General Counsel and Deputy Secretary of the Agency	20-3
Section 20.040 Chief Audit Executive	20-4

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

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.

Open Session Item

10 e

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: Taulby Roach, President and Chief Executive Officer;
Greg Smith, VP Procurement & Inventory Management
Subject: **Sole Source Contracts for Hardware and Software Maintenance**
Disposition: Approval
Presentation: Greg A. Smith, Vice President of Procurement & Inventory Management and
Kerry Kinkade, Vice President & Chief Information Officer

Objective:

To present to the Board of Commissioners for approval, a request for sole source contracts for Hardware and Software Maintenance as budgeted for FY 2020.

Background:

Bi-State Development (**BSD**) has made significant investment in its technology platforms to enhance all aspects of our businesses. Each of these systems require continued support from the manufacturer/developer, to ensure the software functions as expected and remains current with technology updates. When software products are initially licensed and deployed, BSD enters into software maintenance agreements with the manufacturer/developer that ensure the necessary support is available. These software maintenance agreements provide for:

- 1) Correction of “bugs” discovered after software delivery;
- 2) Enhancement of the software to improve performance and maintainability;
- 3) Adaptive maintenance to ensure continued efficient operation in changing operational environments; and
- 4) Emergency support to correct issues that may interfere with the efficient operation of the software.

Contracts for technology hardware and software maintenance have historically been submitted to the Board individually as needed. During the October 2013 Operations Committee meeting, it was suggested that BSD consider revising this approach in favor of an annual approval of the required contracts. This has since become our adopted standard approach.

Analysis:

BSD’s FY 2020 Operating Budget allocates approximately \$3,114,000 for costs associated with hardware and software maintenance contracts. Most of the contracts are less than \$100,000 per year, therefore, do not require approval of the Board of Commissioners. There are four providers, however, whose annual costs are anticipated to exceed the \$100,000 threshold which requires Board approval.

<u>Supplier</u>	<u>Product Description</u>	<u>Annual Cost</u>
Kronos	Employee Timekeeping System	\$ 131,000
Oracle	Financial/ERP System	\$ 576,000
Scheidt and Bachmann	Farebox Management System	\$ 328,000
Trapeze	Operations & Customer Service Systems	\$ 1,360,000

BSD staff shall analyze each situation prior to entering into any contracts to verify the continued need and appropriate level of support. Negotiations will be conducted with the contractor to ensure reasonableness of cost.

Previous Committee Action:

This item was presented at the May 31, 2019, Audit, Finance and Administration Committee meeting, and it has been recommended by the Committee for approval.

Board Action Requested:

It is requested that the Board of Commissioners approve the request for FY 2020 funding of Sole Source Contracts for Hardware and Software Maintenance, as presented.

Funding Source:

Hardware and software maintenance is budgeted in the annual operating budget and funded through local sales tax appropriations.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE
BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI - ILLINOIS METROPOLITAN DISTRICT
AWARDING CONTRACTS FOR HARDWARE AND SOFTWARE
MAINTENANCE 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 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(A)(8) and §50.010 (E)(1)(b), require Board approval of all Non-competitive ("sole source or single bid") Procurements exceeding \$100,000; and

Whereas, funding is provided through the Agency Operating Budget; and

Whereas, the Agency has made significant investment in its technology platforms to enhance all aspects of its operations. Each of these systems require continued support from the manufacturer/developer to ensure that the software functions as expected and remains current with technology updates; and

Whereas, when software products are initially licensed and deployed, the Agency enters into software maintenance agreements with the manufacturer/developer to ensure that the necessary support is available. Pursuant to the October, 2013 Board Operations Committee recommendation, only annual Board approval of hardware and software maintenance contracts will henceforth be obtained, rather than individually as needed; and

Whereas, the cost of most of the contracts are less than the \$100,000 Board Policy threshold and therefore do not require Board approval, however four providers: Kronos, Oracle, Scheidt and Bachmann, and Trapeze, their annual contract costs are each anticipated to approach or exceed the \$100,000 threshold; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of "sole source" contracts for Kronos, Oracle, Scheidt and Bachmann, and Trapeze, for the support of the Agency's hardware and software systems as required and within the amounts provided for in the FY2020 Operations Budget, 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 I.

Section 2. Approval of the Sole Source Contracts. The Board of Commissioners hereby approves the sole source contracts for Kronos, Oracle, Scheidt and Bachmann, and Trapeze, for the support of the Agency's hardware and software systems as required and within the amounts provided for in the FY2020 Operations Budget, 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 Contracts 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 Kronos, Oracle, Scheidt and Bachmann, and Trapeze.

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 Senior 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 Contracts.

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 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

Open Session Item

10 f

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: Taulby Roach, President and Chief Executive Officer;
Charles A. Stewart, Jr., Executive Vice President – Organizational Effectiveness
Subject: **Contract Award -Voluntary Employee Benefits Insurance Program**
Disposition: Approval
Presentation: Greg A. Smith, V.P. Procurement & Inventory Mgmt., David J. Toben, Director of Benefits

Objective:

To present to the Board of Commissioners for approval, a request for authorization to award Contract 19-RFP-105913-FP - Voluntary Employee Benefits Insurance Program.

Background:

On March 3, 2019, Gallagher Benefit Services, on behalf of and in conjunction with Bi-State Development (**BSD**), issued Solicitation 19-RFP-105913-FP to retain a qualified firm to offer voluntary Critical Illness, Off-The-Job Accident, Permanent Life insurance with Long Term Care Rider, and Individual Short Term Disability benefits to employees of BSD. The contract period of performance includes three (3) base years and two (2) option years. Rates should be guaranteed for three (3) years at a minimum. BSD will exercise the option years at its discretion. A Disadvantaged Business Enterprise (DBE) Goal was not recommended for this project. The solicitation was advertised on BSD's website, and the firms were asked to verify their pre-qualifications based on the following:

- Financial strength rating of A- or better (AM Best and/or Standard & Poor's)
- Bidder must be a direct representative of an insurance company (not a third party broker)
- Guarantee Issue Underwriting
- Waived Participation Requirement
- Waived Pre-existing conditions
- 3 Year Rate Guarantee
- No benefit waiting period
- Quote monthly premiums
- Include portability and stipulations for terminating employees
- Takeover of current Critical Illness and Off-The Job Accident is not requested
- The carrier is required to accept a self-bill and handle reconciliation
- Technology Funding is requested to offset the cost of enrollment file implementation

Proposals were due March 22, 2019, and Gallagher received a total of seven (7) responses that met the minimum requirements. They were submitted by:

1. Allstate
2. Cigna
3. The Hartford
4. MetLife
5. Trustmark
6. Unum
7. Voya

Critical Illness insurance provides for a benefit percentage of a stated policy face amount, predicated on the type of illness covered. Common policy face amounts are \$10,000, \$20,000 and \$30,000 and are guaranteed issue with no pre-existing conditions, if done so under an employer group sponsored program. Common covered illnesses include heart attack, stroke, cancer, end stage renal disease, organ transplants, and coronary artery disease. This protection is available to both the employee and their covered dependents, typically in a four tier premium rate structure (employee only, employee plus spouse, employee plus child(ren), or employee plus family).

Off-The-Job Accident insurance provides for a stated, per occurrence or daily amount of benefit, in the event an employee or their covered dependent is involved in a non-work related accident. The benefit is designed to help with the unexpected upfront costs associated with emergency and inpatient care following a non-work related accident. A set dollar amount is commonly paid for a hospital admission, daily hospital or ICU confinement, emergency room care, air and land ambulance, etc.

Permanent Life Insurance with a Long Term Care Rider offers the employee the option to purchase life insurance at their current age and lock the rate in. Additionally, the Long Term Care rider can be accessed for a benefit of the lesser to 6% of the face amount or \$3,000 Monthly Benefit for Nursing Home Care/Assisted Living Facility.

Individual Short Term Disability provides a benefit in the event a participant is unable to perform the duties of their own occupation and qualifies for the plans disability benefit. There is a 30 day waiting period and the plan may pay up to 60% of income, but employees typically purchase a set amount of income they want to protect.

Analysis:

On April 19, 2019, Gallagher met with the BSD evaluation team and provided their technical and financial (cost) marketing results comparison of all seven (7) companies. Based on the information provided, the evaluation team agreed to recommend to the Committee that BSD expand their voluntary benefit program and offer Permanent Life insurance with the Long Term Care Rider and Individual Short Term Disability (for union represented employees) in addition to its current Critical Illness and Off-The-Job Accident benefit offerings. In addition, BSD agreed with Gallagher's recommendation that these benefits should be offered on an after-tax payroll deduction basis, thereby allowing the employee to cancel the benefit at any time.

Through its evaluation of the seven (7) companies and their ability to offer all four products, Gallagher determined that Unum offered the most advantageous coverage terms for the premium cost, and the BSD evaluation team concurred. In addition, Unum offers a 3-year rate guarantee and streamlined administrative support for these products.

To determine the estimated contract cost for these proposed benefits, an 18% average over-all enrollment participation level was assumed, based upon industry standards. There are approximately 2,300 benefits eligible employees, generating an anticipated average enrollment of

415 for the Critical Illness, Off-The-Job Accident and Whole Life with Long Term Care Rider voluntary products and 1,700 eligible for the Individual Short Term Disability voluntary product, generating an anticipated enrollment average enrollment of 305. Salaried employees would not be eligible for the Individual Short Term Disability voluntary benefit, as they have company provided short term disability coverage.

Based on these assumptions, the projected annual contract fees are as follows:

Critical Illness - \$190,000
Accident - \$80,000
Permanent Life with Long Term Care Rider - \$220,000
Individual Short Term Disability - \$60,000

Funding Source:

This voluntary benefit program is 100% contributory on the part of BSD employees and is completely funded by payroll deductions. BSD will be expected to pay the payroll deducted premium on behalf of the electing employee.

Previous Committee Action:

This item was presented at the May 31, 2019, Audit, Finance and Administration Committee meeting, and it has been recommended by the Committee for approval.

Board Action Requested:

It is recommended that the Board of Commissioners, approve this request to award Contract 19-RFP-105913-FP - Voluntary Employee Benefits Insurance Program to Unum, at an estimated employee funded cost of \$550,000 annually or **\$2,750,000** for three (3) base years and two (2) option years of the contract. Actual payments under the contract during its term will be dependent upon the actual level of employee participation and their plan selection.

Attachments:

Spreadsheet - evaluation of proposals

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF A CONTRACT TO
UNUM FOR VOLUNTARY EMPLOYEE BENEFITS INSURANCE PROGRAM**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) 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 Competitive Negotiated Procurements which exceed \$500,000; and

Whereas, this program is 100% contributory on the part of BSD employees and is completely funded by payroll deductions; and

Whereas, on March 3, 2019, Gallagher Benefit Services, on behalf of, and in conjunction with, Bi-State Development (BSD), issued Solicitation 19-RFP-105913-FP to retain a qualified firm to offer voluntary Critical Illness, Off-The-Job Accident, Permanent Life insurance with Long Term Care Rider, and Individual Short Term Disability benefits to employees of BSD; and

Whereas, in response to the solicitation, Gallagher received a total of seven (7) responses that met the minimum requirements; and

Whereas, on April 19, 2019, Gallagher met with the BSD evaluation team and provided their technical and financial (cost) marketing results comparison of all seven (7) companies, and based on the information provided, the evaluation team agreed to recommend to the Committee that BSD expand their voluntary benefit program and offer Permanent Life insurance with the Long Term Care Rider and Individual Short Term Disability (for union represented employees) in addition to its current Critical Illness and Off-The-Job Accident benefit offerings; and

Whereas, through its evaluation of the seven (7) companies and their ability to offer all four products, Gallagher determined that Unum offered the most advantageous coverage terms for the premium cost, and the BSD evaluation team concurred, and, in addition, Unum offers a 3-year rate guarantee and streamlined administrative support for these products; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of Contract 19-RFP-105913-FP - Voluntary Employee Benefits Insurance Program to Unum, at an estimated employee funded cost of \$550,000 annually or \$2,750,000, for three (3) base years and two (2) option years of the contract, 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 approves the award of Contract 19-RFP-105913-FP - Voluntary Employee Benefits Insurance Program to Unum, at an estimated employee funded cost of \$550,000 annually or \$2,750,000, for three (3) base years and two (2) option years of the contract, 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 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, including the payment of all costs, expenses and fees incurred in connection with or incidental to this Resolution and 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 Unum.

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. 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 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

Open Session Item 10 f
Attachment



Insurance | Risk Management | Consulting

Accident Insurance
Critical Illness Insurance
Permanent Life Insurance
Short Term Disability Insurance

PROVIDER PROPOSALS

Prepared By:
Gallagher Benefit Services, Inc.

EXCLUSIVELY FOR:

Bi-State Development Agency

GBS Proprietary & Confidential

The information contained herein is subject to the disclosures and disclaimers on the final page of this proposal.

Carrier Information



Carrier Information						
Pricing						
Accident	4	5	4	3	2	3
Critical Illness	4	5	2	2	2	4
Whole Life with LTC Rider-New Coverage	Not Offered	3	Not Offered	Not Offered	2	1
Voluntary STD-New Coverage-Union only	4	4	3	3	5	Not Offered
Total Score	12	17	9	8	11	8
Ranking	2	1	4	5	3	6

Critical Illness coverage-Hartford, Metlife, Trustmark and Voya-Child coverage additional cost
Scoring considers benefit design and variability among age brackets and tiers

Carrier Information



Technical Evaluation						
Vendor Financial Strength	5	4	4	5	3	4
Overall completion of requested information	2	5	4	4	4	3
Ability to offer all requested coverages	3	5	3	3	3	3
Experience with Enrollment method	4	5	5	5	5	4
Compatibility with payroll system	4	4	4	4	4	4
Experience in the market	4	5	4	5	5	4
Experience of the Account team	5	5	5	4	4	4
Ability to offer Performance Guarantees	2	5	3	3	3	5
Length of rate gurantee (5 = 3 years for all coverages offered)	4	5	4	4	3	5
Total Score	33	43	36	37	34	36
Ranking	6	1	3	2	5	4

Scoring based on 1-5 scale. Overall rankings determined by score

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: Taulby Roach, President and Chief Executive Officer;
Charles A. Stewart, Jr., EVP of Organizational Effectiveness
Subject: **25th Amendment to the Pension Plan for Salaried Employees of the Bi-State
Development Agency of Missouri-Illinois Metropolitan District**
Disposition: Approval
Presentation: Charles A. Stewart, Jr., EVP of Organizational Effectiveness

Objective:

To present to the Board of Commissioners, a request for approval of the 25th Amendment to the Bi-State Development Salaried Employees' Pension Plan.

Background:

Currently, in Sec. 5.07(b) of the Plan Document, when a Vested Active Plan Participant dies prior to retirement, the Beneficiary has only one benefit election available, which is 50% of the accrued benefit amount that would have been payable to the Participant had he/she retired on the 1st day of the month, immediately preceding their death.

Analysis:

At its February 6, 2019 meeting, the Salaried Pension Committee discussed and voted to recommend an Amendment to revise the Active Death Benefit as follows:

1. Change Sec. 5.07(b) of the Plan Document so that when a Vested Active Plan Participant dies prior to retirement, their Beneficiary is eligible for 100% of the accrued benefit, rather than 50%, and allow for the Beneficiary to choose among the survivor portion of all available payment options.

The purpose of Plan Amendment 25 is to bring this survivor benefit in line with our other defined benefit pension plans.

Funding Source:

No funding request is made for this matter. The pension plans are funded by employer and employee contributions.

In the next valuation, however, the annual recommended contribution to the trust will be increased by an estimated \$31,000 due to these plan changes.

Previous Committee Action:

This item was presented at the May 31, 2019, Audit, Finance and Administration Committee meeting, and it has been recommended by the Committee for approval.

Open Session Agenda Item
Board of Commissioners
25th Amendment to the Pension Plan for the Salaried Employees of the Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
June 28, 2019
Page 2

Board Action Requested:

That the Board of Commissioners approve the 25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District, at the June 28, 2019 meeting.

Attachment:

1. Twenty-Fifth Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District.
2. Bi-State Development Salaried Employees' Pension Plan – Active Death Benefit Study.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE
DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN
DISTRICT AUTHORIZING THE PRESIDENT AND CEO TO ADOPT THE
25TH AMENDMENT TO THE PENSION PLAN FOR SALARIED
EMPLOYEES OF THE BI-STATE DEVELOPMENT AGENCY**

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 70.050(A)(3), 70.050(A)(4), and 70.050(A)(5), provide that the Board shall oversee Trustee administration of the pension and 401(k) retirement savings plans; approve amendments, benefit formulas and funding to the plans; and review plan investment policies, procedures and provisions; and

Whereas, currently, in Section 5.07(b) of the Plan Document, when a Vested Active Plan Participant dies prior to retirement, the Beneficiary has only one benefit election available, which is 50% of the accrued benefit amount that would have been payable to the Participant had he/she retired on the 1st day of the month, immediately preceding their death; and

Whereas, at its February 6, 2019 meeting, the Salaried Pension Committee discussed and voted to recommend an Amendment to revise the Active Death Benefit as follows: Change Section 5.07(b) of the Plan Document so that when a Vested Active Plan Participant dies prior to retirement, their Beneficiary is eligible for 100% of the accrued benefit, rather than 50%, and allow for the Beneficiary to choose among the survivor portion of all available payment options; and

Whereas, the purpose of Plan Amendment 25 is to bring this survivor benefit in line with BSD other defined benefit pension plans; and

Whereas, it is feasible, necessary and in the public interest for the Board to authorize the President and CEO to adopt the 25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District, 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. Authorization of the President and CEO to Adopt Amendment 25 to the Pension Plan for Salaried Employees. The Board of Commissioners hereby authorizes the President and CEO to adopt the 25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District, 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 Amendment. The form of the Amendment (Amendment #25 as provided in the Attachment to the Briefing Paper and made a part hereof), in the form presented to this meeting, is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Executive Vice President of Operational Effectiveness, 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 adoption of the Amendment 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 the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District.

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 Senior 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 28th day of June, 2019.

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

Resolution 971
Bi-State Development Agency Board of Commissioners
June 28, 2019
Approving Amendment #25-Pension Plan for Salaried Employees
Page 2

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Exhibit A

(Amendment #25 to the Pension Plan for Salaried Employees of the
Bi-State Development Agency of Missouri-Illinois Metropolitan District)

Open Session Item 10 g

Attachment 1

**Amendment Number 25 to the Pension Plan for Salaried Employees of the Bi-State
Development Agency of Missouri-Illinois Metropolitan District**

The Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District, as restated and amended in its entirety effective January 1, 2014, is hereby amended as set forth below.

1. Effective as of January 1, 2019, existing Section 5.07 is deleted and replaced with the following:

5.07 Death Benefit Prior to Pension Commencement Date. Effective as of January 1, 2019,

- (a) Participant with less than Five (5) years of Credited Service: If an active Participant who has completed less than five (5) years of Credited Service dies prior to his Pension Commencement Date, his beneficiary shall be paid the Participant's Accumulated Cash Share, if any, in a lump sum.
- (b) Participant with Five (5) or more years of Credited Service: If an active Participant dies prior to his Pension Commencement Date but after completing at least five (5) years of Credited Service, his beneficiary shall be entitled to a monthly benefit equal to 100% of the amount which would have been payable to the Participant had he retired on the first day of the month immediately preceding the date of his death. Such monthly benefit shall be the survivor portion of a Normal Form pension or any Optional Form pension chosen by the beneficiary.

The death benefit shall be payable as follows: (i) if the Participant completed at least 10 years of Credited Service as of the date of his death, the benefit shall be payable commencing on the first day of the month next following the Participant's date of death and terminating with the last payment due immediately preceding the death of the beneficiary, or, (ii) if the Participant completed at least five (5) years of Credited Service but less than ten (10) years of Credited Service as of the date of his death, the benefit shall be payable commencing on the first day of the month next following the date the Participant would have attained his Normal Retirement Date.

Anything herein to the contrary notwithstanding, if the Participant's beneficiary is under the age of twenty-four (24) on the date such benefit under this Section 5.07 commences to be paid to such beneficiary, the death benefit to such beneficiary shall cease upon the earlier to occur of the following:

- (a) The death of such beneficiary; or

- (b) The later of: (i) the date such beneficiary attains age twenty-four (24); or
(ii) the date which is ten (10) years after the date on which the benefit under
this Section 5.07 commences to be paid to such beneficiary.

If the death benefit commences before the Participant's Normal Retirement Date,
the benefit shall be calculated in accordance with Section 5.02.

Upon the death of the beneficiary, the beneficiary's designated beneficiary shall
be entitled to receive a single sum benefit in an amount equal to the excess, if any,
of the Participant's Accumulated Cash Share (determined as of the date of the
Participant's death) over the sum of the monthly benefit payments which shall
have been paid prior to the death of the Participant's beneficiary.

The term "beneficiary" as used in this Section 5.07 is defined in Section 11.01.

Except as set forth herein, the Plan remains in full force and effect.

IN WITNESS WHEREOF, the Employer has caused this Amendment Number 25 to be
executed by its duly authorized officer this _____ day of _____, 2019.

Attest: _____	By: _____
Name: _____	Taulby Roach
Title: _____	Title: President and Chief Executive Officer

Open Session Item 10 g
Attachment 2



500 North Broadway
Suite 1750
St. Louis, MO 63102
USA

Tel + 314 231 3031
Fax + 314 231 0249

milliman.com

August 8, 2018

Salaried Pension Committee
c/o Bi-State Development
211 North Broadway, Suite 700
St. Louis, MO 63102

RE: Bi-State Development Salaried Employees' Pension Plan – Active Death Benefit Study

Dear Pension Committee Members:

The purpose of this letter is to provide the Salaried Pension Committee with a cost estimate for changing the active death benefit from the current benefit, which is 50% of the accrued benefit, to 100% of the accrued benefit and allowing beneficiaries to choose among the survivor portion of all available payment options. For purposes of this study, we have assumed that all beneficiaries elect the 100% joint and survivor form, which is the most valuable option.

As shown on the attached Exhibit, the proposed change to the active death benefit lowers the estimated funded percentage from 76.5% to 76.3% and is estimated to increase the annual recommended contribution by \$31,276.

This cost estimate is based on the same participant data, assumptions and methods that were utilized in the June 1, 2017 actuarial valuation. To the extent that emerging experience deviates from these assumptions, the actual cost increase could be higher or lower.

Milliman is a firm of actuaries and consultants. We are not attorneys and cannot provide legal opinions or advice. Milliman makes no representation as to the potential applicability of Missouri Revised Statutes 105.684, 105.665 and related sections. If Bi-State Development determines that these statutes are applicable, Milliman can provide the "cost statement" required thereunder.

In preparing this report, we relied, without audit, on information (some oral and some in writing) supplied by Bi-State Development. This information includes, but is not limited to, Plan documents and provisions, employee data, and financial information. In our examination of these data, we have found them reasonably consistent and comparable with data used for other purposes. Since the valuation results are dependent on the integrity of the data supplied, the results can be expected to differ if the underlying data is inaccurate or missing. It should be noted that if any data or other information is inaccurate or incomplete, our calculations may need to be revised.

On the basis of the foregoing, we hereby certify that, to the best of our knowledge and belief, this report is complete and accurate and has been prepared in accordance with generally recognized and accepted actuarial principles and practices which are consistent with the principles prescribed by the Actuarial Standards Board and the Code of Professional Conduct and Qualification Standards for Public Statements of



Salaried Pension Committee
August 8, 2018
Page 2

Actuarial Opinion of the American Academy of Actuaries. We are members of the American Academy of Actuaries and meet the Qualification Standards to render the actuarial opinion contained herein.

Actuarial computations included in this report are for the exclusive purposes cited in this report. Determinations for purposes other than those specifically referenced in this report may be significantly different. Accordingly, additional determinations may be needed for other purposes, such as judging benefit security on a settlement basis.

These cost estimates are subject to the uncertainties of a regular actuarial valuation; the costs are inexact because they are based on assumptions that are themselves necessarily inexact, even though we consider them reasonable. Thus, the emerging costs may vary from those presented in this report to the extent actual experience differs from that projected by the actuarial assumptions.

This report has been prepared for the internal use of and is only to be relied upon by Bi-State Development and its auditors; it is not for the use or benefit of any third party for any purpose. No portion of this report may be disclosed to any other party without Milliman's prior written consent. In the event such consent is given, the report must be provided in its entirety, unless prior written consent is obtained from Milliman. We recommend that any such party have its own actuary or other qualified professional review this report to ensure that the party understands the assumptions and uncertainties inherent in our estimates. We respectfully submit the following report, and we look forward to discussing it with you.

We are available to address any questions that you may have regarding our report.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael J. Zwiener".

Michael J. Zwiener, FSA
Consulting Actuary

A handwritten signature in black ink, appearing to read "William D. Winningham".

William D. Winningham, EA
Consulting Actuary

cc: Charles Stewart
Dave Toben

Enclosure

Bi-State Development Salaried Employees' Pension Plan

Development of Recommended Contribution Based on Proposed Active Death Benefit

	06/01/2017 Actuarial <u>Valuation</u>	Proposed Active Death <u>Benefit</u>
1. Actuarial Accrued Liability	86,602,702	86,814,591
2. Actuarial Value of Assets	66,248,667	66,248,667
- Funded Percentage	76.5%	76.3%
3. Unfunded Actuarial Accrued Liability: (1) - (2)	20,354,035	20,565,924
4. Projected Unit Credit Normal Cost	2,030,733	2,043,400
5. Expected Employee Contributions	498,524	498,524
6. Expense Load	110,044	110,044
7. Projected Unit Credit Normal Cost, Net of Expected Employee Contributions, with Expense Load: (4) - (5) + (6)	1,642,253	1,654,920
8. Years Remaining in Amortization Period	23	23
9. Amortization of Unfunded Actuarial Accrued Liability	1,687,557	1,705,125
10. Recommended Contribution at Beginning of Year: (7) + (9)	3,329,810	3,360,045
10. Recommended Contribution with Interest	3,444,382	3,475,658
13. Increase in Recommended Contribution	N/A	31,276

This work product was prepared solely for the Bi-State Development Salaried Employees' Pension Plan for the purposes described herein and may not be appropriate to use for other purposes. Milliman does not intend to benefit and assumes no duty or liability to other parties who receive this work. Milliman recommends that third parties be aided by their own actuary or other qualified professional when reviewing the Milliman work product.

Open Session Item

11

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: Taulby Roach, President and Chief Executive Officer
Mark Vago, Senior Vice President and Chief Financial Officer
Subject: **Revisions to Board Policy, Section 30.050, Financial Reporting – Monthly**
Disposition: Approval
Presentation: Mark Vago, Senior Vice President and Chief Financial Officer

Objective:

To present to the Board of Commissioners, for approval, an amendment to revise policy for defining the required financial statement presentation to the Board of Commissioners and each operating company.

It is also requested that the Board of Commissioners designate that the proposed revisions to Board Policy, Section 30.050, Financial Reporting – Monthly, not be tabled pursuant to Article VI(D) of the Board Policies, as it is in the best interest of the Agency that these revisions be approved at the Board meeting on June 28, 2019.

Background:

- Board Policy requires financial statements be presented not less than quarterly and include the following statements: Transmittal letter, including disclaimer; Balance Sheet; Statement of Revenue, Expense and Income (Loss); Cash Receipts and Disbursement Schedule; Capital Expenditures for Active Projects; Statement of Cash Flows; and Aged Receivables.

Recommendation Summary:

- Retain: President & CEO transmittal letter, including disclaimer
- Retain: Combining Statement of Activity and Combining Statement of Financial Position for Business Units and the Self Insurance Units, with interfund eliminations
- Retain: Business Divisions Combining Statement of Activity and Combining Statement of Financial Position, with interfund eliminations
- Retain and Modify: Financial highlight for each Business Unit be presented in focus point format, instead of full narrative.
- Modify: Financial Statements for each Business Unit being presented should include:
 - Statement of Activity (Revenue and Expense) with Supporting Schedule of Contract, Sales Tax and Grant Revenue, as applicable;
 - Statement of Financial Position (Balance Sheet);
 - Statement of Cash Flow.
- Remove: Financial Statements for each Business Unit deemed excessive or redundant include:
 - Schedule of Wages and Benefits
 - Schedule of Cash Receipts and Disbursements
 - Schedule of Aged Receivables
 - Capital Expenditures for Active Projects
- Retain and Modify: Performance Indicators for each Business Unit be limited to only

critical/key indicators. The critical/key indicators will be presented as a one page dashboard in conjunction with the Financial Statements. A separate KPI book will no longer be published, but the data will be maintained. The peer transit group comparisons using National Transit Database statistics will be published annually under separate cover.

- **Remove and Modify:** Financial Statements presentation for the three (3) Self-Insurance Units will be in a combined format with all units on a single page, with interfund eliminations. Individual unit Financial Statements would be removed. The combined presentation of Financial Highlights and Financial Statements is recommended due to claims expense being the primary influence on financial performance.
- **Modify:** Include cross reference key from financial and key performance indicator highlights to financial statements and key performance indicator document.

Previous Committee Action:

This item was presented at the May 31, 2019, Audit, Finance and Administration Committee meeting, and it has been recommended by the Committee for approval.

Board Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve the amendments as outlined in the attachments to *Board Policy, Section 30.050, Financial Reporting – Monthly*.

In addition, it is requested that the Board of Commissioners designate that the proposed revisions to Board Policy, Section 30.050, Financial Reporting – Monthly, not be tabled pursuant to Article VI(D) of the Board Policies, as it is in the best interest of the Agency that these revisions be approved at the Board meeting on June 28, 2019.

Attachments:

1. Board Policy, Section 30.050, Financial Reporting – Monthly. (Current)
2. Board Policy, Section 30.050, Financial Reporting. (Redline Copy)
3. Board Policy, Section 30.050, Financial Reporting. (Clean Copy with proposed revisions)
4. A restatement of the 2019 Quarterly Financial Statements for the period ending December 31, 2018 for Metro Transit, which reflect the recommended changes.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF
THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
TO APPROVE REVISIONS TO BOARD POLICY,
SECTION 30.050, FINANCIAL REPORTING – MONTHLY**

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, Board Policy requires financial statements be presented not less than quarterly and include the following statements: Transmittal letter, including disclaimer; Balance Sheet; Statement of Revenue, Expense and Income (Loss); Cash Receipts and Disbursement Schedule; Capital Expenditures for Active Projects; Statement of Cash Flows; and Aged Receivables; and

Whereas, in an effort to streamline BSD Board meetings, it has been recommended that certain changes be made in the presentation of monthly financial statements as follows:

- **Retain**: President & CEO transmittal letter, including disclaimer
- **Retain**: Combining Statement of Activity and Combining Statement of Financial Position for Business Units and the Self Insurance Units, with interfund eliminations
- **Retain**: Business Divisions Combining Statement of Activity and Combining Statement of Financial Position, with interfund eliminations
- **Retain and Modify**: Financial highlight for each Business Unit be presented in focus point format, instead of full narrative.
- **Modify**: Financial Statements for each Business Unit being presented should include:
 - Statement of Activity (Revenue and Expense) with Supporting Schedule of Contract, Sales Tax and Grant Revenue, as applicable;
 - Statement of Financial Position (Balance Sheet);
 - Statement of Cash Flow.
- **Remove**: Financial Statements for each Business Unit deemed excessive or redundant include:
 - Schedule of Wages and Benefits
 - Schedule of Cash Receipts and Disbursements
 - Schedule of Aged Receivables
 - Capital Expenditures for Active Projects

- Retain and Modify: Performance Indicators for each Business Unit be limited to only critical/key indicators. The critical/key indicators will be presented as a one page dashboard in conjunction with the Financial Statements. A separate KPI book will no longer be published, but the data will be maintained. The peer transit group comparisons using National Transit Database statistics will be published annually under separate cover.
- Remove and Modify: Financial Statements presentation for the three (3) Self-Insurance Units will be in a combined format, with interfund eliminations. Individual unit Financial Statements would be removed. The combined presentation of Financial Highlights and Financial Statements is recommended due to claims expense being the primary influence on financial performance.
- Modify: Include cross reference key from financial and key performance indicator highlights to financial statements and key performance indicator document; and

Whereas, staff has recommended that these measures be implemented as soon as approved; therefore, requiring the Board waive tabling the proposed revisions to the Policy 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 and adopt revisions to Board Policy, Section 30.050, *Financial Reporting – Monthly*, 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 approves and adopts Board Policy, Section 30.050, *Financial Reporting – Monthly*, and waives tabling of the Section 30.050, *Financial Reporting – Monthly* revisions so that they are effective upon Board approval, 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 Section 30.050 Revisions. The form of the Section 30.050, *Financial Reporting – Monthly* revisions (as provided in the Attachments to the Briefing Paper 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 and Senior Vice President and CFO, are hereby authorized and directed to execute and deliver and attest, respectively, the Section 30.050, *Financial Reporting – Monthly* revisions, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to affect the Section 30.050, *Financial Reporting – Monthly*, 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 and Senior Vice President and CFO, 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 Senior 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 28th day of June, 2019.

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

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

By _____
Its _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 11
Attachment 1

COLLECTED BOARD POLICIES
OF THE
BI-STATE DEVELOPMENT AGENCY
OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

Chapter 30 Audit, Finance and Budget

Section 30.050 Financial Reporting – Monthly (revised 10/23/09)

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. Cash Receipts and Disbursement Schedule
5. Capital Expenditures for Active Projects
6. Statement of Cash Flows
7. 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.”

COLLECTED BOARD
POLICIES OF THE
BI-STATE DEVELOPMENT
AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

Chapter 30 Audit, Finance and
Budget

Section 30.050 Financial Reporting, —~~Monthly~~ (revised ~~0510/3123/201909~~)

A. Policy. It is the policy of the Agency to prepare monthly the financial results of ~~each-the~~ operating companies 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 information, as applicable~~ following statements:

1. Transmittal letter, ~~including disclaimer of noteworthy variations, including disclaimer~~
2. Financial Highlights – including cross reference(s) of highlights to the Financial Statements
3. Statement of Activities (Revenue, Expense and Net Income)
2. ~~Balance Sheet~~
4. Statement of Financial Position (Balance Sheet)
3. ~~Statement of Revenue, Expense Income (Loss)~~
5. Statement of Cash Flows
4. ~~Cash Receipts and Disbursement Schedule~~
6. Key Performance Indicator Highlights, as applicable – including cross reference(s) of highlights to the Key Performance Indicators report
7. Key Performance Indicators, as applicable
5. ~~Capital Expenditures for Active Projects~~
6. ~~Statement of Cash Flows~~
7. ~~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 classification of certain financial statement amounts and that there are no accompanying footnote disclosures or Management Discussion and Analysis (MD & A) sections included.”

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~~“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.”~~

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Open Session Item 11
Attachment 3

COLLECTED BOARD
POLICIES OF THE
BI-STATE DEVELOPMENT
AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

Chapter 30 Audit, Finance and
Budget

Section 30.050 Financial Reporting (revised 05/31/2019)

A. Policy. It is the policy of the Agency to prepare monthly the financial results of the operating companies 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 information, as applicable:

1. Transmittal letter, including disclaimer
2. Financial Highlights – including cross reference(s) of highlights to the Financial Statements
3. Statement of Activities (Revenue, Expense and Net Income)
4. Statement of Financial Position (Balance Sheet)
5. Statement of Cash Flows
6. Key Performance Indicator Highlights, as applicable – including cross reference(s) of highlights to the Key Performance Indicators report
7. Key Performance Indicators, as applicable

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 classification of certain financial statement amounts and that there are no accompanying footnote disclosures or Management Discussion and Analysis (MD & A) sections included.”

Open Session Item 11
Attachment 4

Metro Transit – Financial Notes

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Income Statement

1. **Total year-to-date revenue** increased 6.4% to \$158.4 million from prior year.
2. **Passenger year-to-date revenue** decreased 3.8% to \$21.0 million from prior year.
3. Due to passenger revenue decline, the total year-to-date revenue increase is driven by funding from our jurisdictional business partners – St. Louis County, City of St. Louis and St. Clair County.
4. **Other local/regional funding** includes \$10.0 million budgeted for an MOU which was not funded.
5. **Total year-to-date expense** decreased 3.6% to \$153.2 million from prior year.
6. **Wages and benefits** continue to be affected by an increase in unfavorable medical claims and experience. Some claims are carryover from a poor claims experience in the prior year.
7. **Services** includes \$10.0 million budgeted for an MOU which was not funded.
8. **Net income before depreciation** is \$5.2 million.

Balance Sheet

1. **Accounts and notes receivable** decreased \$31.6 million. This represents receipt of St. Louis County appropriations for the first quarter, which were pending final approval.
2. The **Capital assets – motorbus** increase of \$7.5 million includes \$7.2 million for 16 new buses.

3. **Long term debt and accrued interest payable** balances were affected by the semi-annual interest payment and annual principal payment on October 1.
4. Due to the rising fuel costs beginning in late January 2019, the \$3.5 million **deferred gain on hedging instruments** was negated. The final effect was a **deferred loss on hedging instrument** of \$174 thousand.

Cash Flow

1. For the first six months, the net cash outflow to fund transit **operational and administrative functions** was \$116.3 million. This amount includes an offsetting cash inflow of **passenger and local contract revenue** of \$25.3 million.
2. Additional cash outflow of \$35.8 million were needed to make **debt service interest and principal** payments and to meet the required match on capital projects.
3. **Local and federal funding** cash inflow to cover operating costs, capital expenditures and debt was \$136.9 million.
4. **Net cash activity year-to-date** is \$13.7 million cash inflow.

Metro
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Passenger revenue	(2) \$ 9,958,899	\$ 10,137,026	\$ (178,127)	(1.8)	\$ 10,296,142	\$ 21,003,333	\$ 21,137,388	\$ (134,055)	(0.6)	\$ 21,810,312
City of St. Louis ¹	(3) 8,711,825	10,215,301	(1,503,476)	(14.7)	7,482,016	19,402,290	20,114,845	(712,555)	(3.5)	17,344,847
St. Louis County ¹	(3) 36,095,846	35,136,606	959,240	2.7	30,452,956	74,848,486	71,492,703	3,355,783	4.7	68,174,751
St. Clair County Transit District ¹	(3) 14,314,486	14,300,290	14,196	0.1	10,244,765	29,495,890	28,600,580	895,310	3.1	26,682,248
State of Missouri and Illinois ¹	-	213,102	(213,102)	(100.0)	365,815	291,919	426,204	(134,285)	(31.5)	366,925
Federal funding ¹	4,751,609	5,067,943	(316,334)	(6.2)	4,099,713	8,946,241	10,135,886	(1,189,645)	(11.7)	8,597,156
Other local/regional funding ¹	35,200	5,227,852	(5,192,652)	(99.3)	128,499	102,390	10,455,704	(10,353,314)	(99.0)	361,922
Advertising, maint services, rental income	1,122,931	1,699,593	(576,662)	(33.9)	1,964,946	2,589,823	3,487,646	(897,823)	(25.7)	4,137,029
Other revenue	-	-	-	-	-	-	-	-	-	55,279
Interest income	916,620	648,322	268,298	41.4	717,868	1,717,615	1,123,178	594,437	52.9	1,222,742
Total revenue	(1) 75,907,416	82,646,035	(6,738,619)	(8.2)	65,752,720	158,397,987	166,974,134	(8,576,147)	(5.1)	148,753,211
Expense										
Wages and benefits ¹	(6) 49,668,148	50,817,669	1,149,521	2.3	47,860,450	100,540,005	101,859,457	1,319,452	1.3	96,330,803
Services	(7) 7,635,502	13,257,318	5,621,816	42.4	7,153,463	14,788,252	27,678,941	12,890,689	46.6	13,808,833
Fuel and lube consumed	2,898,773	2,897,730	(1,043)	-	2,449,875	5,890,755	5,869,437	(21,318)	(0.4)	4,986,431
Materials and supplies	5,058,636	6,177,550	1,118,914	18.1	5,712,651	10,347,281	12,318,636	1,971,355	16.0	11,989,414
Utilities	1,748,224	1,873,263	125,039	6.7	1,559,738	3,866,703	3,953,141	86,438	2.2	3,517,494
Casualty and liability costs	1,530,425	1,972,365	441,940	22.4	2,903,108	3,421,814	3,946,710	524,896	13.3	4,908,330
Other expenses	2,282,171	2,065,774	(216,397)	(10.5)	1,580,432	4,055,703	4,066,071	10,368	0.3	2,947,655
Interest expense	4,643,390	4,641,022	(2,368)	(0.1)	4,632,124	9,298,574	9,282,206	(16,368)	(0.2)	9,320,204
Unrealized gain (loss) on investments	-	-	-	-	(464,701)	-	-	-	-	(464,701)
Contribution to outside entities	518,195	311,701	(206,494)	(66.2)	276,769	589,274	623,402	34,128	5.5	619,524
Other non-operating expense	389,967	-	(389,967)	-	191,740	441,813	-	(441,813)	-	-
Total expense	(5) 76,373,431	84,014,392	7,640,961	9.1	73,855,649	153,240,174	169,598,001	16,357,827	9.6	147,963,987
Income (loss) before depreciation	(8) (466,015)	(1,368,357)	902,342	65.9	(8,102,929)	5,157,813	(2,623,867)	7,781,680	296.6	789,224
Depreciation and amortization expense	19,089,409	17,978,775	(1,110,634)	(6.2)	18,779,248	37,750,917	36,388,525	(1,362,392)	(3.7)	37,425,364
Net income (loss) before transfers	(19,555,424)	(19,347,132)	(208,292)	(1.1)	(26,882,177)	(32,593,104)	(39,012,392)	6,419,288	16.5	(36,636,140)
Net transfers in (out)	(729,314)	(446,774)	(282,540)	(63.2)	(285,067)	(1,270,762)	(893,547)	(377,215)	(42.2)	(585,848)
Net income (loss)	\$ (20,284,738)	\$ (19,793,906)	\$ (490,832)	(2.5)	\$ (27,167,244)	\$ (33,863,866)	\$ (39,905,939)	\$ 6,042,073	15.1	\$ (37,221,988)

¹ - Detailed schedule included.

Metro
Detailed Schedule of Contract, Sales Tax and Grant Revenue
For the Quarter Ended December 31, 2018

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Contract, sales tax and grant revenue										
City of St. Louis 1/2 cent	\$ 4,398,000	\$ 5,181,657	\$ (783,657)	(15.1)	\$ 4,263,955	\$ 9,716,746	\$ 10,008,350	\$ (291,604)	(2.9)	\$ 9,659,820
City of St. Louis 1/4 cent	2,000,425	2,353,023	(352,598)	(15.0)	1,934,793	4,539,547	4,660,305	(120,758)	(2.6)	4,508,447
City of St. Louis Prop M2 (1/4 cent)	2,313,400	2,680,621	(367,221)	(13.7)	1,283,268	5,145,997	5,446,190	(300,193)	(5.5)	3,176,580
Total City of St. Louis	(3) 8,711,825	10,215,301	(1,503,476)	(14.7)	7,482,016	19,402,290	20,114,845	(712,555)	(3.5)	17,344,847
St. Louis County 1/2 cent	9,695,762	10,266,727	(570,965)	(5.6)	9,574,472	21,434,183	20,514,153	920,030	4.5	21,246,276
St. Louis County 1/4 cent	7,930,260	8,820,593	(890,333)	(10.1)	7,906,752	18,031,529	18,016,314	15,215	0.1	18,035,070
St. Louis County Prop A (1/2 cent)	18,469,824	16,049,286	2,420,538	15.1	12,971,732	35,382,774	32,962,236	2,420,538	7.3	28,893,405
Total St. Louis County	(3) 36,095,846	35,136,606	959,240	2.7	30,452,956	74,848,486	71,492,703	3,355,783	4.7	68,174,751
East-West Gateway Council of Govts.	13,333	40,000	(26,667)	(66.7)	45,650	53,333	80,000	(26,667)	(33.3)	85,650
Non-capital projects and other	21,867	5,187,852	(5,165,985)	(99.6)	82,849	49,057	10,375,704	(10,326,647)	(99.5)	276,272
Total other local	35,200	5,227,852	(5,192,652)	(99.3)	128,499	102,390	10,455,704	(10,353,314)	(99.0)	361,922
State of Missouri	-	188,102	(188,102)	(100.0)	365,815	291,919	376,204	(84,285)	(22.4)	365,815
Total State of Missouri	-	188,102	(188,102)	(100.0)	365,815	291,919	376,204	(84,285)	(22.4)	365,815
Total Missouri	44,842,871	50,767,861	(5,924,990)	(11.7)	38,429,286	94,645,085	102,439,456	(7,794,371)	(7.6)	86,247,335
Illinois										
St. Clair Transit District	(3) 14,314,486	14,300,290	14,196	0.1	10,244,765	29,495,890	28,600,580	895,310	3.1	26,682,248
State of Illinois	-	25,000	(25,000)	(100.0)	-	-	50,000	(50,000)	(100.0)	1,110
Total Illinois	14,314,486	14,325,290	(10,804)	(0.1)	10,244,765	29,495,890	28,650,580	845,310	3.0	26,683,358
Total local and state	59,157,357	65,093,151	(5,935,794)	(9.1)	48,674,051	124,140,975	131,090,036	(6,949,061)	(5.3)	112,930,693
Federal										
Vehicle maintenance	4,000,000	4,000,000	-	-	4,000,000	8,000,000	8,000,000	-	-	8,000,000
CMAQ grant	45,000	-	45,000	-	-	45,000	-	45,000	-	-
Non-capital grants (i.e. JARC)	706,609	1,067,943	(361,334)	(33.8)	99,713	901,241	2,135,886	(1,234,645)	(57.8)	597,156
Total federal	4,751,609	5,067,943	(316,334)	(6.2)	4,099,713	8,946,241	10,135,886	(1,189,645)	(11.7)	8,597,156
Total contract, sales tax and grant revenue	\$ 63,908,966	\$ 70,161,094	\$ (6,252,128)	(8.9)	\$ 52,773,764	\$ 133,087,216	\$ 141,225,922	\$ (8,138,706)	(5.8)	\$ 121,527,849

Metro
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 98,668,601	\$ 95,210,274	\$ 3,458,327	3.6	\$ 98,343,097	\$ 325,504	0.3
Investments	121,033,393	110,659,734	10,373,659	9.4	128,590,610	(7,557,217)	(5.9)
Accounts and notes receivable	(1) 1,632,184	33,251,489	(31,619,305)	(95.1)	3,078,324	(1,446,140)	(47.0)
Interfund accounts receivable	5,004,012	5,728,806	(724,794)	(12.7)	261,421	4,742,591	n/a
Restricted accounts receivable	388,919	1,319,521	(930,602)	(70.5)	410,730	(21,811)	(5.3)
Federal, state and local assistance receivable	34,654,467	24,834,163	9,820,304	39.5	30,557,348	4,097,119	13.4
Materials and supplies inventory	9,294,144	8,664,213	629,931	7.3	10,080,122	(785,978)	(7.8)
Other current assets	1,928,002	5,914,250	(3,986,248)	(67.4)	4,700,366	(2,772,364)	(59.0)
Total current assets	272,603,722	285,582,450	(12,978,728)	(4.5)	276,022,018	(3,418,296)	(1.2)
Capital assets							
Capital assets - motorbus	(2) 429,027,072	421,490,976	7,536,096	1.8	386,820,383	42,206,689	10.9
Capital assets - paratransit	19,376,303	18,928,309	447,994	2.4	19,858,405	(482,102)	(2.4)
Capital assets - lightrail	1,623,476,482	1,623,351,882	124,600	-	1,609,626,589	13,849,893	0.9
Total capital assets	2,071,879,857	2,063,771,167	8,108,690	0.4	2,016,305,377	55,574,480	2.8
Accumulated depreciation	(1,277,462,306)	(1,258,604,203)	(18,858,103)	(1.5)	(1,209,037,964)	(68,424,342)	(5.7)
Total capital assets, net	794,417,551	805,166,964	(10,749,413)	(1.3)	807,267,413	(12,849,862)	(1.6)
Land	95,776,349	96,076,349	(300,000)	(0.3)	97,199,286	(1,422,937)	(1.5)
Construction-in-process	18,928,079	14,929,971	3,998,108	26.8	43,306,476	(24,378,397)	(56.3)
Total capital assets	909,121,979	916,173,284	(7,051,305)	(0.8)	947,773,175	(38,651,196)	(4.1)
Non-current assets							
Restricted investments	114,354,595	112,588,770	1,765,825	1.6	107,327,762	7,026,833	6.5
Other non-current assets, net amort	418,290	392,803	25,487	6.5	118,058	300,232	254.3
Total non-current assets	114,772,885	112,981,573	1,791,312	1.6	107,445,820	7,327,065	6.8
Total assets	1,296,498,586	1,314,737,307	(18,238,721)	(1.4)	1,331,241,013	(34,742,427)	(2.6)
Deferred outflow of resources							
Deferred pension loss	10,404,394	12,290,899	(1,886,505)	(15.3)	17,063,208	(6,658,814)	(39.0)
Deferred pension expense	2,705,100	2,705,100	-	-	2,279,298	425,802	18.7
Deferred loss on hedging instruments	(4) 174,224	-	174,224	n/a	-	174,224	n/a
Deferred unfunded OPEB loss	7,364,100	7,854,426	(490,326)	(6.2)	9,325,404	(1,961,304)	(21.0)
Deferred loss on debt refunding	2,193,334	2,289,724	(96,390)	(4.2)	2,586,256	(392,922)	(15.2)
Total deferred outflow of resources	22,841,152	25,140,149	(2,298,997)	(9.1)	31,254,166	(8,413,014)	(26.9)
Total	\$ 1,319,339,738	\$ 1,339,877,456	\$ (20,537,718)	(1.5)	\$ 1,362,495,179	\$ (43,155,441)	(3.2)

Metro
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 6,883,557	\$ 4,754,537	\$ 2,129,020	44.8	\$ 6,412,368	\$ 471,189	7.3
Accrued expenses	20,967,257	19,697,598	1,269,659	6.4	19,560,525	1,406,732	7.2
Other current liabilities	21,646,609	22,716,277	(1,069,668)	(4.7)	38,135,650	(16,489,041)	(43.2)
Total current liabilities	49,497,423	47,168,412	2,329,011	4.9	64,108,543	(14,611,120)	(22.8)
Current liab payable from restricted assets							
Accounts payable and retention	1,242,093	1,199,500	42,593	3.6	-	1,242,093	n/a
Accrued interest payable	(3) 5,079,832	10,273,869	(5,194,037)	(50.6)	5,136,884	(57,052)	(1.1)
Short-term insurance	140,487	140,487	-	-	140,487	-	-
Current portion of long-term debt	9,630,000	9,030,000	600,000	6.6	9,030,000	600,000	6.6
Total current liabilities payable from restricted assets	16,092,412	20,643,856	(4,551,444)	(22.0)	14,307,371	1,785,041	12.5
Total current liabilities	65,589,835	67,812,268	(2,222,433)	(3.3)	78,415,914	(12,826,079)	(16.4)
Non-current liabilities							
Other post-employment benefits	64,694,444	64,599,182	95,262	0.1	67,068,774	(2,374,330)	(3.5)
Long-term insurance	351,956	300,451	51,505	17.1	288,000	63,956	22.2
Long-term debt	(3) 513,329,610	523,406,911	(10,077,301)	(1.9)	524,886,691	(11,557,081)	(2.2)
Capital lease obligations	114,354,597	112,588,772	1,765,825	1.6	107,327,764	7,026,833	6.5
Unfunded pension liabilities	82,625,585	82,625,585	-	-	98,239,149	(15,613,564)	(15.9)
Other non-current liabilities	6,159,381	6,183,116	(23,735)	(0.4)	6,264,603	(105,222)	(1.7)
Total non-current liabilities	781,515,573	789,704,017	(8,188,444)	(1.0)	804,074,981	(22,559,408)	(2.8)
Total liabilities	847,105,408	857,516,285	(10,410,877)	(1.2)	882,490,895	(35,385,487)	(4.0)
Deferred Inflow of Resources							
Deferred gain on hedging instruments	(4) -	3,498,029	(3,498,029)	(100.0)	2,645,748	(2,645,748)	(100.0)
Deferred Unfunded OPEB Gain	353,572	378,826	(25,254)	(6.7)	-	353,572	n/a
Deferred pension gain 788 ATU and clerical	6,487,206	7,049,127	(561,921)	(8.0)	4,828,908	1,658,298	34.3
Deferred pension gain IBEW	158,094	171,705	(13,611)	(7.9)	113,610	44,484	39.2
Deferred pension gain salaried	2,193,277	2,424,787	(231,510)	(9.5)	1,311,783	881,494	67.2
Total deferred inflow of resources	9,192,149	13,522,474	(4,330,325)	(32.0)	8,900,049	292,100	3.3
Net Position							
Net position - capital investments	433,148,415	449,890,417	(16,742,002)	(3.7)	460,316,185	(27,167,770)	(5.9)
Net position	63,757,632	32,527,408	31,230,224	96.0	48,010,038	15,747,594	32.8
Net income (loss)	(33,863,866)	(13,579,128)	(20,284,738)	(149.4)	(37,221,988)	3,358,122	9.0
Total net position	463,042,181	468,838,697	(5,796,516)	(1.2)	471,104,235	(8,062,054)	(1.7)
Total	\$ 1,319,339,738	\$ 1,339,877,456	\$ (20,537,718)	(1.5)	\$ 1,362,495,179	\$ (43,155,441)	(3.2)

Metro Transit
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities

Receipts from customers	\$ 25,339,043
Payments to employees	(99,490,819)
Payments to vendors	(33,001,400)
Payments for self-insurance	(3,357,074)
Receipts (payments) from inter-fund activity	<u>(5,822,516)</u>

Net cash provided by (used in) operating activities **(1)** (116,332,766)

Cash flows from non capital financing activities

Operating assistance received	(3) 136,871,651
Contributions to outside entities	(589,274)
Net transfers	(1,270,762)
Nonoperating contributions	<u>(186,868)</u>

Net cash provided by (used in) non capital financing activities 134,824,747

Cash flows from capital and related financing activities

Acquisitions of capital assets	(2) (16,508,582)
Payments of long-term debt	(2) (9,030,000)
Interest Paid	(2) (10,273,768)
Contributed capital	<u>18,228,015</u>

Cash flows from capital and related financing activities (17,584,335)

Cash flows from investing activities

Purchases of investments	(48,621,393)
Proceeds from sale of investments	59,739,052
Interest received	<u>1,676,398</u>

Net cash provided by (used in) investing activities 12,794,057

Net increase (decrease) in cash and cash equivalents **(4)** 13,701,703

Cash and cash equivalents, beginning of year 84,966,898

Cash and cash equivalents, year to date \$ 98,668,601

Supplemental disclosure of cash flow information

Noncash Activities:

Interest received on capital lease	\$ 3,531,650
Interest accrued on capital lease	(3,531,651)
Changes in Unfunded Pension Liability	2,158,926
Changes in Unrealized Loss on Fuel Hedge	(3,642,504)
Deferred Loss Amortization	195,306
Deferred charges	(17,432)
Capital tower lease interest amortization	(19,501)
Discounts on bonds	(2,918)
Premium on bonds	41,216
Gain on disposal of fixed assets	(254,945)
Deferred Unfunded OPEB Loss	930,144

Metro Transit – Key Performance Indicator Notes

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Service Changes and Fare Increases

1. Quarterly service update went into effect November with minor adjustments to 12 MetroBus routes.
2. No fare increase is planned for fiscal year 2019. The last fare increase was in fiscal year 2015.

Ridership Metrics

3. **System year-to-date passenger boardings** decreased 3.8% to 18.8 million from prior year.
4. Current year passenger ridership by mode
 - a. Metrobus Decrease 3.2%
 - b. MetroLink Decrease 4.7%
 - c. Call-A-Ride Decrease 2.4%
5. Factors include:
 - a. Lower fuel prices
 - b. Perceived security issues

Business and Operating Metrics

6. **Average fare** unfavorably decreased 1.1% to \$1.08 from the prior year due to decreases in passenger revenue and inflationary increases in operating expense.
7. **Operating expense per revenue hour** for the system unfavorably increased 5.1% to \$158.67.
8. **Operating expense per passenger boarding** unfavorably increased by 6.8% to \$7.56.
9. **Passenger boardings per revenue mile and passenger boardings per revenue hour** were also negatively impacted by 3.5% and 1.6% respectively due to ridership trends
10. **Vehicle accidents per 100,000 vehicle miles** are favorably down 16.8% from the prior year.

Metro Transit - Key Performance Indicators
For the Six Months Ended December 31, 2018
(Preliminary)
(Favorable Trend) (Unfavorable Trend)

	System			MetroBus			MetroLink			Call-A-Ride			
	FY 2019	FY 2018	Variance	FY 2019	FY 2018	Variance	FY 2019	FY 2018	Variance	FY 2019	FY 2018	Variance	
Ridership Metrics													
Average Weekday Ridership		118,290	123,420	-4.2%	74,840	77,850	-3.9%	41,640	43,700	-4.7%	1,810	1,870	-3.2%
Passenger Boardings	(3), (4)	18,816,400	19,552,800	-3.8%	11,908,400	12,307,900	-3.2%	6,636,800	6,967,100	-4.7%	271,200	277,800	-2.4%
Business Measures													
Average Fare (Includes Fixed & Special)	(6)	\$ 1.08	\$ 1.08	0.00%	\$ 1.06	\$ 1.03	2.9%	\$ 1.06	\$ 1.03	2.9%	\$ 2.80	\$ 2.53	10.7%
Farebox Recovery		14.1%	15.2%	-7.2%	13.8%	15.3%	-9.8%	17.7%	18.4%	-3.8%	10.0%	11.1%	-9.5%
Operating Expense per Revenue Hour	(7)	\$ 158.67	\$ 150.99	5.1%	\$ 130.57	\$ 120.96	7.9%	\$ 604.10	\$ 597.44	1.1%	\$ 92.70	\$ 91.75	1.0%
Operating Expense per Passenger Boarding	(8)	\$ 7.56	\$ 7.08	6.8%	\$ 7.51	\$ 6.92	8.5%	\$ 5.92	\$ 5.73	3.3%	\$ 50.23	\$ 48.42	3.7%
Subsidy per Passenger Boarding		\$ 6.24	\$ 5.69	9.7%									
Operating Measures													
Vehicle Accidents per 100,000 Vehicle Miles	(10)	1.04	1.25	-16.8%	1.35	1.69	-20.1%	1.04	1.25	-16.8%	0.94	0.93	1.2%
On-Time Performance					92.2%	93.2%	-1.1%	97.9%	98.4%	-0.5%	92.7%	91.4%	1.4%
Unscheduled Absenteeism		3.3%	3.4%	-2.9%									
Passenger Boardings per Revenue Mile	(9)	1.39	1.44	-3.5%	1.28	1.32	-3.0%	4.35	4.44	-2.0%	0.10	0.11	-3.8%
Passenger Boardings per Revenue Hour	(9)	20.98	21.32	-1.6%	17.38	17.49	-0.6%	102.10	104.32	-2.1%	1.85	1.89	-2.1%

Open Session Item

12

**Bi-State Development
Agenda Item
Board of Commisisoners
June 28, 2019**

From: Taulby Roach, President and Chief Executive Officer
Mark G. Vago, Sr. Vice President and Chief Financial Officer
Subject: **Bi-State Development Operating and Capital Budget FY 2020 – 2022**
Disposition: Approval/Presentation
Presentation: Tammy L. Fulbright, Sr. Director Financial Planning and Treasury; Laurence A. Rusbarsky, Director Financial Planning and Budget

Objective:

To present the following to the Board of Commissioners for discussion and approval:

- The Bi-State Development Operating and Capital Budget FY 2020 - 2022;
- The three-year Transportation Improvement Plan;
- Grant resolutions required to apply for federal and state funding necessary to support the Bi-State Development's projects and programs; and
- Authorization of management to seek grants and/or appropriations from federal programs, the City of St. Louis, St. Louis County, and the states of Missouri and Illinois.

Funding Source:

The funding source for the Bi-State Development's Operating and Capital Budget includes operating revenue of each entity, local, state and federal funding sources.

Background:

The attached document presents the Bi-State Development's Operating and Capital Budget for FY 2020 - 2022

Analysis:

Bi-State Development has developed the FY 2020 – 2022 Operating and Capital Budgets, taking into account current economic conditions and conservatively estimating revenue, expense, and capital replacement and rehabilitation needs. The Bi-State Development Operating and Capital Budget, as presented, is supportive of the mission and vision statements.

Summaries of the FY 2020 - 2022 Operating and Capital Budgets are as follows:

Operating Budget
 (\$ In millions)

	FY 2020			
	<u>Total Revenue</u>	<u>Operating Expense</u>	<u>Non-Oper Expense</u>	<u>Net Income/ (Deficit)</u>
Metro Transit	\$ 326.1	\$ 298.4	\$ 28.2	\$ (0.5)
Gateway Arch Tram	9.7	6.4	1.5	1.8
Riverfront Attractions	3.6	3.1	0.0	0.5
St. Louis Downtown Airport	1.8	1.7	0.0	0.1
St. Louis Regional Freightway	0.4	0.5	0.0	(0.1)
Executive Services	4.8	3.9	0.0	0.9
Research Institute	0.1	0.1	0.0	0.0
Arts In Transit Inc.	0.1	0.1	0.0	0.0
Health Self Insurance Fund	39.8	39.8	0.0	0.0
Casualty Self-Insurance Fund	5.3	7.0	0.0	(1.7)
Workers' Comp Self-Insurance Fund	6.7	7.8	0.0	(1.1)
Eliminations	(47.5)	(47.5)	0.0	0.0
Total	\$ 350.9	\$ 321.3	\$ 29.7	(0.1)

	FY 2021			
	<u>Total Revenue</u>	<u>Operating Expense</u>	<u>Non-Oper Expense</u>	<u>Net Income/ (Deficit)*</u>
Metro Transit	\$ 334.8	\$ 307.1	\$ 28.3	\$ (0.6)
Gateway Arch Tram	10.0	6.6	1.5	1.9
Riverfront Attractions	3.7	3.2	0.0	0.5
St. Louis Downtown Airport	1.9	1.8	0.0	0.1
St. Louis Regional Freightway	0.5	0.6	0.0	(0.1)
Executive Services	5.0	4.0	0.0	1.0
Research Institute	0.0	0.0	0.0	0.0
Arts In Transit Inc.	0.1	0.1	0.0	0.0
Health Self Insurance Fund	41.8	41.8	0.0	0.0
Casualty Self-Insurance Fund	5.5	7.2	0.0	(1.7)
Workers' Comp Self-Insurance Fund	7.0	8.1	0.0	(1.1)
Eliminations	(49.4)	(49.4)	0.0	0.0
Total	\$ 360.9	\$ 331.1	\$ 29.8	\$ 0.0

Operating Budget
 (\$ In millions)

	FY 2022			
	Total Revenue	Operating Expense	Non-Oper Expense	Net Income/ (Deficit)*
Metro Transit	\$ 344.8	\$ 316.1	\$ 29.2	\$ (0.5)
Gateway Arch Tram	10.3	6.8	1.5	2.0
Riverfront Attractions	3.8	3.3	0.0	0.5
St. Louis Downtown Airport	1.9	1.8	0.0	0.1
St. Louis Regional Freightway	0.5	0.6	0.0	-0.1
Executive Services	5.1	4.1	0.0	1.0
Research Institute	0.0	0.0	0.0	0.0
Arts In Transit Inc.	0.1	0.1	0.0	0.0
Health Self Insurance Fund	43.9	43.9	0.0	0.0
Casualty Self-Insurance Fund	5.7	7.4	0.0	-1.7
Workers' Comp Self-Insurance Fund	7.2	8.3	0.0	-1.1
Eliminations	(51.6)	(51.6)	0.0	0.0
Total	\$ 371.7	\$ 340.8	\$ 30.7	\$ 0.2

Capital Budget
 (In millions)

	FY 2020	FY 2021	FY 2022	Total
Metro Transit	\$ 324.4	\$ 243.2	\$ 178.6	\$ 746.2
Gateway Arch	0.7	4.5	3.1	8.3
Riverfront Attractions	0.4	0	0	0.4
St. Louis Downtown Airport	0.4	2.1	6.1	8.6
Total	\$ 325.9	\$ 249.8	\$ 187.8	\$ 763.5

Previous Committee Action:

This item was presented at the May 31, 2019, Audit, Finance and Administration Committee meeting, and it has been recommended by the Committee for approval.

Board Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve the Operating and Capital Budget FY 2020 – 2022.

Attachments:

1. Bi-State Development Operating and Capital Budget FY 2020 – 2022
2. Budget Presentation

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-
STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE FY2020 BI-STATE DEVELOPMENT AGENCY
OPERATING AND CAPITAL BUDGET**

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 under the Compact to construct, maintain, own and operate passenger transportation facilities; to disburse funds for this and its other lawful activities ; to fix salaries and wages of its officers and employees; to perform all other necessary and incidental functions; and

Whereas, the Compact requires that the Agency shall not incur any obligations for salaries, office or other administrative expenses, prior to making appropriations adequate to meet the same; and

Whereas, therefore, Board Policy 30.030 requires the President & CEO to prepare an annual operating and capital budget to be presented to and approved by the Board of Commissioners at a regularly scheduled meeting prior to the beginning of each new fiscal year; and

Whereas, a detailed presentation of the Bi-State Development Agency's proposed FY2020 Operating and Capital Budget was presented for discussion at the Board's Audit, Finance and Administration Committee Meeting on May 31, 2019; and.

Whereas, this proposed FY2020 budget was presented to and discussed by the Board at its Committee meeting on May 31, 2019, and is being considered for final approval at its next regularly scheduled Board meeting on June 28, 2019; and

Whereas, it is feasible, necessary and in the public interest to approve the Bi-State Development Agency's FY2020 Operating and Capital Budget, 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 FY2020 Operating and Capital Budget. Pursuant to this Resolution and the Compact and for the authorized Agency purposes set forth in the preambles hereof, the Board of Commissioners approves the Bi-State Development Agency's FY2020 Operating and Capital Budget, 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

Chairman, Vice Chairman, the President & CEO, and the Senior Vice President and Chief Financial Officer or Designated Individual, are hereby authorized and directed to execute and file 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. 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 every part, section and subsection of this Resolution shall be separate and severable from every other part, section and subsection hereof, and 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 shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall 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. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Resolution.

Section 6. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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. Governing Law. The laws of the States of Missouri and Illinois shall govern 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 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING APPLICATIONS FOR ASSISTANCE
UNDER THE FEDERAL EMERGENCY MANAGEMENT
AGENCY TRANSIT SECURITY GRANT PROGRAM**

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 Section 70.370 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1 *et. seq.*, jointly referred to as the "Compact", to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states of other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the United States Department of Homeland Security (DHS), Federal Emergency Management Agency (FEMA) provides competitive funding that may be used for specific projects that strengthen the critical infrastructure of transit systems; and

Whereas, any contract for financial assistance under the Transit Security Grant Program ("Program") will impose certain obligations upon the Agency, including the provision by it of the local share of the project costs; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2020 Audit, Finance, and Administration Committee meeting on May 31, 2019, and is being considered for final approval at its next regularly scheduled Board meeting on June 28, 2019; and

Whereas, it is feasible, necessary and in the public interest to annually file and execute applications with the Department of Homeland Security's (DHS), Federal Emergency Management Agency (FEMA) for assistance under the Transit Security Grant Program, 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 hereto as fully and completely as if set out in this Section 1.

Section 2. Approval of Filing Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing and execution of grant applications to the FEMA for assistance under the Transit Security Grant Program, 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 Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Senior Vice President and CFO or Designated Individual are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board intends to adopt each 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 is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5. Payment of Expenses. The Senior 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 the Resolution.

Section 6. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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. Governing Law. The laws of the States of Missouri shall govern this Resolution.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage by the Board of Commissioners.

ADOPTED by the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE FILING AND EXECUTION OF
GRANT AGREEMENTS WITH THE MISSOURI HIGHWAY
AND TRANSPORTATION COMMISSION**

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 Sections 70.730 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1, *et. seq.*, and by the Compact, to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states or other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the Missouri Department of Transportation (“MoDOT”) is authorized to make grants for general public transportation projects for 49 U.S.C. Section 5309 assistance; and

Whereas, a grant agreement with MoDOT for financial assistance imposes certain obligations on the Agency, including the requirement that the Agency provide its local share of a project’s cost; and

Whereas, it is the goal of the Agency to provide the best transit system that it can with the funds available; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2020 Audit Finance and Administration Committee meeting on May 31, 2019, and is being considered for final approval at its next regularly scheduled Board meeting on June 28, 2019; and

Whereas, it is feasible, necessary and in the public interest to annually file grant applications with MoDOT for 49 U.S.C. Section 5309 assistance, and to execute grant agreements related thereto, 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 HERE RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

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

Section 2. Approval of the Filing of Grant Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing of grant applications with MoDOT for 49 U.S.C. Section 5309 assistance, and the execution of related grant agreements, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the Preambles hereto and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation, the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Senior Vice President and CFO or Designated Individual, are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board of Commissioners intends to adopt each 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 is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Resolution.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this resolution upon any person or entity other than the Agency and MoDOT.

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. Governing Law. The laws of the States of Missouri shall govern 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 on this 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING GRANT APPLICATIONS AND GRANT
AGREEMENTS WITH THE STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION**

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 Sections 70.730 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1, *et. seq.*, and by the Compact, to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states of other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and.

Whereas, the Agency may apply to the State of Illinois Department of Transportation (“IDOT”) to acquire grant funding for information and/or communications systems projects, facility improvements, support equipment, bus and other revenue and support vehicles, fare equipment, shop equipment, and other associated capital projects, and to amend any such existing grants or grant applications; and

Whereas, the Agency may execute a certain capital agreement (“Agreement”) with IDOT in order to obtain grant assistance under the provisions of 20 ILCS 2705/*et. seq.*, 20 ILCS 5/5-675 and 30 ILCS 415/1, *et seq.*, and may execute amendments to any such existing grant agreements with IDOT; and

Whereas, it is the goal of the Agency to provide the best transit system that it can provide with the available funds; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2020 Audit, Finance and Administration meeting on May 31, 2019, and is being considered for final approval at its next regularly scheduled Board meeting on June 28, 2019; and.

Whereas, it is feasible, necessary and in the public interest for the Agency to annually file and amend grant applications and execute and amend grant agreements with IDOT, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF DIRECTORS 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 hereto as fully and completely as if set out in this Section 1.

Section 2. Approval of Filing of Grant Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing and amendment of grants and grant applications with IDOT for capital improvements, and the execution of grant agreements and amendments with IDOT, under and pursuant to

this Resolution and the Compact for the authorized Agency purposes set forth in the Preambles hereto and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Senior Vice President and CFO or Designated Individual, are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board of Commissioners intends to adopt each 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 is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5. Payment of Expenses. The Senior 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 Grant Applications and Agreements.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this resolution upon any person or entity other than the Agency and IDOT.

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. Governing Law. The laws of the States of Missouri and Illinois shall govern 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 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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: _____

**A RESOLUTION AUTHORIZING THE FILING OF APPLICATIONS, AMENDMENTS,
CERTIFICATIONS, ASSURANCES AND AGREEMENTS RELATING TO ANY GRANTS
FOR WHICH THE BI-STATE DEVELOPMENT AGENCY APPLIES FROM
THE UNITED STATES DEPARTMENT OF TRANSPORTATION**

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 Federal Transit Administration (“FTA”) is an operating entity of the United States Department of Transportation (“DOT”) for the purpose of administering Federal transportation assistance as authorized by 49 U.S.C. Chapter 53, by certain provisions under Title 23 of the United States Code, and by certain other Federal statutes that provide funding for public transportation purposes and is administered by the FTA; and

Whereas, the FTA has been delegated the authority to award Federal financial assistance for transportation projects; and

Whereas, grants for Federal financial assistance impose certain obligations upon the Agency; and

Whereas, the Agency is a Designated Recipient of Federal transportation assistance previously authorized under SAFETEA-LU and MAP-21 legislation for funding through the Urbanized Area Formula Program, 49 U.S.C. 5307; the Capital Investment Program (Fixed Guideway Modernization, New Starts), 49 U.S.C. 5309; the Clean Fuels Bus, 49 U.S.C. 5309; the Bus and Bus Livability, 49 U.S.C. 5309; the Alternatives Analysis, 49 U.S.C. 5339; the Bus and Bus Facility Formula, 49 U.S.C. 5339 and is an authorized sub-recipient of funds under the Job Access and Reverse Commute Program, 49 U.S.C. 5316; and the New Freedom Program, 49 U.S.C. 5317; the Public Transportation Emergency Relief, 49 U.S.C. 5324; the Asset Management, 49 U.S.C. 5326; the State of Good Repair, 49 U.S.C.5337; and is an authorized recipient of funds under the Enhanced Mobility of Seniors and Individuals with Disabilities, 49 U.S.C. 5310 and is an authorized recipient of CMAQ and STP funds, 23 U.S.C. 149 and 49 U.S.C. 5307; and

Whereas, the Agency is a Designated Recipient of Federal transportation assistance through the current FAST Act legislation for funding through the Urbanized Area Formula Program, 49 U.S.C. 5307; the Capital Investment Program (New Starts), 49 U.S.C. 5309; the Bus and Bus Facility Formula, 49 U.S.C. 5339; the Public Transportation Emergency Relief, 49 U.S.C. 5324; the Asset Management, 49 U.S.C. 5326; the State of Good Repair, 49 U.S.C.5337; and is an authorized recipient of funds under the Enhanced Mobility of Seniors and Individuals with Disabilities, 49 U.S.C. 5310; and is an authorized recipient of CMAQ and STP funds, 23 U.S.C. 149 and 49 U.S.C. 5307; and

Whereas, the Agency is a Designated Recipient of Federal transportation assistance through the 2014 TIGER Discretionary Grants program, made available under the Consolidated Appropriations Act, 2014 (Pub. L. 113-76, January 17, 2014); and

Whereas, the FTA is required by Federal statute to obtain specific annual certifications for its formula grant program for urban areas; and

Whereas, the FTA allows the Agency to certify compliance with all of the certifications and assurances that are pertinent to each grant for which the Agency may wish to apply; and

Whereas, Counsel for FTA Region 7 has requested that the Board of Commissioners grant the Agency multi-year authority to certify such compliance; and

Whereas, this Resolution will be applicable for FY2020 – FY2022; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2020 Audit, Finance and Administration Committee meeting on May 31, 2019, and is being considered for final approval at its next regularly scheduled Board meeting on June 28, 2019; and

Whereas, it is necessary and in the public interest for the Agency to approve the execution and filing of application(s) on behalf of the Agency to the DOT/FTA for Federal assistance, the filing of the annual certifications and assurances that are pertinent to each grant for which the Agency may wish to apply to the DOT/FTA and the authorization to execute grant and cooperative agreements with the DOT/FTA on behalf of the Agency, 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 hereto as fully and completely as if set out in this Section 1.

Section 2. Approval to Execute and File Applications for Federal Assistance. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and CFO, or Designated Individual are authorized to execute and file application(s) on behalf of the Agency to the DOT/FTA for Federal assistance authorized by 49 U.S.C. Chapter 53, by Title 23 of the United States Code or by other Federal statutes that provide funds for public transportation or other purposes and are administered by the DOT/FTA during FY19, FY20 and FY21, 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. Approval to Execute and File the Annual Certifications and Assurances. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and CFO, or Designated Individual are authorized in FY20, FY21 and FY22 to execute and file with the Agency's application(s) the annual certifications and assurances and other documents required by the DOT/FTA before a Federal assistance grant or cooperative agreement can be awarded.

Section 4. Approval to Execute Grant and Cooperative Agreements. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and CFO, or a Designated Individual are authorized to execute grant and cooperative agreements with the DOT/FTA on behalf of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District during FY20, FY21 and FY22.

Section 5. Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Senior Vice President and CFO, or a Designated Individual are hereby authorized and directed to execute all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 6. 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 herein, and that the Board of Commissioners intends to adopt each 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 is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 7. Payment of Expenses. The Senior 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 the Resolution.

Section 8. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

Section 9. 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 10. Governing Law. The laws of the States of Missouri shall govern this Resolution.

Section 11. Effective Date. This Resolution shall be in full force and effect from and after its passage by the Board of Commissioners.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District on this 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT AUTHORIZING THE EXECUTION OF
GRANT AGREEMENTS WITH THE MISSOURI HIGHWAY
AND TRANSPORTATION COMMISSION (MODOT)
FOR STATE OPERATING ASSISTANCE**

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 plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease and to plan, construct, operate, and maintain or lease to others for operation or maintenance, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; 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; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the Chief Engineer of the Missouri Department of Transportation (MoDOT) is authorized to make operating assistance grants for general public transportation projects; and

Whereas, the contract for financial assistance will impose certain obligations upon the Agency, including the requirement that the Agency provide its local share of a project’s cost; and

Whereas, it is the goal of the Agency to provide the best transit system that can be provided with the funds that are available; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2020 Audit, Finance and Administration Committee meeting on May 31, 2019, and is being considered for final approval at its next regularly scheduled Board meeting on June 28, 2019; and

Whereas, it is feasible, necessary and in the public interest to execute grant agreements with MoDOT for state operating assistance, 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 Execution of Grant Agreements. The Board of Commissioners hereby approves the execution of grant agreements with MoDOT for state operating assistance, 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 Chairman, Vice Chairman, President and CEO and Senior Vice President and CFO or Designated Individual are hereby authorized and directed to execute and file all documents and agreements 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 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. Payment of Expenses. The Senior 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 Grant Agreements.

Section 6. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency and the MoDOT.

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. Governing Law. The laws of the States of Missouri shall govern 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 on this 28th day of June, 2019.

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

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

By _____
Its _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT AUTHORIZING THE EXECUTION OF
A SUB-AWARD GRANT AGREEMENT WITH THE
EAST-WEST GATEWAY COUNCIL OF GOVERNMENTS**

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 plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease and to plan, construct, operate, and maintain or lease to others for operation or maintenance, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; 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; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, East-West Gateway Council of Governments (EWGCOG) is the metropolitan planning organization (MPO) for the area and has vested legal authority and responsibility for developing and adopting plans for the region’s surface transportation system and is authorized to make sub-awards through the Unified Planning Work Program (UPWP) which addresses regional planning priorities; and

Whereas, it is the goal of the Agency to provide the best transit system that can be provided with the funds that are available; and

Whereas, EWGCOG desires to make a sub-award to the Agency through the UPWP in order to further Agency transit system planning and development; and

Whereas, the financial assistance sub-award grant will impose certain obligations upon the Agency, including the requirement that the Agency provide its local share of the project costs; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2020 Audit, Finance, Administration Committee meeting May 31, 2019, and is being considered for final approval at its next regularly scheduled Board meeting on June 28, 2019; and

Whereas, it is feasible, necessary and in the public interest to annually execute with East-West Gateway Council of Governments a sub-award grant Agreement through the Unified Planning Work Program for transit system planning and development, 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 Sub-award Grant Agreement. The Board of Commissioners hereby approves the sub-award grant Agreement through the Unified Planning Work Program with East-West Gateway Council of Governments for transit system planning and development, 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 Chairman, Vice Chairman, President and CEO and Senior Vice President and CFO or Designated Individual, 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 Agreement 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 East-West Gateway Council of Governments.

Section 8. Governing Law. The laws of the State of Missouri shall govern this Resolution and the Agreement.

Section 9. 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 Agreement.

Section 10. Payment of Expenses. The Senior 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 Agreement.

Section 11. 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 on this 28th day of June, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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 _____

Resolution 979
Bi-State Development Agency Board of Commissioners
June 28, 2019
FY20 Approval of Sub-Award Grant Agreement With EWGCOG
Page 2

**A RESOLUTION OF THE BOARD OF COMMISSIONER OF THE
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT AUTHORIZING THE FILING OF
GRANT APPLICATIONS AND EXECUTION OF GRANT AGREEMENTS
WITH THE FEDERAL AVIATION ADMINISTRATION AND THE
ILLINOIS DEPARTMENT OF TRANSPORTATION DIVISION OF AERONAUTICS**

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”);

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 airports and terminal facilities; to acquire by gift, purchase or lease and to plan, construct, operate, and maintain or lease to others for operation or maintenance, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; 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; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the Federal Aviation Administration (FAA) and the Illinois Department of Transportation (IDOT) Division of Aeronautics are authorized to make grants for aviation and public transportation projects; and

Whereas, the Agency accepts all grants from State and Federal sources such as the FAA and IDOT Division of Aeronautics for airport infrastructure improvements including but not limited to runway, taxiway, and apron construction/rehabilitation; airfield lighting, signage, drainage, and navigation aids; safety area improvements; special-purpose airport vehicles and equipment; fuel storage and distribution systems; aircraft hangers; automobile roadways and parking lots; planning, engineering, environmental studies; and land acquisitions; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2020 Audit, Finance and Administration Committee meeting on May 31, 2019, and is being considered for final approval at its next regularly scheduled Board meeting on June 28, 2019; and

Whereas, it is feasible, necessary and in the public interest to file grant applications with FAA and IDOT, and to execute grant agreements related thereto, 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 Filing of Grant Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing of grant applications with the FAA and IDOT Division of Aeronautics and the execution of related grant agreements, 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 Chairman, Vice Chairman, President & CEO, and the Senior Vice President and CFO or Designated Individual are hereby authorized and directed to execute and file all documents and agreements 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 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. Payment of Expenses. The Senior 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 the Resolution and the Grant Applications and Agreements.

Section 6. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency and the Federal Aviation Administration and the Illinois Department of Transportation Division of Aeronautics.

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 Grant Applications and Agreements.

Section 8. Governing Law. The laws of the States of Missouri and Illinois shall govern 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 on this 28th day of June, 2019.

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

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

By _____
Its _____

[SEAL]

ATTEST:

By _____
Deputy Secretary of the Board of Commissioners

Open Session Item 12
Attachment 1

Bi-State Development

Operating and Capital Budget FY 2020 – 2022

(Hard copy of information was distributed to the Board of Commissioners, prior to the May 31, 2019, Audit, Finance & Administration Committee Meeting.)

[Link: Proposed FY 2020-2022 Budget](#)

Bi-State Development

Budget Presentation

FY 2020 – 2022

(Hard copy of information was distributed to the Board of Commissioners, prior to the May 31, 2019, Audit, Finance & Administration Committee Meeting.)

[Link: May 31, 2019 - Budget Presentation](#)

Open Session Item

13

**Bi-State Development
Board of Commissioners
Agenda Item
June 28, 2019**

From: Taulby Roach, President and CEO
Subject: **Revision to Board Policies – Section 10.070 – Public Meetings**
Disposition: Approval
Presentation: Barbara Enneking, General Counsel

Objective:

To present to the Board for approval, a revision to Bi-State Development (BSD) Board Policies, Section 10.070 – Public Meetings. The objective of the revision is to update the Board Policies in recognition of the importance of Agency transparency and accountability to its constituents. The Current Policy, Proposed Policy (Redlined), and Proposed Policy (Final/Clean) are attached.

Committee Disposition:

This item has not been presented to any Committee, however, due to the interest and recommendations of the Board, as expressed at the May 14, 2019, Operations Committee meeting, regarding the conduct of open and closed Board meetings, the President and CEO has placed this item on the Agenda for the Board of Commissioners' meeting on June 28, 2019.

Background:

As a public entity, BSD recognizes the importance of conducting its business with openness, transparency and accountability with its constituents, as stated in Section 10.070 of the BSD Board Policies. However as an interstate compact agency, the courts have held that BSD is not subject to the requirements of the Missouri Sunshine Act or the Illinois Freedom of Information Act which govern open records in those states. [*See, e.g., C.T. Hellmuth & Associates, Inc. v. Washington Metropolitan Area Transit Auth.*, 414 F. Supp. 408 (D. Md. 1976) (interstate compact authority was not subject to public information laws of one state); *see also KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008).] Therefore, in an effort to transact its business in the most equitable manner, the BSD Board has adopted its own distinct Board Policies to govern its public meetings and public records.

Like most public entities, records of BSD are open, however, Section 10.080 governing records, lists 17 reasons under which records of BSD may be closed. These exceptions were drafted based upon a review of the exceptions of both the Missouri and Illinois laws, and are designed to reflect those exceptions. (Section 10.080, Board Policies.) Further, the Board may close its meetings, or any part thereof, pursuant to Board Policy, Section 10.070(B)(5), for any of the circumstances listed for closing records in BSD's Public Records Policy. Consequently, if the subject to be discussed by the Board is provided as an exception to its Public Record Policy then closing the meeting, or a portion of the meeting, is appropriate.

Analysis:

It is acknowledged that BSD wishes to continue to be transparent and open with its constituents and the public. Furthermore, it has been the practice of BSD to enter into closed (executive) session meetings for the discussion of confidential matters in accordance with its Board Policies. However in an effort to accommodate even greater openness in the conduct of Board business, suggestions from the Board were advanced to revise its public meeting policies so as to enhance its relationship and credibility with the public.

The revisions to Board Policy, Section 10.070 – Public Meetings will include:

- Notice of a closed meeting or closed (executive) session will state for each agenda item the reason for holding such closed meeting or (executive) session;
- Motion to go into closed meeting or closed (executive) session will state the reason for holding such closed or (executive) session;
- 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;
- A roll call vote during closed (executive) session shall be required to resume open session;
- The Board will review the minutes of closed Board and Committee meetings or (executive) sessions periodically, but no less than twice a year to determine if it is no longer necessary to protect the public interest or the privacy of an individual by keeping the minutes private;
- If a meeting to review the closed minutes is not held by the Board the General Counsel will make the determination;
- All Board and Committee meetings of the Board will be recorded both open and closed. Recordings of the open meetings will be an open BSD record; and
- Recordings of closed meetings or closed (executive) sessions are not open to the public and not required to be reviewed and will be destroyed after 18 months provided the Board has approved the minutes of the closed meeting.

Board Action Requested:

It is requested that the Board of Commissioners approve the revised Board Policies, Section 10.070 – Public Meetings as provided in Attachment 3. In addition it is requested that the Chair of the Board of Commissioners designate that the proposed revision to Board Policies, Section 10.070 – Public Meetings, 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 June 28, 2019.

Attachments:

1. Current Board Policies, Section 10.070 – Public Meetings
2. Proposed (Redlined) Board Policies, Section 10.070 - Public Meetings
3. Final Proposed Board Policies, Section 10.070 – Public Meetings

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF
THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
TO APPROVE REVISIONS TO BOARD POLICY,
SECTION 10.070 – PUBLIC MEETINGS**

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, Board Policy, Section 70.010 – Public Meetings, indicates the Board’s recognition of the importance of BSD transparency and accountability to its constituents and provides for the open conduct of the Board’s meetings; and

Whereas, in an effort to accommodate further openness in the conduct of BSD business at Board meetings the Board has recommended that certain new measures be implemented; and

Whereas, the Board discussed revisions to Board Policy, Section 10.070 – Public Meetings, at the May 14, 2019 Operations Committee meeting and indicated the desire that the measures be implemented as soon as approved therefore requiring the Board waive tabling the proposed revisions to the Policy 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 and adopt Board Policy, Section 10.070 - Public Meetings Revisions, which provide for further openness of Board meetings and waive tabling of the revisions to Board Policy, Section 10.070 – Public Meetings, so that they are effective upon Board approval, 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 approves and adopts Board Policy, Section 10.070 – Public Meetings Revisions, waives tabling of the Board Policy Section 10.070 – Public Meetings Revisions so that they are effective upon Board approval, 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 Section 10.070 Revisions. The form of the Board Policy, Section 10.070 - Public Meetings Revisions (as provided in the Attachments to the Briefing Paper 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 Board Policy Section 10.070 Revisions, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to affect the Board Policy Section 10.070 – Public Meetings 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 Senior 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 28th day of June, 2019.

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

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

By _____
Its _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 13
Attachment 1

Section 10.070 Public Meetings (revised 9/26/08 and 09/23/16)

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 hours’ 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 9/26/08 and 09/23/16) Notice of any closed meeting or vote 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). Any motion to go into closed (executive) session will state the reason for holding such closed (executive) 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 9/26/08 and 09/23/16) 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; and
3. a roll call vote during open session on the vote to go into closed (executive) session;
4. a roll call of all votes taken during closed (executive) session; and
5. 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. Minutes of meetings closed to the public or closed (executive) sessions shall be available only after the Board determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential. In determining whether closed minutes and votes should be opened, the Agency shall be guided by its Public Records Policy and the exemptions set forth therein, and whether any matters considered in such closed meetings or sessions have since become public. The minutes or any parts thereof, and vote on such matter may be made public at the discretion of the Board and identified in the open meeting minutes as "Closed Session Items Made Public."

Open Session Item 13
Attachment 2

Section 10.070 Public Meetings (revised ~~09/26/08,~~ and 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.

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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.

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5.6. 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.

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E. Minutes. (revised ~~09/26/08,~~ and 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; ~~and~~
3. a roll call vote during open session on the vote to go into closed (executive) session;
4. a roll call ~~vote of all votes~~ taken during closed (executive) session to resume open session; ~~and~~
- 4.5. a roll call vote taken in open session of all matters proposed for final action during closed (executive) session; and
- 5.6. 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 Minutes of meetings closed to the public or closed (executive) sessions shall be available only after the Board determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping the minutes them 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. In determining whether closed minutes and votes should be opened, the Agency shall be guided by its Public Records Policy and the exemptions set forth therein, and whether any matters considered in such closed meetings or sessions have since become public. The minutes or any parts thereof, and vote on such matter may be made public at the discretion of the Board and identified in the open meeting minutes as "Closed Session Items Made Public."

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.

Open Session Item 13
Attachment 3

Section 10.070 Public Meetings (revised 09/26/08, 09/23/16 and 06/28/19)

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3. a roll call vote during open session on the vote to go into closed (executive) session;
4. a roll call vote 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 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.

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**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS
NOMINATING COMMITTEE
(TELECONFERENCE MEETING)
OPEN SESSION MINUTES
WEDNESDAY, JUNE 12, 2019**

Committee Members in Attendance

Constance Gully (via phone)
Michael S. Buehlhorn (via phone)
Aliah Holman (via phone)
Justin Zimmerman (via phone)

Other Commissioners in Attendance

Rose Windmiller (via phone)

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Charles Stewart, Executive Vice President Organizational Effectiveness
Jim Cali, Director of Internal Audit

A meeting of the Nominating Committee of the Board of Commissioners of Bi-State Development was held at 4:00 p.m. on Wednesday, June 12, 2019, by telephone conference call, in the Board Conference Room of Headquarters, located at 211 North Broadway, 6th Floor, St. Louis, Missouri, 63102.

Pursuant to the By-Laws and Board Policies, the following members of the Board of Commissioners had previously been appointed by Board Chair Constance Gully, to serve on the Nominating Committee: Constance Gully (Missouri), Michael Buehlhorn (Illinois), Aliah Holman (Missouri), and Justin Zimmerman (Illinois).

Chairman Gully called the meeting to order at 4:00 p.m., and a roll call was taken, as noted above.

Chairman Gully stated that she is proposing the following slate of officers for 2019-2020, based upon the By-Laws, the current officers serving, and the tenure of the Commissioners:

Michael Buehlhorn (Illinois), Chair
Aliah Holman (Missouri), Vice-Chairman
Justin Zimmerman (Illinois), Treasurer
Vernal Brown (Missouri), Secretary

Chairman Gully noted that upon a change in the Office of Chair, the next Chairman should be a Commissioner from the State of Illinois.

Commissioner Buehlhorn moved that the proposed slate of officers be officially nominated for the offices indicated, and that the slate be forwarded to the full Board of Commissioners for approval at its next regular meeting on Friday, June 28, 2019, with the new slate of Officers to become effective immediately upon the adjournment of the meetings on June 28, 2019. The motion was seconded by Commissioner Holman.

Commissioner Windmiller posed questions regarding whether other nominations can be suggested and the nominating process. Discussion was held. Commissioner Windmiller suggested that the Board Policies and By-Laws may need to be revised to clarify the process.

Chairman Gully noted that she is recommending the proposed slate, based upon the Commissioners currently serving as officers, and is recommending Commissioner Brown as Secretary, due to the fact that that this seat should be held by a Missouri Commissioner, and Commissioner Brown is the next longest serving member of the Board from Missouri.

Commissioner Windmiller stated that the current nomination process does not seem to allow much opportunity for other Commissioners to weigh in on the decision. Chairman Gully noted that the proposed slate is only the Nominating Committee's recommendation, and the slate would not move forward, without a majority vote of the Commissioners from both Illinois and Missouri. Commissioner Windmiller made note of the overlap of those serving on the Executive Committee and the Nominating Committee. Commissioner Zimmerman asked if anyone would like to propose a different slate of officers. There being no other proposals or recommendations, Chairman Gully called for a roll call vote on the motion, with the results being as follows:

Michael Buehlhorn – Aye
Aliah Holman – Aye
Constance Gully – Aye
Justin Zimmerman – Aye
Rose Windmiller – Aye

Motion passed 5 to 0, with no abstentions.

With no further business appearing before the Committee, Commissioner Buehlhorn moved that the meeting be adjourned. The motion was seconded by Commissioner Holman. The motion passed, and the meeting was adjourned at 4:15 p.m.

Open Session Item

15

VISION



The Metro Transit team is committed to meeting the ever-changing needs of our customers and the communities we serve. We will continue to deliver service that our customers trust and depend on, while we work to create a more secure, more attractive and productive transit system. This new Metro Transit is centered around the experiences of our customers, and will be intended to deliver safe, reliable personal mobility solutions that connect our customers to the opportunities the St. Louis region offers.

Jessica Mefford-Miller

Jessica Mefford-Miller
Executive Director, Metro Transit

METRO TRANSIT OPERATIONS REPORT

May 14, 2019
Operations
Committee Meeting



PERFORMANCE

Metro Transit Operations At-A-Glance

3rd Quarter FY19 Performance Measure	MetroBus Fixed Route + Special Services	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
System Ridership	5,259,800	(3.7%)	2,986,100	(1.9%)	128,900	(5.1%)
Missouri	4,702,500	(4.3%)	2,986,000	(1.9%)	128,900	(5.1%)
Illinois	559,000	1.5%	569,200	(1.1%)	--	--
Revenue Miles	4,526,800	(0.7%)	756,700	(1.9%)	1,301,700	0.7%
Revenue Hours	336,800	(0.7%)	32,400	(-1.4%)	71,700	0.7%
On-Time Performance	93.0%	(1.1%)	98.2%	(-0.1%)	90.8%	2.8%
MetroBus + MetroLink Passenger Revenue	\$8,251,800	(1.3%)	Call-A-Ride TMA + Passenger Revenue		\$401,600	1.0%
MetroBus + MetroLink Average Fare	\$1.03	(1.3%)	Call-A-Ride Average Fare		\$3.11	1.0%

Metro Transit - Reimagining Mobility

BUDGET ADHERENCE

Budget & Expenses

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	Actual	Budget	Budget Variance Over/(Under)	Budget Variance %
Total Operating Expenses	\$233,463,307	\$238,346,147*	\$4,882,840*	(2.0%*)
Passenger Revenue	\$29,912,317	\$30,777,761	(865,444)	(2.8%)
Total Operating Miles (MetroBus)	5,193,100	5,182,100	11,000	0.2%
Total Operating Hours (MetroBus)	363,300	364,400	(1,100)	(0.3%)
Total Operating Miles (MetroLink)	765,500	776,800	(11,300)	(1.5%)
Total Operating Hours (MetroLink)	32,950	33,550	(600)	(1.8%)

- ➔ *Wages and benefits remain favorable to budget, primarily due to vacancies.*
- ➔ *Ridership continues to fall, with notable loss in revenue for MetroBus and MetroLink.*

**Operating expenses shown here do not include the \$20M placeholder for additional security*

PRODUCTIVITY

Ridership & Service Levels

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus Fixed Route	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
Average Weekday Ridership	69,000	(-3.8%)	38,300	(-1.2%)	1,770	(-4.6%)
Passengers per Revenue Mile	1.2	(-3.0%)	3.9	+0.0%	0.1	(-5.7%)
Passengers per Revenue Hour	15.6	(-3.0%)	92.2	(-0.5%)	1.8	(-5.7%)

- ➔ *For the last 18 months, service productivity has held steady, with expected seasonal fluctuations.*
- ➔ *Looking ahead, we are hopeful that the Metro ReImagined service plan will more closely match service level to market demand, driving an increase in productivity beyond FY20.*

SYSTEM SAFETY

Vehicular Accidents

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
Preventable Accidents	48	2.1%	--	--	21	91%
Non-Preventable Accidents	97	0.0%	--	--	13	8.3%
FTA Reportable*	--	--	6	200%	--	--
Non FTA Reportable**	--	--	2	100%	--	--

- ➔ Preventable accidents increased in 3rd Quarter FY19, due to an increase in new operator hires.
- ➔ In recent months, Safety has introduced enhanced training initiatives to reduce the rise of preventable accidents.

*Meets FTA definition of “light rail” accidents

** Does not meet FTA “light rail” accident definition

AVAILABILITY & RELIABILITY

Absences & Extra-Board

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus	FY19 vs. FY18	*MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
% Unauthorized / Sick Of Total Work Days	3.6%	+0.3%	0.8%	(2.2%)	3.3%	0.8%
% Worker’s Compensation Of Total Work Days	2.6%	+0.8%	3.6%	+1.3%	2.8%	(1.8%)
% Calculated Extra-board	23%	(0.7%)	25%	+0.4%	28%	(3.0%)

- ➔ Absenteeism is a critical challenge for Metro Transit; a trend that is consistent across the industry.
- ➔ Management and labor continue to work to evaluate trends in absenteeism, and policy, contractual, and management strategies that can be applied to reduce overall absenteeism, specially unauthorized absence.

*All MetroLink figures only represents only January & February statistics

VEHICLE MAINTENANCE

Scheduled Maintenance

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
3 rd Q Routine Inspections	533	1.0%	329	(3.24%)	145	1.0%
YTD Percentage On-Time Inspections	99.63%	1.00%	99.5%	(0.40%)	96.65%	(3.35%)

- ➔ *The Vehicle Maintenance Division continues to consistently maintain its scheduled maintenance inspection program.*
- ➔ *The number of MetroLink inspections has diminished in FY19, due to a focus on maintaining and responding to failures across an aging fleet.*

VEHICLE MAINTENANCE

Vehicle Reliability

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
Delays	588	(9.26%)	173	1.09%	170	1.68%
Mean Distance Between Delays	28,660	1.09%	27,155	(11.69%)	25,740	(43.08%)

- ➔ *Metro continues to perform as an industry leader in vehicle reliability, resulting in more predictable service for our customers, and less maintenance emphasis on repairing equipment failures.*
- ➔ *The third quarter saw a drop in vehicle reliability for MetroLink, and a significant drop for Call-A-Ride. This increase in delays, and erosion in reliability, reflects a relative high average fleet age for both modes. These trends will only be reversed by vehicle replacement.*

CUSTOMER FEEDBACK

Commendations & Complaints

3rd Quarter
JAN – MAR
FY 2019



Operating Division	Performance Measure	FY19	FY18	FY19 vs. FY18
COMMENDATIONS	System Total	491	558	(12%)
	MetroBus Total	194	423	2.1%
	MetroLink Total	27	19	42%
	Call-A-Ride Total	232	92	152%
	Service Planning & Scheduling Total	27	12	125%
	Public Safety & Security Total	11	12	-8.3%
COMPLAINTS	Complaint Types			
MetroBus	MetroBus Total	643	630	2.1%
	Operator Performance	355	291	22%
MetroLink	MetroLink Total	68	92	(26%)
	Operator Performance	27	10	170%
Call-A-Ride	Call-A-Ride Total	75	51	47%
	Operator Performance	27	10	170%
Other	Vehicle Maintenance & Equipment Total	18	10	80%
	Customer Interaction Total	236	237	(0.4%)
	Service Planning & Scheduling Total	48	82	(42%)
	Public Safety & Security Total	113	153	(26%)

➔ *Increased personnel presence and communication regarding security continue to result in in notable reductions in security-related negative customer contacts.*

➔ *As Call-A-Ride continues to work to add necessary operators, we are seeing a decrease in on-time performance and a corresponding increase in negative customer contacts, which are typically very low for this team. This trend is expected to improve as personnel levels grow, and absenteeism is reduced.*

RIDERSHIP TRENDS

Fiscal Year Outlook

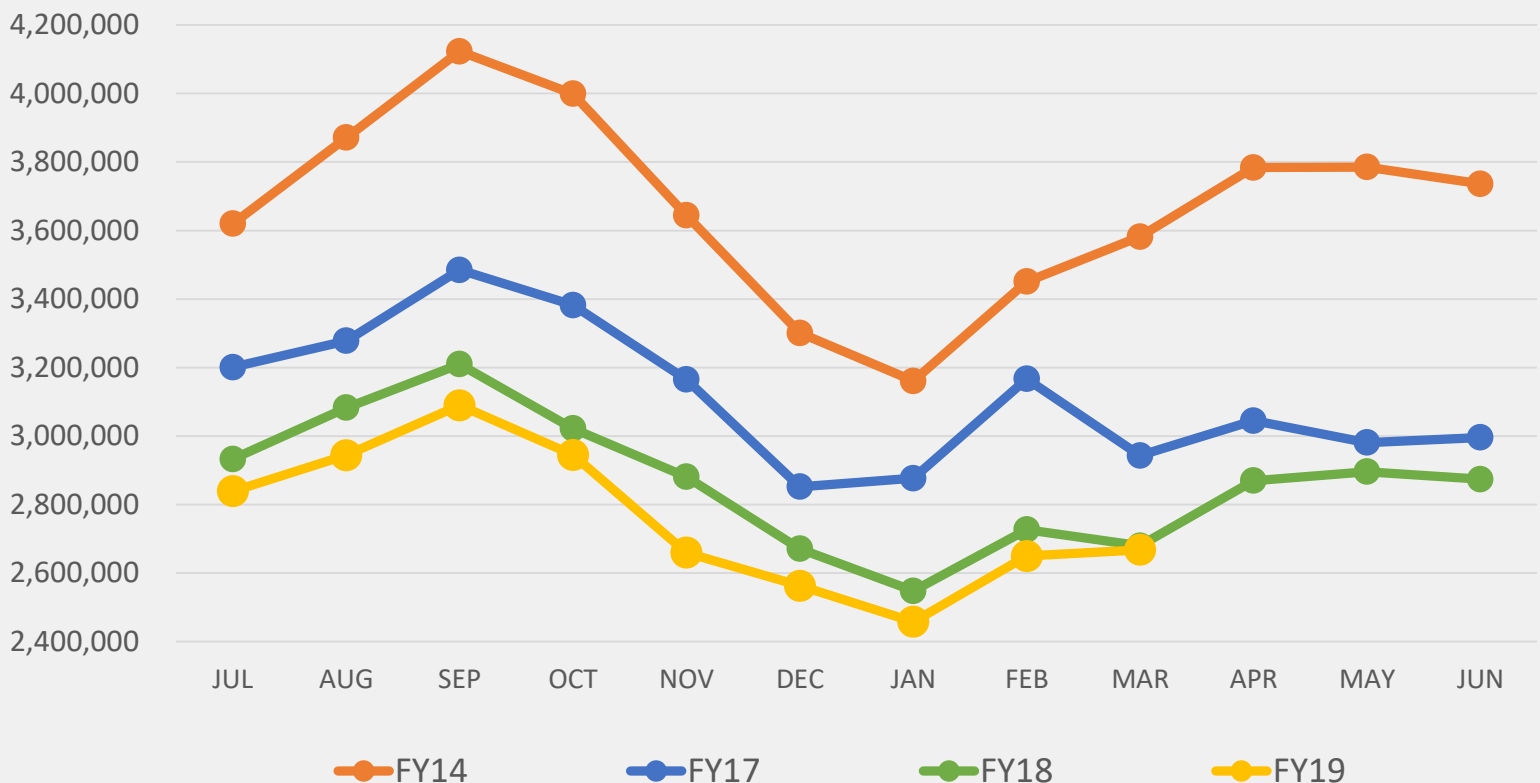
**FY17, FY18
& YTD FY19**



**vs.
Peak FY14
Ridership Levels**

- Sustained ridership declines since recent peak level ridership in FY14; generally follows national trends.**
- At (3.5%) system ridership decline rates in FY19 vs. FY18 are decelerating compared to decline rates in previous fiscal years.**
- At (3.9%) fixed-route passenger revenue decline rates in FY19 vs. FY18 are also decelerating, compared to decline rates in previous fiscal years.**
- Typically, long-term Call-A-Ride ridership trends are stable; however, recently Call-A-Ride figures are falling likely due to recent contractual changes with the Missouri Department of Mental Health.**

STANDARDIZED FIXED-ROUTE RIDERSHIP (TOTAL SYSTEM)



SECURITY UPDATE

Metro and our partners are committed to bolstering public safety on and around the Metro transit system, and in order to do that, we are in the process of developing an actionable public safety and law enforcement program.

APRIL 2019



Strengthening Relationships

- A well-coordinated network of law enforcement, public safety and contract security effectively deployed across the Metro Transit System is the most critical component of system security. Metro continues to work to strengthen relationships with law enforcement partners to execute the effective deployment of a coordinated security and police force.
 - On May 1, 2019, Metro and its partners commenced work on the Metro Transit System Security Assessment, a body of work following the MetroLink Security Assessment. This work will provide critical support necessary to create Metro's revised, comprehensive security program. This work will conclude in early 2020.
 - Metro and law enforcement partners continue to work toward the initial phase of a shared communication system in summer 2019. Ongoing work is focused on a governance policy for the initial talk group, and location and infrastructure requirements for a PSAP-supported dispatch center at an IL MetroLink Station location.
 - Metro is continuing to develop revised contracts for its three law enforcement partners, and has engaged industry expertise in scoping these contracts to ensure consistency with Metro's new direction for security.
 - Staff continues to actively participate in committees and stakeholder discussions focused on improving security across the transit system.

Teambuilding & Personnel Deployment

- Metro is defining the roles of each team tasked with providing security across the transit system, and is coordinating the deployment of these personnel.
 - Metro has redefined the leadership roles of our security program. In April 2019, Metro initiated a search process for the new lead of our comprehensive security program, the **General Manager of Public Safety**. This individual will provide strategic leadership to Metro Public Safety and will coordinate the work of law enforcement partners and contractors. The **Director of Security** will provide critical leadership to Metro's own Public Safety Officers. The **Manager of Contract Security** will provide leadership and oversight of Metro's contract security team.

SECURITY UPDATE

APRIL 2019



Creating Safer Spaces

- Metro is working to create vibrant, more attractive spaces where people feel safe. This is being accomplished through solutions that can be readily accomplished, as well as longer-term solutions that require investment.
 - Construction is underway for access control measures at five key MetroLink Stations including North Hanley, Delmar Loop, Forest Park – DeBaliviere, Central West End, and Fairview Heights. This construction will be complete in summer 2019.
 - Metro has begun the redesign of five original MetroLink Stations inclusive of Laclede’s Landing, Convention Center, 8th & Pine, Forest Park-DeBaliviere and Delmar MetroLink Stations. This redesign effort emphasizes placemaking, crime prevention through environmental design (CPTED), access control and public art. Reconstruction at these stations will occur incrementally at a pace dependent on available capital funding.

Leveraging Technology

- Technology is changing the way we think about mobility and security. Fare inspection, system surveillance and communications are critical tools for the deployment of an effective system safety and security program.
 - Following the approval of a memorandum of understanding (MOU) governing the sharing of our closed-circuit television (CCTV) camera feed in February 2019, staff is proceeding with the technical steps necessary to share this feed at the MetroLink Task Force Headquarters.
 - As we continue to monitor the success of pilot programs, staff is working to design a and assign resources to support a more permanent wifi program onboard Metro buses, MetroLink trains, and at key stations and operating facilities.

Open Session Item

16

From: Jessica Mefford-Miller, Executive Director, Metro Transit
Subject: *Metro ReImagined* Final Plan Update
Disposition: Information
Presentation: Jessica Mefford-Miller, Executive Director, Metro Transit

Objective:

To provide the Board of Commissioners with a progress overview of *Metro ReImagined*, Metro's vision for transit service for the next five to ten years. The *Metro ReImagined* plan is currently being finalized by Metro, with a public education campaign to share the updated bus network and service to launch in Spring/Summer 2019.

Background:

Travel patterns and preferences, and the array of mobility options available in metropolitan markets is rapidly changing. At the same time, transit systems across the country have experienced a decline in ridership in recent years, and Metro Transit (**Metro**) has been no exception. In order to respond to consumer demands and improve transit system productivity, some public transportation agencies have begun to examine the service they provide, to ensure that it better meets the market's travel demands in the most productive manner possible. The St. Louis region is facing similar challenges to our peers across the country, and determined that our transit network must evolve. In 2017, Metro engaged the consulting services and expertise of Transportation Management & Design, Inc. (**TMD**) to conduct a comprehensive operational analysis of transit service in the City of St. Louis and St. Louis County. Named *Metro ReImagined*, this examination and resulting plan for service offers a new vision for public mobility that is designed to improve Metro's system ridership, customer experience, and cost effectiveness. Additionally, this vision shifts Metro's role from a transportation provider to a convener of services that improves access to economic prosperity and enhanced quality of life.

Metro ReImagined is based on 18 months of in-depth analysis of system productivity, industry best practices, and public and customer feedback. Community outreach included engaging customers in Fall 2017 and Spring 2018, and dozens of meetings with key external partners and Metro staff. Those conversations generated approximately 2,200 total comments on the proposed modifications to bus service.

This analysis and engagement informed the development of guiding principles for the new network plan:

- Provide mobility based on existing and future needs
- Value personal mobility in the quality of life and economic vitality of the region
- Embrace national best practice strategies and innovative mobility options
- Work with our partners to build an effective and efficient integrated system
- Progress within our current and potential financial capacity

The BSD Operations Committee last received a project update in October 2018. Since then, Metro has shared the final draft of *Metro ReImagined* once again with its customers and the public, attending community meetings and holding individual conversations with concerned citizens, community leaders, and elected officials through Winter 2018-19. Vector Communications assisted with these outreach activities, and will continue to help with outreach strategy and execution of engaging customers through implementation of the service plan. Next, the Metro project team incorporated the final community feedback into a revised plan, which reflects not only the original analysis of system productivity and the fiscal constraints of our agency, but also a good-faith effort to be as responsive as possible to customer input.

Analysis:

The final *Metro ReImagined* plan is designed to create a more welcoming, intuitive transit experience for current and future customers. This plan outlines a core fixed-route MetroBus network that prioritizes service frequency and minimizes route deviations, and is supported by proposed market areas for “community mobility solutions” that will utilize alternative service strategies and new technologies to complete the transit network more effectively. This tiered network better matches service types to geographic markets across the region. Some of Metro’s route alignments will retain most of their current shape, while others are being modified to improve directness and travel time.

The main aspects of the service plan include:

- 10 high-frequency fixed routes that will provide **15-minute service** during varying periods of time in operating hours. Metro’s existing highest-performing bus routes – such as the #70 Grand and the #74 Florissant – will be included in this category, but riders will experience even greater frequency, especially during weekday daytime periods. These routes will serve markets across both the City of St. Louis and St. Louis County.
- The majority of the MetroBus routes in Missouri will operate primarily with frequencies of **30 minute service** during the daytime and 60 minutes during evenings and weekend periods. This tier of service will include some aberrations to that norm, either with 30-minute service during all operating hours, or 30-minute service only during peak hours or on certain segments of the route.
- Four **express routes** will provide only a few trips in the morning and evening peak operating hours on weekdays to serve specific job and population centers. These routes will operate with more limited stops and connect commuters directly to major employment centers including Downtown and the Central West End.
- For markets that may not be well suited for fixed-route, all-day service (due to low density, lack of transit-supportive infrastructure, or demand for short-distance trips), Metro will utilize a variety of **alternative mobility strategies**, such as on-demand services or limited fixed routes, that only operate at certain times of day. These services will complete Metro’s coverage, and are likely to be brokered by Metro and supported by partnerships with institutions and contracted operators.
- Weekend service will become uniform by route, such that any given route’s **Saturday and Sunday service will be the same**. This change should make service more predictable and simple.

Throughout Winter 2018, due to both customer input and financial constraints, a number of changes were implemented to achieve this final plan. These alterations included: changing route alignments to better suit community, employer, and institutional demands; further refining service frequency and span of service (for instance, removing early morning and late night trips across most routes) to reflect the greatest periods of demand; and tightening bus-to-bus connections at transit centers to create a more seamless network. This final *Metro ReImagined* plan reflects months of careful, balanced thought, in order to strengthen the transit network for the overall region, all within our existing financial capacity.

In Spring/Summer 2019, Metro/BSO staff along with Vector Communications will work together to both engage those customers who will be impacted by the plan, and to inform the general public about the improved ranges of services. These efforts are moving toward a Fall 2019 implementation.

Board Action Requested:

No action required; for information only.

Funding Source:

Funding is accommodated within the FY17-19 Operating Budget.

Open Session Item

17

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: Jessica Mefford-Miller, Executive Director Metro Transit
Subject: **Bi-State Safety Oversight Update**
Disposition: Information
Presentation: Andrew Ghiassi, Director of Safety; James Hickey, Illinois SSO Program Manager; Justin Sobeck, Missouri SSO Program Manager.

Objective:

To provide the Operations Committee and Bi-State Development Board of Commissioners with an annual status report on the safety of Metro's rail fixed guideway system, as well as to discuss the Federal Transit Administration's forthcoming regulations, and their impacts to enhancing Metro Transit's current robust system safety and loss control program.

Background:

Metro Transit's Bi-State Safety Oversight reports to the Federal Transit Administration (FTA) and is regulated by Title 49 CFR Part 659. FTA's Section 5329 of MAP 21 requires the Bi-State Safety Oversight to provide an annual status report on the safety of the rail fixed guideway system to the Bi-State Development Board of Commissioners. The Missouri Department of Transportation and Illinois Department of Transportation are appointed as the State Safety Oversight for Metro Transit and share a collaborate approach to implementing an FTA complaint Joint State Safety Oversight Program for Metro Transit.

Analysis:

The Bi-State Safety Oversight oversees MetroLink Operations & Maintenance by verifying compliance with the FTA and state regulations. Specific requirements of Metro's safety and security programs that are subject to the review of the BSSO include:

1. Review and approval of Metro's System Safety Program Plan (**SSPP**)
 - a. System Safety Program Plan: A mandated system safety and loss control plan with twenty one oversight elements to ensure and verify the safety of Metro's rail fixed guideway system.
2. Review and approval of Metro's System Security Plan (**SSP**)
 - a. System Security Plan: A mandated security plan to ensure and verify our response for terrorist recognition as well as a comprehensive overview of Metro's security organization and programs.
3. Review and approval of Metro's Emergency Preparedness Program Plan (EPPP)
 - a. Emergency Preparedness Program Plan: A mandated emergency response plan for Metro's rail fixed guideway to ensure and verify emergency preparedness initiatives are implemented as well as to ensure first responders are familiarized with Metro's System.
4. Adoption of Metro's FTA reportable accident investigations.
5. Review and approval of the required, 21 internal safety and security audits.

The Safety Department will discuss the Bi-State Safety Oversight's collaborative efforts with Metro Transit, as well as a summary of the 2018 Triennial Review and regulation updates.

One important regulation update will focus on MAP-21 requirements specific to the Safety Management System (SMS). SMS is a new component to MAP-21 and requires transit agencies to implement a Safety Management System approach. SMS is a formal, top down approach of identifying hazards and controlling risks in a work and operational environment that continually monitors these methods for effectiveness.

Instituting the Safety Management System through our mandated Public Transportation Agency Safety Plan will ensure a robust comprehensive and compliant safety program, as well as strengthen our current system safety and loss control program.

Previous Committee Action:

This item was presented at the May 14, 2019, Operations Committee meeting, for information only.

Board Action Requested:

This item is presented for information only; therefore, no action is required.

Attachment: Bi-State Safety Oversight Presentation to the Board

Open Session Item 17
Attachment



METRO TRANSIT

BI-STATE SAFETY OVERSIGHT

Program Overview for the Bi-State Development
Board of Commissioners



OVERVIEW

TOPICS AND HIGHLIGHTS

Bi-State Safety Oversight Overview
Oversight Functions
System Safety Program Plan
2018 Triennial Review
State Oversight Certification
Collaboration
New Regulations
Safety Management System



OVERVIEW

MISSOURI AND ILLINOIS DEPARTMENT OF TRANSPORTATION OVERSIGHT TEAM

- MoDOT- (1) Program Manager
- IDOT-(1) Program Manager, (4) Program Support Members
- Transportation Resource Associates Contractor Support to Oversight Function



BSSO

VERIFIES
COMPLIANCE
WITH:

- Regulations
- The System Safety Program Plan (SSPP)
- The System Security Plan (SSP)
- The Emergency Preparedness Program Plan (EPPP)
- Metro's Incorporation of SMS into the forthcoming Agency Safety Plan (ASP)

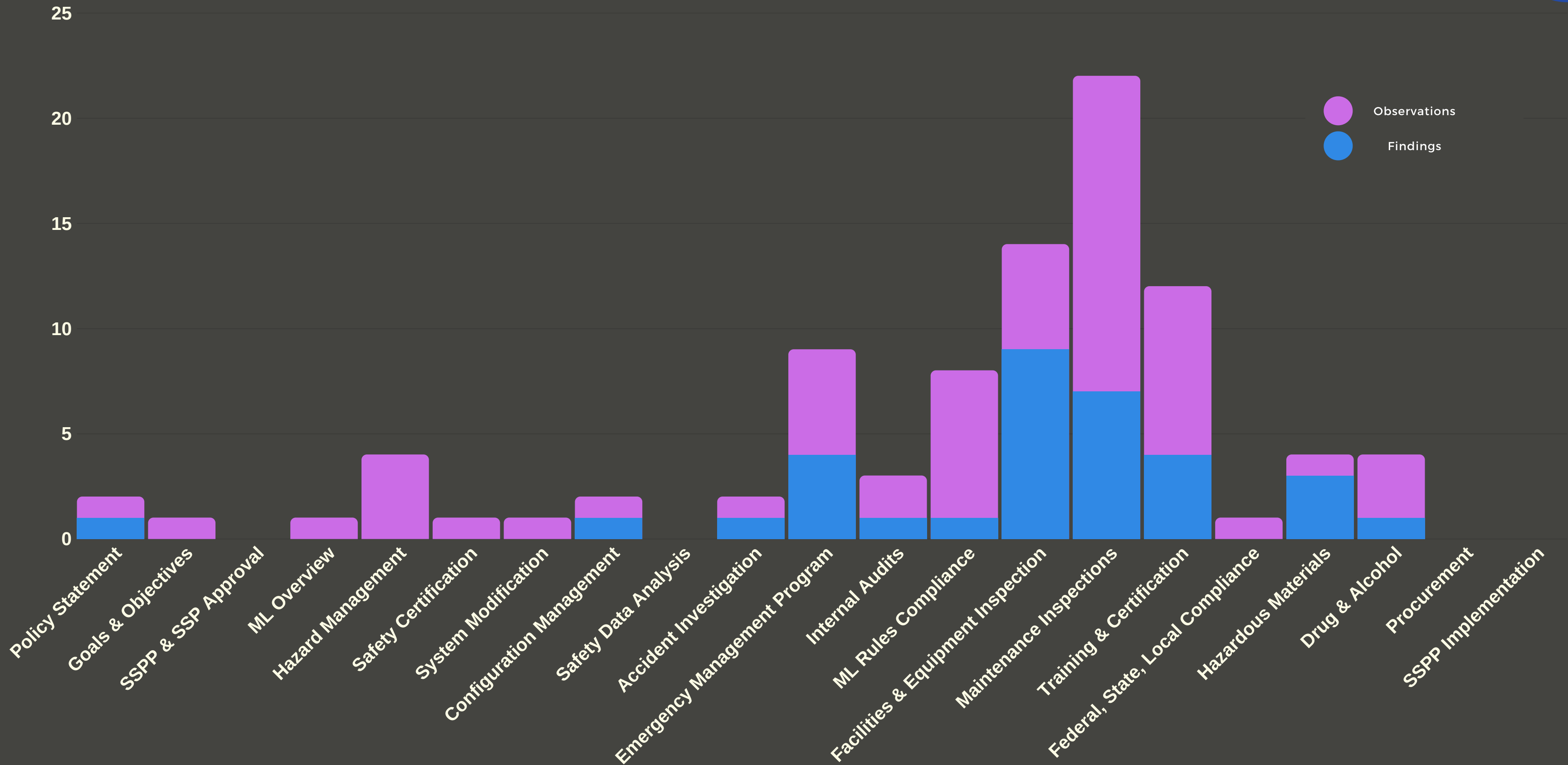


SYSTEM SAFETY PROGRAM PLAN

21 OVERSIGHT ELEMENTS



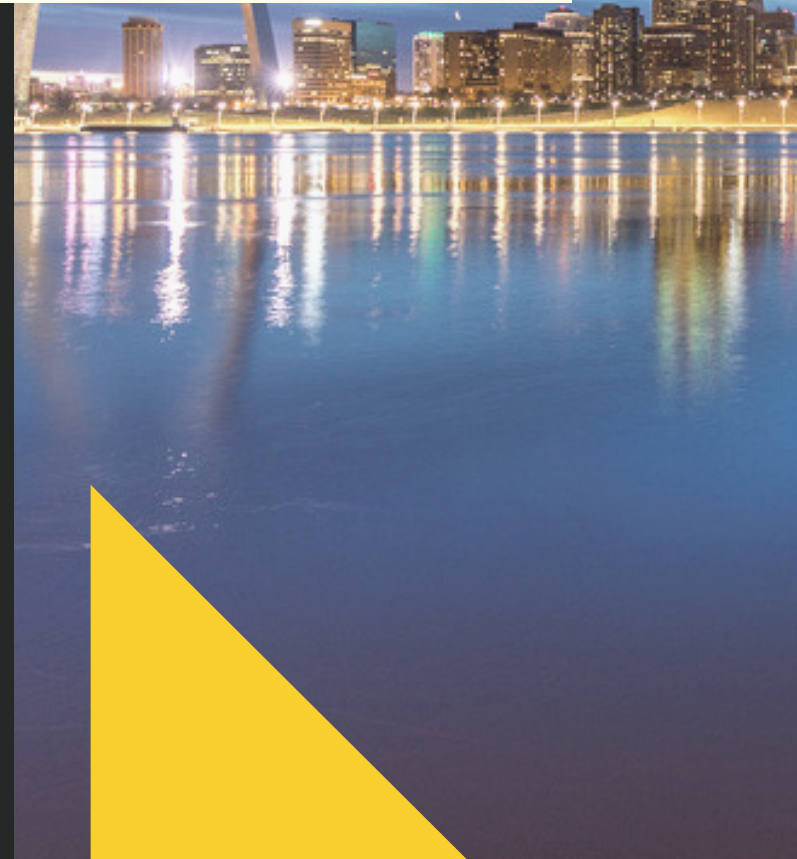
TRIENNIAL REVIEW OF SSPP (JULY 2018)





BSSO RECEIVES MAP-21 CERTIFICATION

Under 49 CFR Part 674 on 9/24/18



IMPACT TO METRO

- Increased Hazard Reporting
- Increased Event Reporting
- New BSSO Program Standard
- New Bus Safety Requirements
- Increased Presence of BSSO





FTA REPORTABLE EVENT CRITERIA

- A collision between a rail transit vehicle and another rail transit vehicle.
- A collision at a grade crossing resulting in serious injury or fatality.
- A collision with a person resulting in serious injury or fatality.
- A collision with an object resulting in serious injury or fatality.
- A runaway train.
- Evacuation due to life safety reasons.
- A derailment (mainline or yard).
- Fires resulting in a serious injury or fatality.



BSSO/METRO COLLABORATION

INTERNAL
AUDITS

EVENT
DEBRIEFS

SAFETY
MEETINGS

FACILITY
INSPECTIONS

SAFETY
CERTIFICATION

VEHICLE
INSPECTIONS

EXERCISES/
DRILLS

BSSO/METRO
MEETING

REGULATION UPDATES



**STATE SAFETY
OVERSIGHT**

**PUBLIC
TRANSPORTATION
SAFETY PROGRAM**

**PUBLIC
TRANSPORTATION
SAFETY CERTIFICATION
TRAINING PROGRAM**

**PUBLIC
TRANSPORTATION
AGENCY SAFETY PLAN**



SAFETY MANAGEMENT SYSTEM COMPONENTS

1

Safety
Management
Policy

2

Safety Risk
Management

3

Safety
Assurance

4

Safety
Promotion



TIMELINE

PHASE 1

- ✓ • Appoint the Accountable Executive
- ✓ • Designate SMS Leads
- ✓ • Brief Metro's Leadership on SMS Principles
- ✓ • Perform the SMS GAP Analysis
- ✓ • Conduct a Safety Culture Survey
- ✓ • Draft Metro's SMS Implementation Plan

PHASE 2

- ✓ • Design the Safety Risk Management Process
- ✓ • Build the Safety Assurance Function
- ✓ • Determine SMS Related Training and Communication

PHASE 3

- Operationalize SMS
- Dissolve the System Safety Program Plan



QUESTIONS?

safety@metrostlouis.org

**Bi-State Development
Agenda Item
Board of Commissioners
June 28, 2019**

From: Taulby Roach, President and Chief Executive Officer
Mark Vago, Sr. Vice President and Chief Financial Officer

Subject: **Credit Rating Agencies**

Disposition: Information

Presentation: Mark Vago, Chief Financial Officer; Tamara Fulbright, Senior Director
Financial Planning and Treasury

Objective:

To provide the Board of Commissioners with annual feedback from the rating agencies, regarding the Agency's financial strengths, weaknesses and any recommendations to address any weaknesses.

Background:

On April 9, 2019, S&P Global issued a rating of AA+, the second highest rating available from S&P Global, on Bi-State Development's bonds supporting its MetroLink system. The rating is regarding Bi-State Development's Series 2009 and 2013A bonds. The strong rating reflects several key considerations by S&P Global:

- The broad and diverse economy of the St. Louis metropolitan statistical area;
- Very strong maximum annual debt service coverage; and
- Historically low volatility of sales tax revenue, nationally and locally.

Board Action Requested:

This item is presented for information only; therefore, no action is required.

Exhibits:

Exhibit A: S&P Global Ratings Letter

Exhibit B: Press Release, April 18, 2019

Open Session Item 18

Exhibit A

Summary:

**Bi-State Development Agency Of The
Missouri-Illinois Metropolitan District,
Missouri; Sales Tax**

Primary Credit Analyst:

John A Kenward, Chicago (1) 312-233-7003; john.kenward@spglobal.com

Secondary Contact:

Daniel E Hughes, Chicago (1) 312-233-7054; daniel.hughes@spglobal.com

Table Of Contents

Rationale

Outlook

Summary:

Bi-State Development Agency Of The Missouri-Illinois Metropolitan District, Missouri; Sales Tax

Credit Profile

Bi-State Dev Agy comb lien mass trans sales tax approp rfdg bnds

Long Term Rating

AA+/Stable

Affirmed

Bi-State Dev Agy SALESTAX (ASSURED GTY)

Unenhanced Rating

AA+(SPUR)/Stable

Affirmed

Many issues are enhanced by bond insurance.

Rationale

S&P Global Ratings affirmed its 'AA+' rating, with a stable outlook, on Bi-State Development Agency of the Missouri-Illinois Metropolitan District, Mo.'s series 2009 and 2013A mass-transit sales tax appropriation refunding bonds.

The rating action reflects the application of our criteria, titled "Priority-Lien Tax Revenue Debt," published Oct. 22, 2018, on RatingsDirect, which factors in the strength and stability of the pledged revenue, as well as the issuer's general creditworthiness.

Senior-lien revenue from a 0.25% Proposition M transit sales tax, which St. Louis and St. Louis County collects and annually appropriates to the agency, secures the series 2009 bonds. A junior lien on Proposition M transit sales tax revenue, a senior-lien pledge of the city's 0.25% Proposition M2 transit sales tax revenue, and a senior-lien pledge of the county's 0.5% Proposition A transit sales tax revenue secure the series 2013A bonds. Under a memorandum of agreement (MOA) between the agency, city, and county, the city and county send all appropriated pledged sales tax revenue directly to bond trustees. The bond trustee for the series 2013A bonds provides the agency with surplus sales tax revenue after debt-service payments for the series 2009 and 2013A bonds.

Although pledged sales tax revenue is subject to annual appropriation by the city and county under state law, we believe appropriation risk is mitigated because the city, county, and agency can only use pledged sales tax revenue for debt service and non-highway transit operations. This effectively means the agency is the only available recipient of pledged sales taxes because it is the sole provider of bus and light-rail services in the area. The agency does not need to appropriate debt service once bond trustees receive pledged sales tax revenue.

State statute authorized, and the electorates approved, all pledged sales taxes. We think pledged sales tax revenue does not have any unique factors or risks because they represent taxes paid to the agency from the retail sale of tangible goods in the city and county.

Key credit considerations include:

- The very strong economic fundamentals based on the broad and diverse economy of the St. Louis metropolitan statistical area (MSA);
- The very strong maximum annual debt service (MADS) coverage, supported by stable sales-and-use-tax revenue; and
- The nationwide sales tax revenue activity that has, in our view, historically demonstrated low volatility, coupled with no history of significant local volatility.

We believe linkage to the agency's creditworthiness constrains the priority-lien rating.

Economic fundamentals: very strong

St. Louis and St. Louis County, which have a combined population estimate of 1.3 million, are the employment and service centers for the St. Louis MSA; the MSA has a broader population estimate of 2.8 million and encompasses several counties in Missouri and across the Mississippi River in Illinois. In addition to a large number of suburban residents commuting into downtown St. Louis each business day, the city is a leading tourist and convention destination. Although city income is below average, with per capita effective buying income at 81% of the national level, a large influx of commuters and tourists support retail sales. County per capita effective buying income is 123% of the national level, which we consider strong.

Coverage and liquidity: very strong

Pledged sales tax revenue collections are stable, in our view. For fiscal 2018, ended June 30, the agency collected \$86.5 million of Proposition A revenue from the county, \$54.6 million of Proposition M sales tax revenue from the city and county, and \$10.4 million of Proposition M2 revenue from the city. For fiscal 2018, series 2009 MADS coverage was 2.8x and series 2013A MADS coverage was 5.5x.

Pledged sales taxes grew by 11% to \$151.4 million from fiscal years 2012-2018. Fiscal 2012 was the first full year of Proposition M2 and A sales taxes. Like most of the rest of the nation, the agency's sales taxes decreased sharply during the recession of 2008-2010; however, sales taxes were slower to recover than the nation as a whole. Proposition M sales taxes from the city and county decreased by 11% from fiscal years 2008-2010. Although recovery began in fiscal 2011, it was not until fiscal 2015 Proposition M sales taxes exceeded 2008 levels.

The series 2009 lien closed in 2013, so the agency cannot issue debt on parity with that series. Although the agency does not currently plan to issue debt on parity with series 2013A, other than refunding bonds for savings, we think there is, at least, a possibility of future parity debt. Therefore, we made our coverage assessment based on the additional bonds test.

Under the trust indenture, the agency will not issue additional debt on par with series 2013A, regarding pledged sales tax revenue, unless pledged sales tax revenue for 12 consecutive calendar months, in which sales tax revenue was the greatest of the past 18 months immediately preceding the issuance of additional parity bonds, covers MADS on the bonds and proposed additional bonds by, at least, 1.8x.

The trust indentures require debt-service-reserve funds equal to the standard three-prong test for both series. With

debt-service-reserve funds; very strong MADS coverage; and low volatility assessments, reflecting our view of the general dependability of sales taxes, we made no downward adjustment to the coverage score; a downward adjustment would indicate potential liquidity pressure.

Volatility: low

We assess revenue volatility to determine the likelihood of revenue availability during different economic cycles. We have two levels of volatility assessment: macro and micro.

Our macro-volatility assessment begins with an assessment of the historical volatility of the taxed economic activity and includes an analysis of societal, demographic, political, and other factors that could have an effect on these activities. We use the variance of national economic activity we think most closely represents the tax base over multiple economic cycles to inform our opinion on volatility expectations. To determine our view of sales tax volatility, we use total retail-food-and-service sales data from the U.S. Census Bureau for 1993-2014.

On a micro level, using the past 10 years of sales tax receipts, despite recent stable and increasing collections and a broad sales tax base, if there is a severe economic downturn, it could weaken the macro-volatility assessment to low. After the 2008-2010 recession, it took about five years for sales tax revenue to exceed prerecession levels. With the large number and broad diversity of retailers in the city and county, we expect nothing worse than a five-year post-recession bounce back of sales tax revenue.

Obligor linkage: limited

We expect revenue collection and allocation under the flow of funds are sufficiently removed from the agency's control, substantially mitigating, if not eliminating, operating risk. The enterprise's limited operations and extraordinary expenditure flexibility further insulate the priority lien from operating risk.

The flow of funds is strong, in our opinion, because Missouri distributes sales tax revenue to the city and county and the MOA requires the city and county to deliver all appropriated pledged tax revenue to the two bond trustees. The series 2009 bond trustee also transfers all surplus pledged sales tax revenue to the series 2013A bond trustee after making series 2009 bond debt-service payments. Under the flow of funds established by the master trust indenture, the series 2013A bond trustee then transfers money from the revenue fund monthly to the debt-service fund for principal-and-interest payments and it then transfers money into the debt-reserve funds, if needed, to replenish the funds. The 2013A bond trustee then distributes remaining pledged revenue to the bond trustee, subordinate-indebtedness fund, and agency.

Rating linkage to Bi-State Development Agency

We assessed Bi-State's general creditworthiness using our "Mass Transit Enterprise Ratings: Methodology And Assumptions," published Dec. 18, 2013. Although the agency encompasses several distinct enterprises, including Gateway Arch Tram System and St. Louis Downtown Airport, Metro, its mass-transit system, accounts for the vast majority of operations, revenue, and expenses. More than 98% of Bi-State's debt outstanding is a transit-system obligation.

As a mass-transit operating entity, Bi-State's credit profile benefits from a very low industry risk, the relatively large St. Louis MO-IL MSA economy, and the favorable all-in debt service coverage and liquidity. Offsetting factors include

steep decreases in ridership during the past five years and high debt.

From fiscal years 2013-2018, Metro ridership decreased by roughly 20%. Although not dissimilar to many transit operators nationwide, the rate of ridership decreases is high, in our view. Benefiting from its broad and diverse economy, Bi-State's robust non-operating revenue, particularly sales tax revenue, continues to support favorable coverage and liquidity, in our view. However, Bi-State's high debt reflects its light-rail and bus operations' capital-intensive nature. By our calculations for fiscal 2018, Bi-State's \$143.3 million of liquidity equaled 179 days' cash on hand while \$651.1 million of total debt equaled 1.9x total fiscal 2018 revenue.

Outlook

The stable outlook reflects S&P Global Ratings' opinion that while pledged sales tax revenue will continue to fluctuate with economic cycles, the service area's broad and diverse tax base will likely continue to provide very strong debt service coverage for series 2009 and 2013A bonds. The agency's use of surplus pledged sales tax revenue for operations reduces the likelihood it will issue large amounts of additional series 2013A parity debt. We believe the agency's participation in the broad and diverse St. Louis MSA economy further supports the outlook.

For these reasons, we do not expect to change the rating within the two-year outlook period. Because we view the agency's general creditworthiness as being below the priority-lien rating and, therefore, a constraining rating factor, the outlook also reflects our outlook on the agency.

Downside scenario

We could lower the rating if MADS coverage were to decrease below levels we consider very strong or if the agency's creditworthiness were to deteriorate.

Upside scenario

We could raise the rating if the agency's creditworthiness were to improve substantially and MADS coverage were to remain at levels we consider very strong.

Certain terms used in this report, particularly certain adjectives used to express our view on rating relevant factors, have specific meanings ascribed to them in our criteria, and should therefore be read in conjunction with such criteria. Please see Ratings Criteria at www.standardandpoors.com for further information. Complete ratings information is available to subscribers of RatingsDirect at www.capitaliq.com. All ratings affected by this rating action can be found on S&P Global Ratings' public website at www.standardandpoors.com. Use the Ratings search box located in the left column.

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Exhibit B

FOR IMMEDIATE RELEASE

For more information:

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Director of Communications
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Bi-State Development Maintains AA+ Rating from S&P Global Ratings

[ST. LOUIS, MO/April 18, 2019] Bi-State Development is pleased to announce that it has maintained a AA+ bond rating, the second highest rating available from S&P Global Ratings, on bonds supporting the MetroLink light rail system. S&P Global Ratings affirmed this rating, with a stable outlook, on the organization's Series 2013 Combined Lien Mass Transit Sales Tax Revenue Appropriation Refunding Bonds and the 2009 Senior Lien Mass Transit Sales Tax Appropriation Bonds.

This AA+ rating is based on an evaluation of Bi-State Development and its funding partners, and looks at creditworthiness and the strength and stability of pledged revenue. S&P Global Ratings concluded that the economic fundamentals of the broad and diverse economy of the St. Louis metropolitan region were very strong, and corresponding sales tax revenue were stable and reflected low volatility.

"S&P Global Ratings conducted an extensive review of Bi-State Development and the St. Louis region, researching all facets of our financial strategies and overall economic outlook," said Taulby Roach, President and Chief Executive Officer of Bi-State Development. "Maintaining this strong bond rating shows that we are on the right track, highlighting the strength of the metropolitan St. Louis economy and Bi-State Development's stewardship of these resources."

Bi-State Development was established in 1949 through an interstate compact between Missouri and Illinois. The organization has the ability to issue bonds and cross local and state boundaries to plan, construct, maintain, own and operate infrastructure, facilities and services that support the economy and improve the quality of life in the bi-state area. Bi-State Development serves the region through various operations:

- Metro Transit, the St. Louis region's public transit system
- Gateway Arch Riverfront, including the Gateway Arch tram system, riverboats and riverfront attractions
- St. Louis Downtown Airport, the third busiest general aviation airport in Illinois
- St. Louis Regional Freightway, the freight district encompassing 8 counties in Missouri and Illinois

About Bi-State Development

Bi-State Development is the operator of the Metro Transit public transportation system for the St. Louis region, which includes the 87 vehicle, 46-mile MetroLink light rail system; a MetroBus vehicle fleet of approximately 400 vehicles operating on 83 MetroBus routes; and Metro Call-A-Ride, a paratransit fleet of 120 vans. Bi-State Development owns and operates St. Louis Downtown Airport, and operates the St. Louis Regional Freightway (the region's freight district), the Gateway Arch Riverboats, the Gateway Arch Revenue Collections Center and Gateway Arch trams.

Open Session Item

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BI·STATE DEVELOPMENT

Gateway to growth. On both sides of the river.™

Bi-State Development Agency of the
Missouri-Illinois Metropolitan District

2019 Quarterly Financial Statements

Third Quarter Ending March 31, 2019





To: Taulby Roach
President and Chief Executive Officer

From: Mark G. Vago
Senior Vice President Finance and CFO

Date: April 26, 2019

Subject: Bi-State Development Financial Statements – March 2019

Enclosed is the financial statement package for March 31, 2019. Results, including the analysis and financial position, are provided by operating unit. These results are *unaudited* and subject to change. The financial statements presented are not prepared in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP). A U.S. GAAP presentation would include, among other things, revenue and expenses identified as operating or non-operating and segregated accordingly, depreciation shown as an operating expense; full disclosure of all material financial and non-financial events with accompanying footnote disclosures; and a Management Discussion and Analysis (MD&A) section.

A summary of all Bi-State Development (BSD) business divisions and the self-insurance divisions indicate that the combined entity has assets of \$1.4 billion and a net income before depreciation of \$5.7 million for the nine months ending March 31, 2019. When analyzing BSD's financial position, the primary focus is on income before depreciation. The majority of the capital program is funded through Federal grants - not profits from operations; therefore, depreciation is not funded. Net loss after depreciation is \$52.9 million. The BSD combined financials are reflected on pages 3-5.

A combining schedule of all business divisions can be viewed on pages 6-8. Within the complete package, each Bi-State Development entity has a comprehensive financial section including Financial Highlights, Statement of Financial Position, Statement of Activities, Detail Schedule of Wages and Benefits, Cash Receipts and Disbursement Schedule, Statement of Cash Flows, and Capital Expenditures for active projects as applicable. These sections are designed to give the reader a comprehensive understanding of the financial operation of each entity.

Table 1 below summarizes BSD Combined Income (Loss) before Depreciation by entity. For the nine months ended March 31, 2019, BSD has a net income before depreciation of \$5.7 million compared to a budgeted loss of \$2.8 million for a favorable variance of \$5.0 million. Metro and the Gateway Arch Tram represent most of BSD's income before depreciation.

Table 1
BSD Combined Net Income (Loss) before Depreciation and Transfers

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 353,613	\$ 284,119	\$ 136,939	\$ 69,494	\$ 216,674
Gateway Arch Tram	\$ 1,033,995	\$ 1,201,535	\$ 73,653	\$ (167,540)	\$ 960,342
Metro	\$ 1,455,516	\$ (2,532,463)	\$ 8,110,162	\$ 3,987,979	\$ (6,654,646)
St. Louis Downtown Airport	\$ 131,150	\$ 71,165	\$ 89,854	\$ 59,985	\$ 41,296
Riverfront Attractions	\$ 261,703	\$ 100,225	\$ 185,370	\$ 161,478	\$ 76,333
St. Louis Regional Freightway	\$ (470,625)	\$ (585,943)	\$ (458,093)	\$ 115,318	\$ (12,532)
BSD Research Institute	\$ (43,574)	\$ 22,782	\$ 123,778	\$ (66,356)	\$ (167,352)
Arts In Transit, Inc.	\$ (3,978)	\$ 20,703	\$ 14,212	\$ (24,681)	\$ (18,190)
Total Enterprise Funds	\$ 2,717,800	\$ (1,417,877)	\$ 8,275,875	\$ 4,135,677	\$ (5,558,075)
Self-Insurance Funds					
Health	\$ 424,084	\$ 516	\$ (5,267,324)	\$ 423,568	\$ 5,691,408
Casualty	\$ 1,446,085	\$ (448,341)	\$ 743,048	\$ 1,894,426	\$ 703,037
Workers' Compensation	\$ 1,159,463	\$ (892,591)	\$ 1,198,913	\$ 2,052,054	\$ (39,450)
Total Self-Insurance Funds	\$ 3,029,632	\$ (1,340,416)	\$ (3,325,363)	\$ 4,370,048	\$ 6,354,995
Total Government Wide	\$ 5,747,432	\$ (2,758,293)	\$ 4,950,512	\$ 8,505,725	\$ 796,920

Table 2 takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$52.9 million loss.

Table 2
BSD Combined Net Income (Loss)

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 353,613	\$ 282,475	\$ 136,939	\$ 71,138	\$ 216,674
Gateway Arch Tram	428,847	894,672	(263,373)	(465,825)	692,220
Metro	(57,363,874)	(58,381,084)	(48,845,904)	1,017,210	(8,517,970)
St. Louis Downtown Airport	(792,390)	(959,976)	(949,996)	167,586	157,606
Riverfront Attractions	77,351	(97,585)	(6,959)	174,936	84,310
St. Louis Regional Freightway	(470,625)	(585,943)	(458,093)	115,318	(12,532)
BSD Research Institute	(51,836)	14,682	121,528	(66,518)	(173,364)
Arts In Transit, Inc.	(3,978)	20,703	14,212	(24,681)	(18,190)
Total Enterprise Funds	\$ (57,822,892)	\$ (58,812,056)	\$ (50,251,646)	\$ 989,164	\$ (7,571,246)
Self-Insurance Funds					
Health	424,084	516	(5,267,324)	423,568	5,691,408
Casualty	2,643,248	(372)	1,189,521	2,643,620	1,453,727
Workers' Compensation	1,835,773	(239)	1,650,391	1,836,012	185,382
Total Self-Insurance Funds	\$ 4,903,105	\$ (95)	\$ (2,427,412)	\$ 4,903,200	\$ 7,330,517
Total Government Wide	\$ (52,919,787)	\$ (58,812,151)	\$ (52,679,058)	\$ 5,892,364	\$ (240,729)

The Finance Division is available for any questions concerning the March 31, 2019 financial report.

Thank you.

COMBINED FINANCIALS

BSD Combined Statement of Financial Position	3
BSD Combined Statement of Activities	5



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Assets					
Current assets					
Cash	\$ 159,536,804	\$ 22,359,120	\$ 181,895,924	\$ -	\$ 181,895,924
Investments	97,000,822	2,348,988	99,349,810	-	99,349,810
Accounts and notes receivable	1,390,317	66,202	1,456,519	-	1,456,519
Interfund accounts receivable	-	1,533,746	1,533,746	(1,533,746)	-
Restricted accounts receivable	840,171	35,142	875,313	-	875,313
Federal, state and local assistance receivable	29,474,516	-	29,474,516	-	29,474,516
Materials and supplies inventory	10,856,833	-	10,856,833	-	10,856,833
Other current assets	3,004,790	274,271	3,279,061	-	3,279,061
Total current assets	<u>302,104,253</u>	<u>26,617,469</u>	<u>328,721,722</u>	<u>(1,533,746)</u>	<u>327,187,976</u>
Capital assets					
Capital assets - motorbus	431,508,689	-	431,508,689	-	431,508,689
Capital assets - paratransit	19,375,724	-	19,375,724	-	19,375,724
Capital assets - lightrail	1,625,376,351	-	1,625,376,351	-	1,625,376,351
Capital assets	<u>72,764,997</u>	<u>-</u>	<u>72,764,997</u>	<u>-</u>	<u>72,764,997</u>
Total capital assets	2,149,025,761	-	2,149,025,761	-	2,149,025,761
Accumulated depreciation	<u>(1,345,185,090)</u>	<u>-</u>	<u>(1,345,185,090)</u>	<u>-</u>	<u>(1,345,185,090)</u>
Total capital assets, net	803,840,671	-	803,840,671	-	803,840,671
Land	100,318,913	-	100,318,913	-	100,318,913
Construction-in-process	<u>18,506,709</u>	<u>-</u>	<u>18,506,709</u>	<u>-</u>	<u>18,506,709</u>
Total capital assets	<u>922,666,293</u>	<u>-</u>	<u>922,666,293</u>	<u>-</u>	<u>922,666,293</u>
Non-current assets					
Restricted investments	116,198,202	-	116,198,202	-	116,198,202
Deferred charges	104,105	-	104,105	-	104,105
Other non-current assets, net amort	<u>410,875</u>	<u>-</u>	<u>410,875</u>	<u>-</u>	<u>410,875</u>
Total non-current assets	116,713,182	-	116,713,182	-	116,713,182
Total assets	<u>1,341,483,728</u>	<u>26,617,469</u>	<u>1,368,101,197</u>	<u>(1,533,746)</u>	<u>1,366,567,451</u>
Deferred Outflow of Resources					
Deferred pension loss	8,517,887	-	8,517,887	-	8,517,887
Deferred pension expense	2,705,100	-	2,705,100	-	2,705,100
Deferred unfunded OPEB loss	6,873,774	-	6,873,774	-	6,873,774
Deferred loss on debt refunding	<u>2,096,944</u>	<u>-</u>	<u>2,096,944</u>	<u>-</u>	<u>2,096,944</u>
Total deferred outflow of resources	20,193,705	-	20,193,705	-	20,193,705
Total	<u>\$ 1,361,677,433</u>	<u>\$ 26,617,469</u>	<u>\$ 1,388,294,902</u>	<u>\$ (1,533,746)</u>	<u>\$ 1,386,761,156</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Liabilities					
Current liabilities					
Accounts payable	\$ 10,887,713	\$ 87,819	\$ 10,975,532	\$ -	\$ 10,975,532
Interfund accounts payable	992,447	541,299	1,533,746	(1,533,746)	-
Accrued expenses	20,086,054	83,200	20,169,254	-	20,169,254
Other current liabilities	23,206,940	-	23,206,940	-	23,206,940
Total current liabilities	<u>55,173,154</u>	<u>712,318</u>	<u>55,885,472</u>	<u>(1,533,746)</u>	<u>54,351,726</u>
Current liab payable from restricted assets					
Accounts payable and retention	1,271,485	-	1,271,485	-	1,271,485
Accrued interest payable	10,146,232	-	10,146,232	-	10,146,232
Short-term self-insurance	140,487	9,290,000	9,430,487	-	9,430,487
Medical self-insurance liability	167	4,123,146	4,123,313	-	4,123,313
Current portion of long-term debt	9,792,900	-	9,792,900	-	9,792,900
Total current liabilities payable from restricted assets	<u>21,351,271</u>	<u>13,413,146</u>	<u>34,764,417</u>	<u>-</u>	<u>34,764,417</u>
Total current liabilities	<u>76,524,425</u>	<u>14,125,464</u>	<u>90,649,889</u>	<u>(1,533,746)</u>	<u>89,116,143</u>
Non-current liabilities					
Other post-employment benefits	66,998,085	368,504	67,366,589	-	67,366,589
Long-term self-insurance	400,644	10,914,000	11,314,644	-	11,314,644
Long-term debt	520,018,353	-	520,018,353	-	520,018,353
Capital lease obligations	116,198,204	-	116,198,204	-	116,198,204
Unfunded pension liabilities	83,086,826	230,724	83,317,550	-	83,317,550
Other non-current liabilities	6,135,490	-	6,135,490	-	6,135,490
Total non-current liabilities	<u>792,837,602</u>	<u>11,513,228</u>	<u>804,350,830</u>	<u>-</u>	<u>804,350,830</u>
Total liabilities	<u>869,362,027</u>	<u>25,638,692</u>	<u>895,000,719</u>	<u>(1,533,746)</u>	<u>893,466,973</u>
Deferred Inflow of Resources					
Deferred gain on hedging instruments	1,238,756	-	1,238,756	-	1,238,756
Deferred Unfunded OPEB Gain	328,316	-	328,316	-	328,316
Deferred pension gain 788 ATU and cleric	5,925,285	-	5,925,285	-	5,925,285
Deferred pension gain IBEW	144,483	-	144,483	-	144,483
Deferred pension gain salaried	1,961,767	-	1,961,767	-	1,961,767
Total deferred inflow of resources	<u>9,598,607</u>	<u>-</u>	<u>9,598,607</u>	<u>-</u>	<u>9,598,607</u>
Net Position					
Net position	540,539,691	(3,924,328)	536,615,363	-	536,615,363
Net income (loss)	(57,822,892)	4,903,105	(52,919,787)	-	(52,919,787)
Total net position	<u>482,716,799</u>	<u>978,777</u>	<u>483,695,576</u>	<u>-</u>	<u>483,695,576</u>
Total	<u>\$ 1,361,677,433</u>	<u>\$ 26,617,469</u>	<u>\$ 1,388,294,902</u>	<u>\$ (1,533,746)</u>	<u>\$ 1,386,761,156</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Statement of Activities
For the Nine Months Ended March 31, 2018
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Revenue					
Passenger and service revenues	\$ 38,810,269	\$ -	\$ 38,810,269	\$ -	\$ 38,810,269
City of St. Louis	29,296,191	-	29,296,191	-	29,296,191
St. Louis County	113,962,561	-	113,962,561	-	113,962,561
St. Clair County Transit District	40,939,173	-	40,939,173	-	40,939,173
State of Missouri and Illinois	437,919	-	437,919	-	437,919
Federal funding	13,101,809	-	13,101,809	-	13,101,809
Other local/regional funding	178,136	-	178,136	-	178,136
Not-for-profit	41,621	-	41,621	-	41,621
Advertising, maint services, rental income	4,307,615	-	4,307,615	-	4,307,615
Interest income	3,395,915	335,834	3,731,749	-	3,731,749
Other operating revenue	545,942	-	545,942	-	545,942
Charges for services	-	39,159,993	39,159,993	(33,437,429)	5,722,564
Total revenue	245,017,151	39,495,827	284,512,978	(33,437,429)	251,075,549
Expense					
Wages and benefits	157,259,067	1,358,729	158,617,796	-	158,617,796.00
Services	26,735,664	227,394	26,963,058	-	26,963,057.54
Fuel and lube consumed	8,436,583	-	8,436,583	-	8,436,583.00
Materials and supplies	16,263,760	25,228	16,288,988	-	16,288,988.00
Utilities	6,017,798	4,465	6,022,263	-	6,022,263.00
Casualty and liability costs	6,980,412	828,968	7,809,380	-	7,809,380.00
Other expenses	3,634,029	286,203	3,920,232	-	3,920,232
Interest expense	14,075,057	-	14,075,057	-	14,075,057.00
Contribution to outside entities	1,975,916	-	1,975,916	-	1,975,916.00
Other non-operating expense	921,065	-	921,065	-	921,065.00
Claims paid and insurance administrative costs	-	33,735,208	33,735,208	(33,437,429)	297,779.00
Total expense	242,299,351	36,466,195	278,765,546	(33,437,429)	245,328,117
Income (loss) before depreciation	2,717,800	3,029,632	5,747,432	-	5,747,432
Depreciation and amortization expense	58,667,219	-	58,667,219	-	58,667,219
Net income (loss) before transfers	(55,949,419)	3,029,632	(52,919,787)	-	(52,919,787)
Net transfers in (out)	(1,873,473)	1,873,473	-	-	-
Net income (loss)	\$ (57,822,892)	\$ 4,903,105	\$ (52,919,787)	\$ -	\$ (52,919,787)

BUSINESS DIVISIONS

Business Divisions Statement of Financial Position 6

Business Divisions Statement of Activities 8



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Assets											
Current assets											
Cash	\$ 6,001,272	\$ 16,181,971	\$ 42,221	\$ 1,311,999	\$ 135,799,688	\$ 17,020	\$ 108,337	\$ 74,296	\$ 159,536,804	\$ -	\$ 159,536,804
Investments	-	-	-	-	97,000,822	-	-	-	97,000,822	-	97,000,822
Accounts and notes receivable	41,844	502	435	64,600	1,281,686	1,250	-	-	1,390,317	-	1,390,317
Interfund accounts receivable	123,011	-	-	4,262	4,262,820	-	-	-	4,390,093	(4,390,093)	-
Restricted accounts receivable	-	-	-	-	840,171	-	-	-	840,171	-	840,171
Federal, state and local assistance receivable	-	4,213	-	-	29,470,303	-	-	-	29,474,516	-	29,474,516
Materials and supplies inventory	-	-	52,600	65,112	10,739,121	-	-	-	10,856,833	-	10,856,833
Other current assets	63,989	13,826	39,054	25,666	2,847,255	-	15,000	-	3,004,790	-	3,004,790
Total current assets	6,230,116	16,200,512	134,310	1,471,639	282,241,866	18,270	123,337	74,296	306,494,346	(4,390,093)	302,104,253
Capital assets											
Capital assets - motorbus	-	-	-	-	431,508,689	-	-	-	431,508,689	-	431,508,689
Capital assets - paratransit	-	-	-	-	19,375,724	-	-	-	19,375,724	-	19,375,724
Capital assets - lightrail	-	-	-	-	1,625,376,351	-	-	-	1,625,376,351	-	1,625,376,351
Capital assets	-	17,265,349	5,103,118	50,138,642	-	-	257,888	-	72,764,997	-	72,764,997
Total capital assets	-	17,265,349	5,103,118	50,138,642	2,076,260,764	-	257,888	-	2,149,025,761	-	2,149,025,761
Accumulated depreciation	-	(8,173,526)	(4,180,300)	(36,773,922)	(1,296,057,342)	-	-	-	(1,345,185,090)	-	(1,345,185,090)
Total capital assets, net	-	9,091,823	922,818	13,364,720	780,203,422	-	257,888	-	803,840,671	-	803,840,671
Land	-	-	-	4,542,564	95,776,349	-	-	-	100,318,913	-	100,318,913
Construction-in-process	-	41,365	43,878	1,297,511	17,123,955	-	-	-	18,506,709	-	18,506,709
Total capital assets	-	9,133,188	966,696	19,204,795	893,103,726	-	257,888	-	922,666,293	-	922,666,293
Non-current assets											
Restricted investments	-	-	-	-	116,198,202	-	-	-	116,198,202	-	116,198,202
Deferred charges	-	-	-	104,105	-	-	-	-	104,105	-	104,105
Other non-current assets, net amort	-	-	-	-	410,875	-	-	-	410,875	-	410,875
Total non-current assets	-	-	-	104,105	116,609,077	-	-	-	116,713,182	-	116,713,182
Total assets	6,230,116	25,333,700	1,101,006	20,780,539	1,291,954,669	18,270	381,225	74,296	1,345,873,821	(4,390,093)	1,341,483,728
Deferred outflow of resources											
Deferred pension loss	-	-	-	-	8,517,887	-	-	-	8,517,887	-	8,517,887
Deferred pension expense	-	-	-	-	2,705,100	-	-	-	2,705,100	-	2,705,100
Deferred unfunded OPEB loss	-	-	-	-	6,873,774	-	-	-	6,873,774	-	6,873,774
Deferred loss on debt refunding	-	-	-	-	2,096,944	-	-	-	2,096,944	-	2,096,944
Total deferred outflow of resources	-	-	-	-	20,193,705	-	-	-	20,193,705	-	20,193,705
Total	\$ 6,230,116	\$ 25,333,700	\$ 1,101,006	\$ 20,780,539	\$ 1,312,148,374	\$ 18,270	\$ 381,225	\$ 74,296	\$ 1,366,067,526	\$ (4,390,093)	\$ 1,361,677,433

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities											
Current liabilities											
Accounts payable	\$ 94,200	\$ 391,571	\$ 5,791	\$ 20,000	\$ 10,361,151	\$ 15,000	\$ -	\$ -	\$ 10,887,713	\$ -	\$ 10,887,713
Interfund accounts payable	-	2,914,917	574,504	-	-	1,870,392	22,727	-	5,382,540	(4,390,093)	992,447
Accrued expenses	177,200	81,700	96,700	58,000	19,639,354	33,100	-	-	20,086,054	-	20,086,054
Other current liabilities	-	121,978	36,271	57,876	22,882,896	1,250	106,669	-	23,206,940	-	23,206,940
Total current liabilities	271,400	3,510,166	713,266	135,876	52,883,401	1,919,742	129,396	-	59,563,247	(4,390,093)	55,173,154
Current liab payable from restricted assets											
Accounts payable and retention	-	49,148	-	-	1,222,337	-	-	-	1,271,485	-	1,271,485
Accrued interest payable	-	98,213	-	-	10,048,019	-	-	-	10,146,232	-	10,146,232
Short-term insurance	-	-	-	-	140,487	-	-	-	140,487	-	140,487
Medical self-insurance liability	-	-	-	-	167	-	-	-	167	-	167
Current portion of long-term debt	-	162,900	-	-	9,630,000	-	-	-	9,792,900	-	9,792,900
Total current liabilities payable from restricted assets	-	310,261	-	-	21,041,010	-	-	-	21,351,271	-	21,351,271
Total current liabilities	271,400	3,820,427	713,266	135,876	73,924,411	1,919,742	129,396	-	80,914,518	(4,390,093)	76,524,425
Non-current liabilities											
Other post-employment benefits	907,829	5,328	313,346	350,961	65,284,864	135,757	-	-	66,998,085	-	66,998,085
Long-term insurance	-	-	-	-	400,644	-	-	-	400,644	-	400,644
Long-term debt	-	7,113,093	-	-	512,905,260	-	-	-	520,018,353	-	520,018,353
Capital lease obligations	-	-	-	-	116,198,204	-	-	-	116,198,204	-	116,198,204
Unfunded pension liabilities	160,559	41,576	243,268	12,344	82,625,585	3,494	-	-	83,086,826	-	83,086,826
Other non-current liabilities	-	-	-	-	6,135,490	-	-	-	6,135,490	-	6,135,490
Total non-current liabilities	1,068,388	7,159,997	556,614	363,305	783,550,047	139,251	-	-	792,837,602	-	792,837,602
Total liabilities	1,339,788	10,980,424	1,269,880	499,181	857,474,458	2,058,993	129,396	-	873,752,120	(4,390,093)	869,362,027
Deferred Inflow of Resources											
Deferred gain on hedging instruments	-	-	-	-	1,238,756	-	-	-	1,238,756	-	1,238,756
Deferred Unfunded OPEB Gain	-	-	-	-	328,316	-	-	-	328,316	-	328,316
Deferred pension gain 788 ATU and clerical	-	-	-	-	5,925,285	-	-	-	5,925,285	-	5,925,285
Deferred pension gain IBEW	-	-	-	-	144,483	-	-	-	144,483	-	144,483
Deferred pension gain salaried	-	-	-	-	1,961,767	-	-	-	1,961,767	-	1,961,767
Total deferred inflow of resources	-	-	-	-	9,598,607	-	-	-	9,598,607	-	9,598,607
Net Position											
Net position - unrestricted	4,536,715	13,924,429	(246,225)	21,073,748	502,439,183	(1,570,098)	303,665	78,274	540,539,691	-	540,539,691
Net income (loss)	353,613	428,847	77,351	(792,390)	(57,363,874)	(470,625)	(51,836)	(3,978)	(57,822,892)	-	(57,822,892)
Total net position	4,890,328	14,353,276	(168,874)	20,281,358	445,075,309	(2,040,723)	251,829	74,296	482,716,799	-	482,716,799
Total	\$ 6,230,116	\$ 25,333,700	\$ 1,101,006	\$ 20,780,539	\$ 1,312,148,374	\$ 18,270	\$ 381,225	\$ 74,296	\$ 1,366,067,526	\$ (4,390,093)	\$ 1,361,677,433

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Combining Statement of Activities by Business Division
For the Nine Months Ended March 31, 2018
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Eliminations	Totals After Eliminations
Revenue											
Passenger and service revenues	\$ -	\$ 5,867,342	\$ 2,047,497	\$ 1,043,098	\$ 29,912,317	\$ -	\$ -	\$ -	\$ 38,870,254	\$ (59,985)	\$ 38,810,269
Interfund administrative fees	3,318,843	-	-	-	-	-	-	-	3,318,843	(3,318,843)	-
City of St. Louis	-	-	-	-	29,296,191	-	-	-	29,296,191	-	29,296,191
St. Louis County	-	-	-	-	113,962,561	-	-	-	113,962,561	-	113,962,561
St. Clair County Transit District	-	-	-	-	40,939,173	-	-	-	40,939,173	-	40,939,173
State of Missouri and Illinois	-	-	-	-	437,919	-	-	-	437,919	-	437,919
Federal funding	-	-	-	-	13,101,809	-	-	-	13,101,809	-	13,101,809
Other local/regional funding	-	-	-	-	178,136	-	-	-	178,136	-	178,136
Not-for-profit	-	-	-	-	-	-	22,776	18,845	41,621	-	41,621
Contributions	-	-	-	-	-	-	89,795	192,399	282,194	(282,194)	-
Advertising, maint services, rental income	108,184	37,745	90,567	100,403	3,953,356	17,360	-	-	4,307,615	-	4,307,615
Interest income	61,864	177,600	-	19,212	3,137,122	117	-	-	3,395,915	-	3,395,915
Other operating revenue	301,785	157,278	-	86,140	239	500	-	-	545,942	-	545,942
Total revenue	3,790,676	6,239,965	2,138,064	1,248,853	234,918,823	17,977	112,571	211,244	248,678,173	(3,661,022)	245,017,151
Expense											
Wages and benefits	2,299,215	1,458,043	1,011,137	592,849	151,643,277	254,526	70,017	96,627	157,425,691	(166,624)	157,259,067
Services	786,057	991,038	213,693	95,252	24,367,694	197,037	62,891	71,949	26,785,611	(49,947)	26,735,664
Fuel and lube consumed	-	-	49,767	10,335	8,376,481	-	-	-	8,436,583	-	8,436,583
Materials and supplies	17,058	238,266	308,972	46,161	15,650,991	1,512	-	825	16,263,785	(25)	16,263,760
Utilities	1,468	82,066	68,859	141,037	5,723,573	-	795	331	6,018,129	(331)	6,017,798
Casualty and liability costs	36,141	41,479	107,325	40,927	6,754,540	-	-	-	6,980,412	-	6,980,412
Other expenses	297,124	1,120,432	116,608	191,142	5,249,359	35,527	22,442	45,490	7,078,124	(3,444,095)	3,634,029
Interest expense	-	221,287	-	-	13,853,770	-	-	-	14,075,057	-	14,075,057
Contribution to outside entities	-	1,053,359	-	-	922,557	-	-	-	1,975,916	-	1,975,916
Other non-operating expense	-	-	-	-	921,065	-	-	-	921,065	-	921,065
Total expense	3,437,063	5,205,970	1,876,361	1,117,703	233,463,307	488,602	156,145	215,222	245,960,373	(3,661,022)	242,299,351
Income (loss) before depreciation	353,613	1,033,995	261,703	131,150	1,455,516	(470,625)	(43,574)	(3,978)	2,717,800	-	2,717,800
Depreciation and amortization expense	-	601,083	184,274	923,540	56,950,060	-	8,262	-	58,667,219	-	58,667,219
Net income (loss) before transfers	353,613	432,912	77,429	(792,390)	(55,494,544)	(470,625)	(51,836)	(3,978)	(55,949,419)	-	(55,949,419)
Net transfers in (out)	-	(4,065)	(78)	-	(1,869,330)	-	-	-	(1,873,473)	-	(1,873,473)
Net income (loss)	\$ 353,613	\$ 428,847	\$ 77,351	\$ (792,390)	\$ (57,363,874)	\$ (470,625)	\$ (51,836)	\$ (3,978)	\$ (57,822,892)	\$ -	\$ (57,822,892)

EXECUTIVE SERVICES



**BI-STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

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Executive Services

For the Nine Months Ended March 31, 2019
(Preliminary, subject to audit)

Fast Facts

Executive Services is a service company supporting all Bi-State Development operating units.

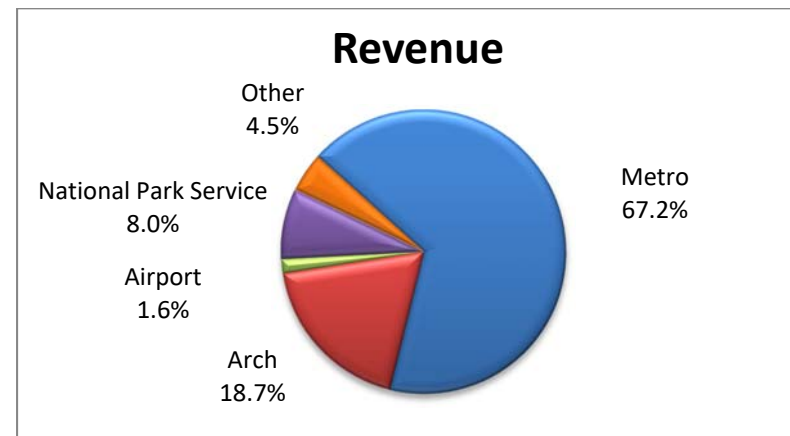
Bi-State Development welcomed Taulby Roach as the new President and Chief Executive Officer effective January 1, 2019.

Additionally, the Board of Commissioners welcomed Mr. Herbert Simmons as their newest member. Mr. Simmons was appointed by the St. Clair County Board and is the Director of the St. Clair County Emergency Management Agency. Mr. Simmons replaces former Board of Commissioners' member Jeffrey Watson.

Financial Data

Income before depreciation is \$353.6 thousand and 258.2% more than the prior year. Revenues are up 21.2% and expenses are up 14.9% compared to fiscal year 2018.

Total revenue includes the management fee assessments from Bi-State Development business units and the National Park Service. Total revenue is \$3.8 million. The increase from fiscal year 2018 is primarily due to increased tourism at the renovated Gateway Arch. Metro transit's management fee is assessed on a percent of Executive Services total operating expense.



Executive Services

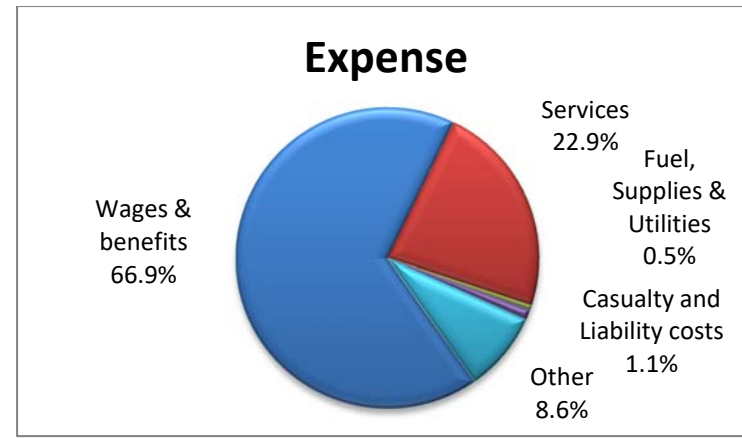
For the Nine Months Ended March 31, 2019
(Preliminary, subject to audit)

Total expense is \$3.4 million compared to \$3.0 million in fiscal year 2018.

Wages and benefits are 11.9% greater than fiscal year 2018 and 1.5% more than budget, due to a year over year increase in personnel expenses.

Services are 14.4% greater than fiscal year 2018 and 31.0% less than budget. An increase in legal, auditor and consulting fees and temporary help contribute to the increase from prior fiscal year.

Other expenses are 26.0% higher than fiscal year 2018 due to higher expenses for dues and subscriptions, travel, meetings, mileage, parking, and other general expense.



Executive Services
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 6,001,272	\$ 6,152,272	\$ (151,000)	(2.5)	\$ 3,384,509	\$ 2,616,763	77.3
Accounts and notes receivable	41,844	59,943	(18,099)	(30.2)	49,321	(7,477)	(15.2)
Interfund accounts receivable	123,011	-	123,011	n/a	2,455,191	(2,332,180)	(95.0)
Other current assets	63,989	77,420	(13,431)	(17.3)	21,751	42,238	194.2
Total current assets	<u>6,230,116</u>	<u>6,289,635</u>	<u>(59,519)</u>	(0.9)	<u>5,910,772</u>	<u>319,344</u>	5.4
Capital assets							
Capital assets	-	-	-	n/a	23,883	(23,883)	(100.0)
Accumulated depreciation	-	-	-	n/a	(23,883)	23,883	100.0
Total assets	<u>6,230,116</u>	<u>6,289,635</u>	<u>(59,519)</u>	(0.9)	<u>5,910,772</u>	<u>319,344</u>	5.4
Total	<u>\$ 6,230,116</u>	<u>\$ 6,289,635</u>	<u>\$ (59,519)</u>	(0.9)	<u>\$ 5,910,772</u>	<u>\$ 319,344</u>	5.4

Executive Services
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 94,200	\$ 101,529	\$ (7,329)	(7.2)	\$ 123,998	\$ (29,798)	(24.0)
Interfund accounts payable	-	6,613	(6,613)	(100.0)	-	-	n/a
Accrued expenses	177,200	299,818	(122,618)	(40.9)	268,800	(91,600)	(34.1)
Other current liabilities	-	2,500	(2,500)	(100.0)	2,500	(2,500)	(100.0)
Total current liabilities	<u>271,400</u>	<u>410,460</u>	<u>(139,060)</u>	<u>(33.9)</u>	<u>395,298</u>	<u>(123,898)</u>	<u>(31.3)</u>
Non-current liabilities							
Other post-employment benefits	907,829	894,195	13,634	1.5	922,571	(14,742)	(1.6)
Unfunded pension liabilities	160,559	160,559	-	-	191,121	(30,562)	(16.0)
Total non-current liabilities	<u>1,068,388</u>	<u>1,054,754</u>	<u>13,634</u>	<u>1.3</u>	<u>1,113,692</u>	<u>(45,304)</u>	<u>(4.1)</u>
Total liabilities	<u>1,339,788</u>	<u>1,465,214</u>	<u>(125,426)</u>	<u>(8.6)</u>	<u>1,508,990</u>	<u>(169,202)</u>	<u>(11.2)</u>
Net Position							
Net position	4,536,715	4,536,715	-	-	4,264,843	271,872	6.4
Net income (loss)	353,613	287,706	65,907	22.9	136,939	216,674	158.2
Total net position	<u>4,890,328</u>	<u>4,824,421</u>	<u>65,907</u>	<u>1.4</u>	<u>4,401,782</u>	<u>488,546</u>	<u>11.1</u>
Total	<u>\$ 6,230,116</u>	<u>\$ 6,289,635</u>	<u>\$ (59,519)</u>	<u>(0.9)</u>	<u>\$ 5,910,772</u>	<u>\$ 319,344</u>	<u>5.4</u>

Executive Services
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Admin fees - Transit	\$ 868,546	\$ 894,847	\$ (26,301)	(2.9)	\$ 713,508	\$ 2,547,568	\$ 2,684,540	\$ (136,972)	(5.1)	\$ 2,125,391
Admin fees - Gateway Arch	144,017	102,034	41,983	41.1	102,670	708,832	662,912	45,920	6.9	536,682
Admin fees - Airport	20,681	22,199	(1,518)	(6.8)	20,832	62,443	66,597	(4,154)	(6.2)	61,193
National Park Service management fee	56,833	112,495	(55,662)	(49.5)	49,770	301,785	337,484	(35,699)	(10.6)	225,206
Other operating revenue	7,500	74,024	(66,524)	(89.9)	-	108,184	222,071	(113,887)	(51.3)	148,681
Interest income	24,346	11,500	12,846	111.7	10,752	61,864	34,500	27,364	79.3	31,026
Total revenue	<u>1,121,923</u>	<u>1,217,099</u>	<u>(95,176)</u>	<u>(7.8)</u>	<u>897,532</u>	<u>3,790,676</u>	<u>4,008,104</u>	<u>(217,428)</u>	<u>(5.4)</u>	<u>3,128,179</u>
Expense										
Wages and benefits ¹	765,053	759,428	(5,625)	(0.7)	692,015	2,299,215	2,265,756	(33,459)	(1.5)	2,054,905
Services	163,517	371,674	208,157	56.0	150,550	786,057	1,139,472	353,415	31.0	686,869
Materials and supplies	5,690	7,294	1,604	22.0	4,663	17,058	21,883	4,825	22.0	11,315
Utilities	97	1,841	1,744	94.7	744	1,468	5,524	4,056	73.4	2,333
Casualty and liability costs	12,047	-	(12,047)	-	-	36,141	-	(36,141)	-	-
Other expenses	109,612	96,359	(13,253)	(13.8)	65,679	297,124	291,350	(5,774)	(2.0)	235,818
Total expense	<u>1,056,016</u>	<u>1,236,596</u>	<u>180,580</u>	<u>14.6</u>	<u>913,651</u>	<u>3,437,063</u>	<u>3,723,985</u>	<u>286,922</u>	<u>7.7</u>	<u>2,991,240</u>
Income (loss) before depreciation	<u>65,907</u>	<u>(19,497)</u>	<u>85,404</u>	<u>438.0</u>	<u>(16,119)</u>	<u>353,613</u>	<u>284,119</u>	<u>69,494</u>	<u>24.5</u>	<u>136,939</u>
Depreciation and amortization expense	-	424	424	100.0	-	-	1,644	1,644	100.0	-
Net income (loss)	<u>\$ 65,907</u>	<u>\$ (19,921)</u>	<u>\$ 85,828</u>	<u>430.8</u>	<u>\$ (16,119)</u>	<u>\$ 353,613</u>	<u>\$ 282,475</u>	<u>\$ 71,138</u>	<u>25.2</u>	<u>\$ 136,939</u>

¹ - Detailed schedule included.

Executive Services
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 574,895	\$ 598,264	\$ 23,369	3.9	\$ 546,567	\$ 1,832,717	\$ 1,795,075	\$ (37,642)	(2.1)	\$ 1,641,684
Company paid benefits										
Payroll related taxes and insurance										
FICA	53,578	45,767	(7,811)	(17.1)	45,364	120,164	137,323	17,159	12.5	109,650
Unemployment insurance	1,943	8,352	6,409	76.7	1,866	2,268	11,502	9,234	80.3	2,006
Worker's compensation insurance	-	1,779	1,779	100.0	-	-	5,421	5,421	100.0	-
Health and welfare										
Medical	66,133	38,838	(27,295)	(70.3)	44,120	169,083	116,515	(52,568)	(45.1)	121,278
Dental	1,794	1,228	(566)	(46.1)	1,312	4,907	3,684	(1,223)	(33.2)	3,597
Other post employment benefits	11,191	10,595	(596)	(5.6)	-	13,118	32,425	19,307	59.5	16,013
Life insurance / AD&D	1,092	324	(768)	(237.0)	935	3,032	973	(2,059)	(211.6)	2,662
Short and long term disability	3,611	3,190	(421)	(13.2)	3,707	10,740	9,571	(1,169)	(12.2)	10,254
FMLA administration expense	-	176	176	100.0	-	-	528	528	100.0	-
EAP expense	96	85	(11)	(12.9)	76	260	254	(6)	(2.4)	220
Retirement										
Pension expense	16,344	19,632	3,288	16.7	16,210	50,121	58,897	8,776	14.9	63,244
401 K contributions	34,376	31,198	(3,178)	(10.2)	31,858	92,805	93,588	783	0.8	84,297
Other										
Total company paid benefits	<u>190,158</u>	<u>161,164</u>	<u>(28,994)</u>	<u>(18.0)</u>	<u>145,448</u>	<u>466,498</u>	<u>470,681</u>	<u>4,183</u>	<u>0.9</u>	<u>413,221</u>
Total wages and benefits	<u>\$ 765,053</u>	<u>\$ 759,428</u>	<u>\$ (5,625)</u>	<u>(0.7)</u>	<u>\$ 692,015</u>	<u>\$ 2,299,215</u>	<u>\$ 2,265,756</u>	<u>\$ (33,459)</u>	<u>(1.5)</u>	<u>\$ 2,054,905</u>

Executive Services
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Executive Services Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at January 1, 2019				
Cash & Investments	\$ 6,152,272	\$ 1,722,276	\$ 4,210,360	\$ 219,636
Add:				
Gateway Arch	3,532	-	3,532	-
Interest received	24,346	-	24,346	-
Total cash receipts	<u>27,878</u>	<u>-</u>	<u>27,878</u>	<u>-</u>
Interfund transfers	-	-	(13,634)	13,634
Less:				
Cash disbursements	(178,878)	(178,878)	-	-
Total cash disbursements	<u>(178,878)</u>	<u>(178,878)</u>	<u>-</u>	<u>-</u>
Balance at March 31, 2019				
Cash & Investments	<u>\$ 6,001,272</u>	<u>\$ 1,543,398</u>	<u>\$ 4,224,604</u>	<u>\$ 233,270</u>

Executive Services
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 475,521	
Payments to employees	(2,407,355)	
Payments to vendors	(1,212,300)	
Payments for self-insurance	(36,141)	
Receipts (payments) from inter-fund activity	<u>5,333,222</u>	
Net cash provided by (used in) operating activities	<u>2,152,947</u>	Noncash Activities:
		None
 Cash flows from non capital financing activities		
Operating assistance received	<u>3,375</u>	
Net cash provided by (used in) non capital financing activities	<u>3,375</u>	
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
Interest received	<u>61,865</u>	
Net cash provided by (used in) investing activities	<u>61,865</u>	
 Net increase (decrease) in cash and cash equivalents	2,218,187	
 Cash and cash equivalents, beginning of year	<u>3,783,085</u>	
 Cash and cash equivalents, year to date	<u>\$ 6,001,272</u>	

Executive Services
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2019
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #	\$ -	\$ -	\$ -	\$ -	\$ -
Total Active Projects	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>



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Gateway Arch Tram

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

Fast Facts

The Gateway Arch reopened January 27, 2019 after the government shutdown ended.

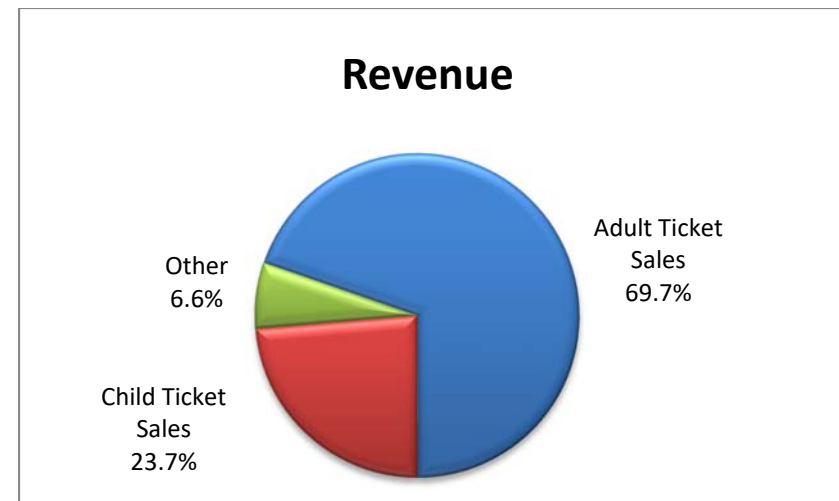
Sarah Clarke, Director of Gateway Arch Operations received the 2018 Spirit of St. Louis Individual Award from the Saint Louis Attractions Association in January. The award is given annually to honor individuals who have gone the extra mile and put forth exemplary effort in helping to further the goals, objectives, and spirit of the Tourism and Hospitality industry.

In February, Mary Lamie, Executive Director of the St. Louis Regional Freightway, was appointed by President and Chief Executive Officer Taulby Roach to be responsible to lead the Gateway Arch Tram team.

Financial Data

Income before depreciation for the Gateway Arch Tram is \$1.0 million, up \$960.3 thousand over last year.

Revenue is \$6.2 million and is \$0.9 million more than the prior year primarily due to an increase in tram ticket sales and the new service fee charged on all internet ticket sales.



Total expense is \$5.2 million comparable to FY 2018.

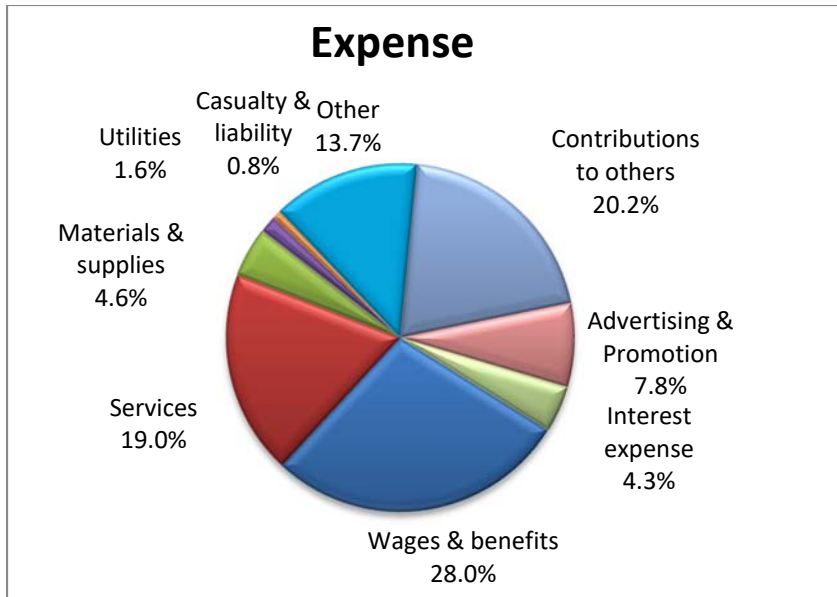
Wages and benefits \$1.5 million in expense is comparable to prior year.

Services expense exceeds prior year by \$232 thousand due to higher consultant fees, National Park Stand-By Mechanic, Outside Services and banking charges.

Contributions to outside entities is \$1.1 million. The majority of the payments were for expenses related to the Arch signage project, the preservation of the stainless steel of the Arch, and operation and maintenance activities in the newly expanded Gateway Arch visitor center.

Gateway Arch Tram

For the Nine Months Ended March 31, 2019
(Preliminary, subject to audit)



Performance Data

Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY19 Actual	431,573	147,088	578,661
FY19 Budget	465,161	161,064	626,225
FY18 Actual	407,028	126,436	533,464

Tram ridership was 7.6% less than budget. Tram ridership increased 8.5% compared to prior year. This was due to the Arch Trams being fully operational.

Gateway Arch Tram
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 16,181,971	\$ 14,882,934	\$ 1,299,037	8.7	\$ 11,122,921	\$ 5,059,050	45.5
Accounts and notes receivable	502	2,638	(2,136)	(81.0)	8,553	(8,051)	(94.1)
Interfund accounts receivable	-	-	-	n/a	651,004	(651,004)	(100.0)
Federal, state and local assistance receivable	4,213	49,370	(45,157)	(91.5)	27,277	(23,064)	(84.6)
Other current assets	13,826	39,294	(25,468)	(64.8)	43,637	(29,811)	(68.3)
Total current assets	<u>16,200,512</u>	<u>14,974,236</u>	<u>1,226,276</u>	8.2	<u>11,853,392</u>	<u>4,347,120</u>	36.7
Capital assets							
Capital assets	17,265,349	17,211,672	53,677	0.3	13,989,917	3,275,432	23.4
Accumulated depreciation	(8,173,526)	(7,979,140)	(194,386)	(2.4)	(7,189,230)	(984,296)	(13.7)
Total capital assets, net	<u>9,091,823</u>	<u>9,232,532</u>	<u>(140,709)</u>	(1.5)	<u>6,800,687</u>	<u>2,291,136</u>	33.7
Construction-in-process	41,365	75,941	(34,576)	(45.5)	3,172,660	(3,131,295)	(98.7)
Total capital assets	<u>9,133,188</u>	<u>9,308,473</u>	<u>(175,285)</u>	(1.9)	<u>9,973,347</u>	<u>(840,159)</u>	(8.4)
Total assets	<u>25,333,700</u>	<u>24,282,709</u>	<u>1,050,991</u>	4.3	<u>21,826,739</u>	<u>3,506,961</u>	16.1
Total	<u>\$ 25,333,700</u>	<u>\$ 24,282,709</u>	<u>\$ 1,050,991</u>	4.3	<u>\$ 21,826,739</u>	<u>\$ 3,506,961</u>	16.1

Gateway Arch Tram
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 391,571	\$ 273,428	\$ 118,143	43.2	\$ 308,136	\$ 83,435	27.1
Interfund accounts payable	2,914,917	1,568,115	1,346,802	85.9	-	2,914,917	n/a
Accrued expenses	81,700	76,675	5,025	6.6	74,500	7,200	9.7
Other current liabilities	121,978	39,280	82,698	210.5	889,371	(767,393)	(86.3)
Total current liabilities	<u>3,510,166</u>	<u>1,957,498</u>	<u>1,552,668</u>	79.3	<u>1,272,007</u>	<u>2,238,159</u>	176.0
Current liab payable from restricted assets							
Accounts payable and retention	49,148	49,148	-	-	264,877	(215,729)	(81.4)
Accrued interest payable	98,213	25,162	73,051	290.3	99,497	(1,284)	(1.3)
Current portion of long-term debt	162,900	162,900	-	-	156,550	6,350	4.1
Total current liabilities payable from restricted assets	<u>310,261</u>	<u>237,210</u>	<u>73,051</u>	30.8	<u>520,924</u>	<u>(210,663)</u>	(40.4)
Total current liabilities	<u>3,820,427</u>	<u>2,194,708</u>	<u>1,625,719</u>	74.1	<u>1,792,931</u>	<u>2,027,496</u>	113.1
Non-current liabilities							
Other post-employment benefits	5,328	557	4,771	856.6	5,411	(83)	(1.5)
Long-term debt	7,113,093	7,113,093	-	-	7,275,993	(162,900)	(2.2)
Unfunded pension liabilities	41,576	41,576	-	-	56,889	(15,313)	(26.9)
Total non-current liabilities	<u>7,159,997</u>	<u>7,155,226</u>	<u>4,771</u>	0.1	<u>7,338,293</u>	<u>(178,296)</u>	(2.4)
Total liabilities	<u>10,980,424</u>	<u>9,349,934</u>	<u>1,630,490</u>	17.4	<u>9,131,224</u>	<u>1,849,200</u>	20.3
Net Position							
Net position - capital investments	-	16,612,046	(16,612,046)	(100.0)	13,363,132	(13,363,132)	(100.0)
Net position	13,924,429	(2,687,618)	16,612,047	618.1	(404,244)	14,328,673	n/a
Net income (loss)	428,847	1,008,347	(579,500)	(57.5)	(263,373)	692,220	262.8
Total net position	<u>14,353,276</u>	<u>14,932,775</u>	<u>(579,499)</u>	(3.9)	<u>12,695,515</u>	<u>1,657,761</u>	13.1
Total	<u>\$ 25,333,700</u>	<u>\$ 24,282,709</u>	<u>\$ 1,050,991</u>	4.3	<u>\$ 21,826,739</u>	<u>\$ 3,506,961</u>	16.1

Gateway Arch Tram
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Arch tickets	\$ 1,242,876	\$ 1,348,830	\$ (105,954)	(7.9)	\$ 1,234,972	\$ 5,867,342	\$ 6,262,250	\$ (394,908)	(6.3)	\$ 5,332,092
Other operating revenue	2,603	6,021	(3,418)	(56.8)	612	37,745	18,063	19,682	109.0	4,602
Other revenue	-	-	-	-	-	4,343	-	4,343	-	-
Service fee revenue	42,735	41,097	1,638	4.0	651	194,508	123,290	71,218	57.8	7,701
Interest income	69,105	31,985	37,120	116.1	28,134	177,600	95,954	81,646	85.1	73,908
Sales discount	(30,562)	(32,360)	1,798	5.6	(23,811)	(41,573)	(97,080)	55,507	57.2	(107,920)
Total revenue	<u>1,326,757</u>	<u>1,395,573</u>	<u>(68,816)</u>	<u>(4.9)</u>	<u>1,240,558</u>	<u>6,239,965</u>	<u>6,402,477</u>	<u>(162,512)</u>	<u>(2.5)</u>	<u>5,310,383</u>
Expense										
Wages and benefits ¹	377,225	540,466	163,241	30.2	485,528	1,458,043	1,613,862	155,819	9.7	1,458,973
Services	268,960	226,613	(42,347)	(18.7)	227,160	991,038	844,669	(146,369)	(17.3)	758,894
Materials and supplies	86,252	214,163	127,911	59.7	81,792	238,266	390,337	152,071	39.0	213,567
Utilities	26,997	28,691	1,694	5.9	14,597	82,066	95,081	13,015	13.7	39,105
Casualty and liability costs	13,826	15,877	2,051	12.9	8,868	41,479	47,630	6,151	12.9	36,605
Other expenses	231,731	289,101	57,370	19.8	520,579	1,120,432	1,147,995	27,563	2.4	1,484,478
Interest expense	73,051	73,448	397	0.5	74,623	221,287	220,343	(944)	(0.4)	225,139
Contribution to outside entities	632,528	280,342	(352,186)	(125.6)	42,019	1,053,359	841,025	(212,334)	(25.2)	909,838
Other non-operating expense	-	-	-	-	110,131	-	-	-	-	110,131
Total expense	<u>1,710,570</u>	<u>1,668,701</u>	<u>(41,869)</u>	<u>(2.5)</u>	<u>1,565,297</u>	<u>5,205,970</u>	<u>5,200,942</u>	<u>(5,028)</u>	<u>(0.1)</u>	<u>5,236,730</u>
Income (loss) before depreciation	<u>(383,813)</u>	<u>(273,128)</u>	<u>(110,685)</u>	<u>(40.5)</u>	<u>(324,739)</u>	<u>1,033,995</u>	<u>1,201,535</u>	<u>(167,540)</u>	<u>(13.9)</u>	<u>73,653</u>
Depreciation and amortization expense	<u>194,387</u>	<u>94,802</u>	<u>(99,585)</u>	<u>(105.0)</u>	<u>109,788</u>	<u>601,083</u>	<u>306,863</u>	<u>(294,220)</u>	<u>(95.9)</u>	<u>331,068</u>
Net income (loss) before transfers	<u>(578,200)</u>	<u>(367,930)</u>	<u>(210,270)</u>	<u>(57.1)</u>	<u>(434,527)</u>	<u>432,912</u>	<u>894,672</u>	<u>(461,760)</u>	<u>(51.6)</u>	<u>(257,415)</u>
Net transfers in (out)	<u>(1,300)</u>	<u>-</u>	<u>(1,300)</u>	<u>-</u>	<u>(5,958)</u>	<u>(4,065)</u>	<u>-</u>	<u>(4,065)</u>	<u>-</u>	<u>(5,958)</u>
Net income (loss)	<u>\$ (579,500)</u>	<u>\$ (367,930)</u>	<u>\$ (211,570)</u>	<u>(57.5)</u>	<u>\$ (440,485)</u>	<u>\$ 428,847</u>	<u>\$ 894,672</u>	<u>\$ (465,825)</u>	<u>(52.1)</u>	<u>\$ (263,373)</u>

¹ - Detailed schedule included.

Gateway Arch Tram
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 297,935	\$ 432,592	\$ 134,657	31.1	\$ 385,492	\$ 1,197,418	\$ 1,300,625	\$ 103,207	7.9	\$ 1,198,296
Company paid benefits										
Payroll related taxes and insurance										
FICA	22,565	33,006	10,441	31.6	29,370	93,495	99,969	6,474	6.5	91,466
Unemployment insurance	2,084	11,484	9,400	81.9	2,727	5,377	22,751	17,374	76.4	6,101
Worker's compensation insurance	-	5,643	5,643	100.0	-	-	17,114	17,114	100.0	(2,974)
Health and welfare										
Medical	42,975	33,074	(9,901)	(29.9)	41,014	117,521	99,221	(18,300)	(18.4)	105,899
Dental	1,168	1,045	(123)	(11.8)	1,188	3,259	3,135	(124)	(4.0)	3,137
Other post employment benefits	3,580	2,943	(637)	(21.6)	-	4,138	9,011	4,873	54.1	5,411
Life insurance / AD&D	458	276	(182)	(65.9)	462	1,274	828	(446)	(53.9)	1,243
Short and long term disability	1,426	2,693	1,267	47.0	1,386	3,874	8,080	4,206	52.1	3,796
FMLA administration expense	-	149	149	100.0	-	-	447	447	100.0	-
EAP expense	70	72	2	2.8	74	196	216	20	9.3	196
Retirement										
Pension expense	4,054	4,952	898	18.1	10,483	12,340	14,857	2,517	16.9	22,954
401 K contributions	14,527	13,156	(1,371)	(10.4)	14,287	38,970	39,468	498	1.3	37,632
Other										
Uniform allowance	(30)	2,298	2,328	101.3	8,033	4,870	6,892	2,022	29.3	8,235
Miscellaneous benefits	2,134	-	(2,134)	-	-	11,434	-	(11,434)	-	3,310
Benefit costs applied to capital projects.	(15,721)	(2,917)	12,804	438.9	(8,988)	(36,123)	(8,752)	27,371	312.7	(25,729)
Total company paid benefits	<u>79,290</u>	<u>107,874</u>	<u>28,584</u>	<u>26.5</u>	<u>100,036</u>	<u>260,625</u>	<u>313,237</u>	<u>52,612</u>	<u>16.8</u>	<u>260,677</u>
Total wages and benefits	<u>\$ 377,225</u>	<u>\$ 540,466</u>	<u>\$ 163,241</u>	<u>30.2</u>	<u>\$ 485,528</u>	<u>\$ 1,458,043</u>	<u>\$ 1,613,862</u>	<u>\$ 155,819</u>	<u>9.7</u>	<u>\$ 1,458,973</u>

Gateway Arch Tram
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)

Description	Total	Arch Collection Facility Fund	Arch Levy Pass Fund	JNEM Arch Operating Fund	JNEM Beneficial Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Tucker Theater Fund	Other Restricted Fund	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve Fund	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
Balance at January 1, 2019													
Cash & Investments	\$ 14,882,934	\$ 2,528,412	\$ 250	\$ 1,844,013	\$ 7,701,034	\$ 1,112,726	\$ 94,059	\$ 304,314	\$ 500,000	\$ 301,857	\$ 453,485	\$ 42,784	\$ -
Add:													
Revenue receipts	1,702,293	1,702,293	-	-	-	-	-	-	-	-	-	-	-
Interest received	55,865	-	-	-	42,141	6,114	517	1,672	-	1,974	2,549	224	674
Total cash receipts	<u>1,758,158</u>	<u>1,702,293</u>	<u>-</u>	<u>-</u>	<u>42,141</u>	<u>6,114</u>	<u>517</u>	<u>1,672</u>	<u>-</u>	<u>1,974</u>	<u>2,549</u>	<u>224</u>	<u>674</u>
Interfund transfers	-	(1,248,333)	-	798,171	-	-	-	-	-	-	-	-	450,162
Less:													
Cash disbursements	(459,121)	(23,673)	-	13,239	(75,648)	(21,466)	-	-	-	(5,589)	-	-	(345,984)
Total cash disbursements	<u>(459,121)</u>	<u>(23,673)</u>	<u>-</u>	<u>13,239</u>	<u>(75,648)</u>	<u>(21,466)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(5,589)</u>	<u>-</u>	<u>-</u>	<u>(345,984)</u>
Balance at March 31, 2019													
Cash & Investments	<u>\$ 16,181,971</u>	<u>\$ 2,958,699</u>	<u>\$ 250</u>	<u>\$ 2,655,423</u>	<u>\$ 7,667,527</u>	<u>\$ 1,097,374</u>	<u>\$ 94,576</u>	<u>\$ 305,986</u>	<u>\$ 500,000</u>	<u>\$ 298,242</u>	<u>\$ 456,034</u>	<u>\$ 43,008</u>	<u>\$ 104,852</u>

Gateway Arch
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 6,086,735	
Payments to employees	(1,447,512)	
Payments to vendors	(1,895,439)	Noncash Activities:
Payments for self-insurance	(41,479)	None
Receipts (payments) from inter-fund activity	<u>1,918,863</u>	
Net cash provided by (used in) operating activities	<u>4,621,168</u>	
 Cash flows from non capital financing activities		
Operating assistance received	7,165	
Contributions to outside entities	(1,053,359)	
Net transfers	<u>(4,065)</u>	
Net cash provided by (used in) non capital financing activities	<u>(1,050,259)</u>	
 Cash flows from capital and related financing activities		
Acquisitions of capital assets	(311,276)	
Payments of long-term debt	(79,053)	
Interest Paid	<u>(147,689)</u>	
Cash flows from capital and related financing activities	<u>(538,018)</u>	
 Cash flows from investing activities		
Interest received	<u>177,598</u>	
Net cash provided by (used in) investing activities	<u>177,598</u>	
 Net increase (decrease) in cash and cash equivalents	 3,210,489	
Cash and cash equivalents, beginning of year	<u>12,971,482</u>	
Cash and cash equivalents, year to date	<u>\$ 16,181,971</u>	

Gateway Arch Tram
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2019
(unaudited)

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #						
1824	Load Zone Rehabilitation	x \$ 3,427,280	\$ 3,926	\$ 27,953	\$ 2,979,909	\$ 447,371
1825	JNEM Rail Station Improvements	z 359,612	-	-	104,755	254,857
1826	JNEM Arch Lobby Rehabilitation	y 1,087,107	19,532	32,991	954,620	132,487
1903	Arch Motor Generator Replacement	x 7,492,163	7,454	322,272	7,236,815	255,348
2034	Arch Ticketing Upgrade	y 468,668	-	-	412,584	56,084
2073	PGAV - Arch Welcoming Portal	x 44,000	-	-	13,238	30,762
2124	Gateway Arch Furnishings	156,000	-	4,989	113,414	42,586
2126	Professional Services to NPS	y 225,000	6,175	37,236	180,625	44,375
2131	JNEM Signage Project 2016	y 590,000	93,566	318,731	383,480	206,520
2186	Design Support House Exhibits	y 50,000	-	13,447	46,390	3,610
2197	TR Advisors, LLC	y 105,000	16,010	52,648	98,759	6,241
2203	Tucker Theatre Space	400,000	7,810	31,674	37,805	362,195
2221	Tucker Theatre Consultant	60,000	4,031	15,367	15,367	44,633
2274	TR Advisors, LLC	y 110,000	-	-	-	110,000
2276	Parking Garage Study	100,000	-	-	-	100,000
Total Active Projects		<u>\$ 14,674,830</u>	<u>\$ 158,504</u>	<u>\$ 857,308</u>	<u>\$ 12,577,761</u>	<u>\$ 2,097,069</u>

- x Projects are carryover from prior year.
- y Upon completion of this project, assets to be contributed to National Park Service (NPS).
- z Upon completion of this project, assets to be contributed to Metro Transit



**BI-STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

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Metro Transit

For the Nine Months Ended March 31, 2019
(Preliminary, subject to audit)

Fast Facts

Transit is now the official real-time information and trip-planning mobile application for Metro Transit. The leading public transit app in North America, Transit makes it easy for riders to plan trips, check schedules, get real-time information on service, and receive push notifications on rider alerts.

Bi-State Development joined Southwestern Illinois Development Authority and Bywater Development Group to celebrate the grand opening of the Metro Landing of Swansea in March. The \$11 million, transit-oriented development brings senior apartment living adjacent to the Swansea MetroLink Station. The affordable one- and two-bedroom apartments cater to independent adults who want convenient transportation options and easy access to destinations throughout the bi-state region.

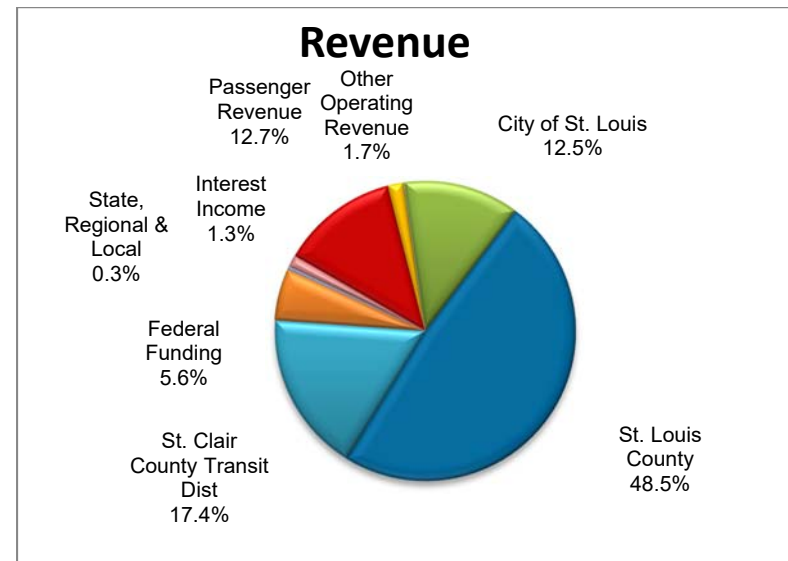
Construction of a new 60-foot extension of the platform at the Central West End MetroLink Station was completed and opened to service in March. The new extension gives riders more room to board and exit the trains at the MetroLink system's busiest and highest passenger volume station.

Financial Data

Income before depreciation for the nine months ended March 31, 2019 was \$1.4 million. Compared to budget, revenue was unfavorable 6.3% and total expenses are favorable 7.8%.

Revenue

The chart below illustrates the relative size of each revenue source in fiscal year 2019.



Metro Transit

For the Nine Months Ended March 31, 2019
 (Preliminary, subject to audit)

Passenger Revenue of \$29.9 million is 2.8% less than budget and 3.9% less than the prior year due to ridership decline.

Advertising, maintenance services and rental income are below budget by 23.4% due to the lower than expected shelter and bus advertising and ATS revenue.

Interest revenue is favorable to budget in FY2019 due to longer term investment strategy.

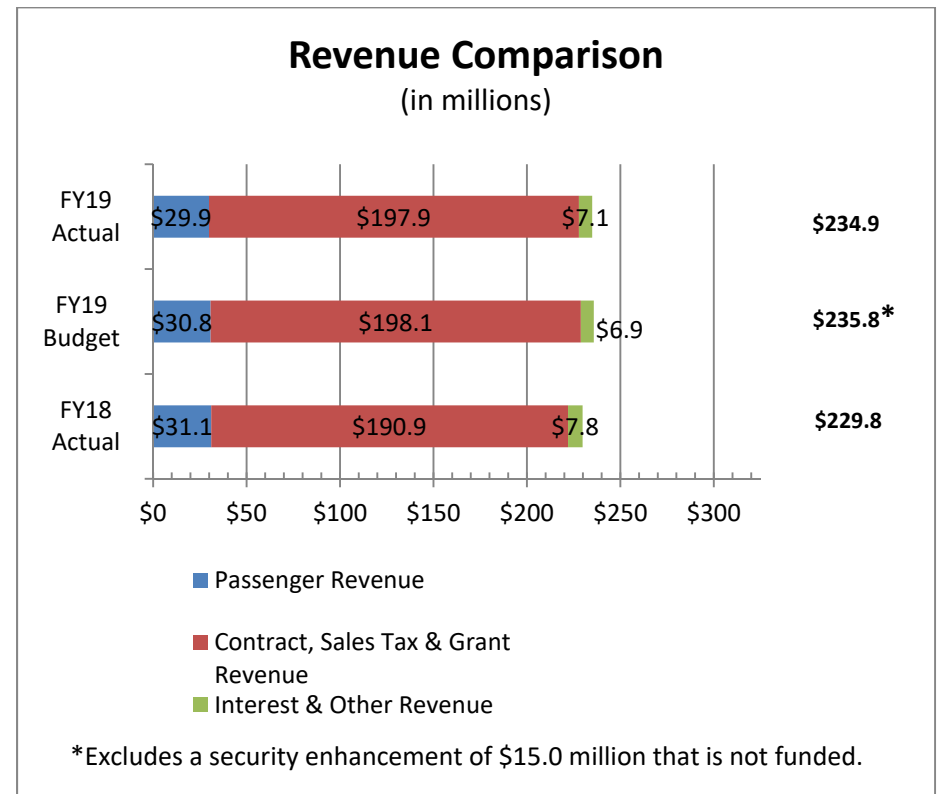
Contract, Sales Tax & Grant Revenue

Combined St. Louis City and County appropriations used in operations by Metro Transit are support revenue from the local Missouri jurisdictions in return for services provided.

St. Clair County Transit District amount of \$40.9 million is 4.6% less than Budget. St. Clair County contracts for service and pays 100% of the cost.

Federal funding of \$13.1 million includes an accrual of federal vehicle maintenance funds of \$12.0 million used for revenue and non-revenue vehicle operating costs. Federal funding for non-capital projects decreased from budget expectations due to time spent on capital projects.

The Revenue Comparison chart reports revenue trends in each major revenue category.

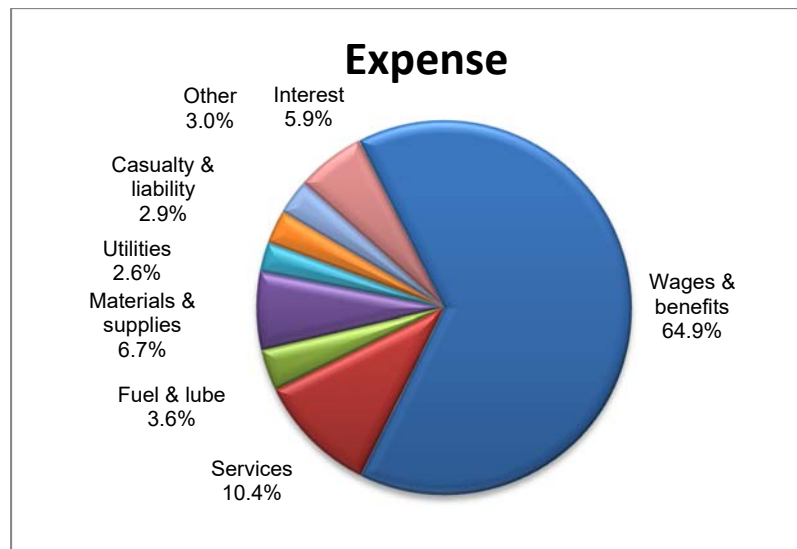


Metro Transit

For the Nine Months Ended March 31, 2019
(Preliminary, subject to audit)

Expense

The chart below illustrates the relative significance of each expense in FY 2019.



Wages and benefits of \$151.6 million are 0.5% favorable to budget. The favorable variance in wages and benefits is due to vacant positions.

Services of \$24.4 million are favorable to budget by 40.4% because \$15.0 million budgeted for enhanced security.

Fuel and lube consumed shows a 3.7% favorable variance to budget. While average fuel prices are unfavorable to budget, the actual gallon usage is more favorable.

Materials and supplies current year actual expense is favorable to budget by 15.0% due to less ticket stock and revenue equipment parts spending.

Utilities are favorable to budget by 6.7% mainly due to natural gas and electric usage.

Casualty & liability expenditures are unfavorable to budget by 14.3% for self-insured claims that relate to MetroBus, MetroLink and Call-a-Ride.

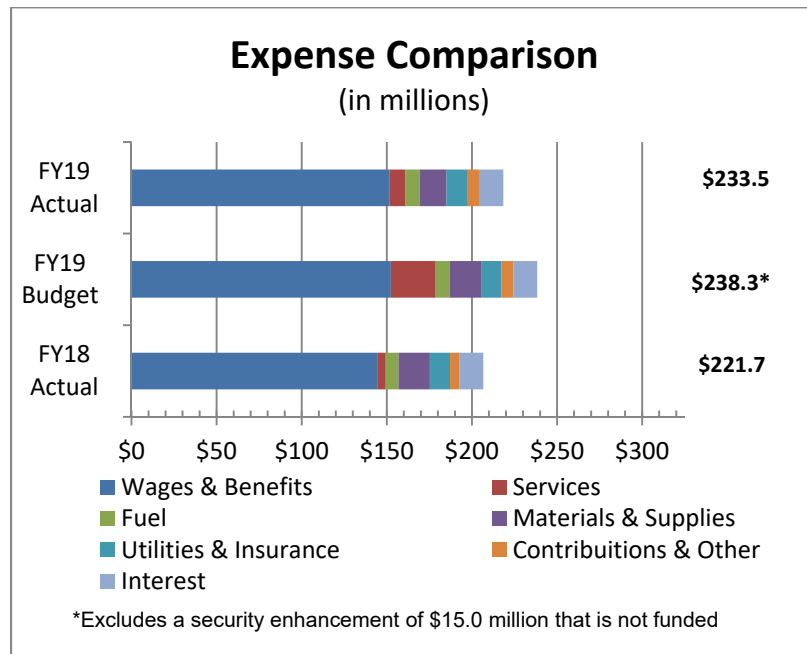
Interest expense is comparable to budget for Tower Leases and Cross County debt.

Other expense is made up of contributions to outside entities, which is slightly favorable to budget by 1.3%.

Metro Transit

For the Nine Months Ended March 31, 2019
(Preliminary, subject to audit)

The chart below shows expense trends in each major expense category.



Performance Data

Passenger Boarding's (in millions – YTD)			
	FY2019	FY2018	FY2017
MetroBus	17.1	17.6	19.3
MetroLink	9.6	10.0	11.2
Call-A-Ride	0.4	0.4	0.4
Total System	27.1	28.0	30.9

Passenger Boarding's for the fiscal year 2019 are 3.7% below fiscal year 2018 and 12.6% below fiscal year 2017. The decrease between fiscal year 2019 and 2018 for MetroBus is 3.3%, MetroLink is 3.9% and Call-A-Ride is comparable each year.

Metro
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 135,799,688	\$ 99,362,024	\$ 36,437,664	36.7	\$ 84,269,198	\$ 51,530,490	61.1
Investments	97,000,822	120,339,970	(23,339,148)	(19.4)	143,035,887	(46,035,065)	(32.2)
Accounts and notes receivable	1,281,686	1,632,184	(350,498)	(21.5)	3,090,224	(1,808,538)	(58.5)
Interfund accounts receivable	4,262,820	5,004,012	(741,192)	(14.8)	4,143,629	119,191	2.9
Restricted accounts receivable	840,171	388,919	451,252	116.0	773,359	66,812	8.6
Federal, state and local assistance receivable	29,470,303	34,654,467	(5,184,164)	(15.0)	43,980,302	(14,509,999)	(33.0)
Materials and supplies inventory	10,739,121	9,294,144	1,444,977	15.5	9,467,295	1,271,826	13.4
Other current assets	2,847,255	1,928,002	919,253	47.7	5,305,842	(2,458,587)	(46.3)
Total current assets	<u>282,241,866</u>	<u>272,603,722</u>	<u>9,638,144</u>	3.5	<u>294,065,736</u>	<u>(11,823,870)</u>	(4.0)
Capital assets							
Capital assets - motorbus	431,508,689	429,027,072	2,481,617	0.6	398,602,174	32,906,515	8.3
Capital assets - paratransit	19,375,724	19,376,303	(579)	-	19,858,405	(482,681)	(2.4)
Capital assets - lighttrail	1,625,376,351	1,623,476,482	1,899,869	0.1	1,609,277,181	16,099,170	1.0
Total capital assets	2,076,260,764	2,071,879,857	4,380,907	0.2	2,027,737,760	48,523,004	2.4
Accumulated depreciation	(1,296,057,342)	(1,277,462,306)	(18,595,036)	(1.5)	(1,224,539,068)	(71,518,274)	(5.8)
Total capital assets, net	<u>780,203,422</u>	<u>794,417,551</u>	<u>(14,214,129)</u>	(1.8)	<u>803,198,692</u>	<u>(22,995,270)</u>	(2.9)
Land	95,776,349	95,776,349	-	-	96,399,326	(622,977)	(0.6)
Construction-in-process	17,123,955	18,928,079	(1,804,124)	(9.5)	45,821,888	(28,697,933)	(62.6)
Total capital assets	<u>893,103,726</u>	<u>909,121,979</u>	<u>(16,018,253)</u>	(1.8)	<u>945,419,906</u>	<u>(52,316,180)</u>	(5.5)
Non-current assets							
Restricted investments	116,198,202	114,354,595	1,843,607	1.6	109,057,118	7,141,084	6.5
Other non-current assets, net amort	410,875	418,290	(7,415)	(1.8)	142,079	268,796	189.2
Total non-current assets	<u>116,609,077</u>	<u>114,772,885</u>	<u>1,836,192</u>	1.6	<u>109,199,197</u>	<u>7,409,880</u>	6.8
Total assets	<u>1,291,954,669</u>	<u>1,296,498,586</u>	<u>(4,543,917)</u>	(0.4)	<u>1,348,684,839</u>	<u>(56,730,170)</u>	(4.2)
Deferred outflow of resources							
Deferred pension loss	8,517,887	10,404,394	(1,886,507)	(18.1)	15,219,774	(6,701,887)	(44.0)
Deferred pension expense	2,705,100	2,705,100	-	-	2,279,298	425,802	18.7
Deferred loss on hedging instruments	-	174,224	(174,224)	(100.0)	958,444	(958,444)	(100.0)
Deferred unfunded OPEB loss	6,873,774	7,364,100	(490,326)	(6.7)	8,835,078	(1,961,304)	(22.2)
Deferred loss on debt refunding	2,096,944	2,193,334	(96,390)	(4.4)	2,487,556	(390,612)	(15.7)
Total deferred outflow of resources	<u>20,193,705</u>	<u>22,841,152</u>	<u>(2,647,447)</u>	(11.6)	<u>29,780,150</u>	<u>(9,586,445)</u>	(32.2)
Total	<u>\$ 1,312,148,374</u>	<u>\$ 1,319,339,738</u>	<u>\$ (7,191,364)</u>	(0.5)	<u>\$ 1,378,464,989</u>	<u>\$ (66,316,615)</u>	(4.8)

Metro
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 10,361,151	\$ 6,883,557	\$ 3,477,594	50.5	\$ 3,425,600	\$ 6,935,551	202.5
Accrued expenses	19,639,354	20,967,257	(1,327,903)	(6.3)	18,290,068	1,349,286	7.4
Other current liabilities	22,882,896	21,646,607	1,236,289	5.7	40,816,968	(17,934,072)	(43.9)
Total current liabilities	52,883,401	49,497,421	3,385,980	6.8	62,532,636	(9,649,235)	(15.4)
Current liab payable from restricted assets							
Accounts payable and retention	1,222,337	1,242,093	(19,756)	(1.6)	899,466	322,871	35.9
Accrued interest payable	10,048,019	5,079,832	4,968,187	97.8	10,273,769	(225,750)	(2.2)
Short-term insurance	140,487	140,487	-	-	140,487	-	-
Medical self-insurance liability	167	-	167	n/a	-	167	n/a
Current portion of long-term debt	9,630,000	9,630,000	-	-	9,030,000	600,000	6.6
Total current liabilities payable from restricted assets	21,041,010	16,092,412	4,948,598	30.8	20,343,722	697,288	3.4
Total current liabilities	73,924,411	65,589,833	8,334,578	12.7	82,876,358	(8,951,947)	(10.8)
Non-current liabilities							
Other post-employment benefits	65,284,864	64,694,444	590,420	0.9	67,068,774	(1,783,910)	(2.7)
Long-term insurance	400,644	351,956	48,688	13.8	826,181	(425,537)	(51.5)
Long-term debt	512,905,260	513,329,610	(424,350)	(0.1)	524,393,431	(11,488,171)	(2.2)
Capital lease obligations	116,198,204	114,354,597	1,843,607	1.6	109,057,120	7,141,084	6.5
Unfunded pension liabilities	82,625,585	82,625,585	-	-	98,239,149	(15,613,564)	(15.9)
Other non-current liabilities	6,135,490	6,159,383	(23,893)	(0.4)	6,241,451	(105,961)	(1.7)
Total non-current liabilities	783,550,047	781,515,575	2,034,472	0.3	805,826,106	(22,276,059)	(2.8)
Total liabilities	857,474,458	847,105,408	10,369,050	1.2	888,702,464	(31,228,006)	(3.5)
Deferred Inflow of Resources							
Deferred gain on hedging instruments	1,238,756	-	1,238,756	n/a	3,544,304	(2,305,548)	(65.0)
Deferred Unfunded OPEB Gain	328,316	353,572	(25,256)	(7.1)	-	328,316	n/a
Deferred pension gain 788 ATU and clerical	5,925,285	6,487,206	(561,921)	(8.7)	4,483,986	1,441,299	32.1
Deferred pension gain IBEW	144,483	158,094	(13,611)	(8.6)	105,495	38,988	37.0
Deferred pension gain salaried	1,961,767	2,193,277	(231,510)	(10.6)	1,195,137	766,630	64.1
Total deferred inflow of resources	9,598,607	9,192,149	406,458	4.4	9,328,922	269,685	2.9
Net Position							
Net position - capital investments	-	433,148,415	(433,148,415)	(100.0)	460,924,699	(460,924,699)	(100.0)
Net position	502,439,183	63,757,632	438,681,551	688.0	68,354,808	434,084,375	635.0
Net income (loss)	(57,363,874)	(33,863,866)	(23,500,008)	(69.4)	(48,845,904)	(8,517,970)	(17.4)
Total net position	445,075,309	463,042,181	(17,966,872)	(3.9)	480,433,603	(35,358,294)	(7.4)
Total	<u>\$ 1,312,148,374</u>	<u>\$ 1,319,339,738</u>	<u>\$ (7,191,364)</u>	(0.5)	<u>\$ 1,378,464,989</u>	<u>\$ (66,316,615)</u>	(4.8)

Metro
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Passenger revenue	\$ 8,908,984	\$ 9,640,374	\$ (731,390)	(7.6)	\$ 9,301,013	\$ 29,912,317	\$ 30,777,761	\$ (865,444)	(2.8)	\$ 31,111,325
City of St. Louis ¹	9,893,901	10,293,264	(399,363)	(3.9)	9,884,506	29,296,191	30,408,108	(1,111,917)	(3.7)	27,229,353
St. Louis County ¹	39,114,075	36,777,450	2,336,625	6.4	39,180,897	113,962,561	108,270,153	5,692,408	5.3	107,355,647
St. Clair County Transit District ¹	11,443,283	14,300,290	(2,857,007)	(20.0)	14,773,358	40,939,173	42,900,869	(1,961,696)	(4.6)	41,455,606
State of Missouri and Illinois ¹	146,000	213,102	(67,102)	(31.5)	365,815	437,919	639,306	(201,387)	(31.5)	732,739
Federal funding ¹	4,155,568	5,067,943	(912,375)	(18.0)	5,107,978	13,101,809	15,203,830	(2,102,021)	(13.8)	13,705,134
Other local/regional funding ¹	75,746	5,227,852	(5,152,106)	(98.6)	63,925	178,136	15,683,556	(15,505,420)	(98.9)	425,847
Advertising, maint services, rental income	1,363,533	1,672,019	(308,486)	(18.4)	1,691,623	3,953,356	5,159,665	(1,206,309)	(23.4)	5,828,652
Service fee revenue	239	-	239	-	-	239	-	239	-	-
Interest income	1,419,508	647,258	772,250	119.3	761,076	3,137,122	1,770,436	1,366,686	77.2	1,983,818
Total revenue	76,520,837	83,839,552	(7,318,715)	(8.7)	81,130,191	234,918,823	250,813,684	(15,894,861)	(6.3)	229,828,121
Expense										
Wages and benefits ¹	51,103,270	50,530,935	(572,335)	(1.1)	48,016,406	151,643,277	152,390,391	747,114	0.5	144,347,208
Services	9,579,441	13,193,993	3,614,552	27.4	6,197,044	24,367,694	40,872,934	16,505,240	40.4	20,005,878
Fuel and lube consumed	2,485,726	2,828,310	342,584	12.1	2,526,750	8,376,481	8,697,748	321,267	3.7	7,513,182
Materials and supplies	5,303,710	6,084,155	780,445	12.8	6,398,937	15,650,991	18,402,790	2,751,799	15.0	18,388,350
Utilities	1,856,871	2,183,669	326,798	15.0	1,838,410	5,723,573	6,136,810	413,237	6.7	5,355,903
Casualty and liability costs	3,332,726	1,963,918	(1,368,808)	(69.7)	1,598,225	6,754,540	5,910,629	(843,911)	(14.3)	6,506,554
Other expenses	1,193,656	2,010,601	816,945	40.6	1,465,096	5,249,359	6,076,672	827,313	13.6	4,412,751
Interest expense	4,555,196	4,640,864	85,668	1.8	4,655,618	13,853,770	13,923,070	69,300	0.5	13,975,822
Contribution to outside entities	333,283	311,701	(21,582)	(6.9)	352,481	922,557	935,103	12,546	1.3	972,005
Other non-operating expense	479,253	-	(479,253)	-	760,287	921,065	-	(921,065)	-	705,007
Total expense	80,223,132	83,748,146	3,525,014	4.2	73,809,254	233,463,307	253,346,147	19,882,840	7.8	221,717,959
Income (loss) before depreciation	(3,702,295)	91,406	(3,793,701)	(4,150.4)	7,320,937	1,455,516	(2,532,463)	3,987,979	157.5	8,110,162
Depreciation and amortization expense	19,199,145	18,119,775	(1,079,370)	(6.0)	18,639,207	56,950,060	54,508,300	(2,441,760)	(4.5)	56,064,572
Net income (loss) before transfers	(22,901,440)	(18,028,369)	(4,873,071)	(27.0)	(11,318,270)	(55,494,544)	(57,040,763)	1,546,219	2.7	(47,954,410)
Net transfers in (out)	(598,568)	(446,774)	(151,794)	(34.0)	(305,646)	(1,869,330)	(1,340,321)	(529,009)	(39.5)	(891,494)
Net income (loss)	\$ (23,500,008)	\$ (18,475,143)	\$ (5,024,865)	(27.2)	\$ (11,623,916)	\$ (57,363,874)	\$ (58,381,084)	\$ 1,017,210	1.7	\$ (48,845,904)

¹ - Detailed schedule included.

Metro
Detailed Schedule of Contract, Sales Tax and Grant Revenue
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Contract, sales tax and grant revenue										
City of St. Louis 1/2 cent	\$ 5,167,295	\$ 5,223,275	\$ (55,980)	(1.1)	\$ 5,417,431	\$ 14,884,041	\$ 15,231,624	\$ (347,583)	(2.3)	\$ 15,077,251
City of St. Louis 1/4 cent	2,452,839	2,370,897	81,942	3.5	2,559,300	6,992,386	7,031,201	(38,815)	(0.6)	7,067,747
City of St. Louis Prop M2 (1/4 cent)	2,273,767	2,699,092	(425,325)	(15.8)	1,907,775	7,419,764	8,145,283	(725,519)	(8.9)	5,084,355
Total City of St. Louis	9,893,901	10,293,264	(399,363)	(3.9)	9,884,506	29,296,191	30,408,108	(1,111,917)	(3.7)	27,229,353
St. Louis County 1/2 cent	11,848,297	11,017,521	830,776	7.5	12,206,615	33,282,480	31,531,674	1,750,806	5.6	33,452,891
St. Louis County 1/4 cent	9,685,648	9,261,143	424,505	4.6	10,382,779	27,717,177	27,277,457	439,720	1.6	28,417,848
St. Louis County Prop A (1/2 cent)	17,580,130	16,498,786	1,081,344	6.6	16,591,503	52,962,904	49,461,022	3,501,882	7.1	45,484,908
Total St. Louis County	39,114,075	36,777,450	2,336,625	6.4	39,180,897	113,962,561	108,270,153	5,692,408	5.3	107,355,647
East-West Gateway Council of Govts.	26,667	40,000	(13,333)	(33.3)	42,825	80,000	120,000	(40,000)	(33.3)	128,475
Non-capital projects and other	49,079	5,187,852	(5,138,773)	(99.1)	21,100	98,136	15,563,556	(15,465,420)	(99.4)	297,372
Total other local	75,746	5,227,852	(5,152,106)	(98.6)	63,925	178,136	15,683,556	(15,505,420)	(98.9)	425,847
State of Missouri	145,960	188,102	(42,142)	(22.4)	365,815	437,879	564,306	(126,427)	(22.4)	731,629
Total State of Missouri	145,960	188,102	(42,142)	(22.4)	365,815	437,879	564,306	(126,427)	(22.4)	731,629
Total Missouri	49,229,682	52,486,668	(3,256,986)	(6.2)	49,495,143	143,874,767	154,926,123	(11,051,356)	(7.1)	135,742,476
Illinois										
St. Clair Transit District	11,443,283	14,300,290	(2,857,007)	(20.0)	14,773,358	40,939,173	42,900,869	(1,961,696)	(4.6)	41,455,606
State of Illinois	40	25,000	(24,960)	(99.8)	-	40	75,000	(74,960)	(99.9)	1,110
Total Illinois	11,443,323	14,325,290	(2,881,967)	(20.1)	14,773,358	40,939,213	42,975,869	(2,036,656)	(4.7)	41,456,716
Total local and state	60,673,005	66,811,958	(6,138,953)	(9.2)	64,268,501	184,813,980	197,901,992	(13,088,012)	(6.6)	177,199,192
Federal										
Vehicle maintenance	4,000,000	4,000,000	-	-	4,000,000	12,000,000	12,000,000	-	-	12,000,000
CMAQ grant	-	-	-	-	-	45,000	-	45,000	-	-
Non-capital grants (i.e. JARC)	155,568	1,067,943	(912,375)	(85.4)	1,107,978	1,056,809	3,203,830	(2,147,021)	(67.0)	1,705,134
Total federal	4,155,568	5,067,943	(912,375)	(18.0)	5,107,978	13,101,809	15,203,830	(2,102,021)	(13.8)	13,705,134
Total contract, sales tax and grant revenue	\$ 64,828,573	\$ 71,879,901	\$ (7,051,328)	(9.8)	\$ 69,376,479	\$ 197,915,789	\$ 213,105,822	\$ (15,190,033)	(7.1)	\$ 190,904,326

Metro
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 32,464,953	\$ 33,285,094	\$ 820,141	2.5	\$ 31,430,997	\$ 98,854,847	\$ 101,968,756	\$ 3,113,909	3.1	\$ 94,859,998
Company paid benefits										
Payroll related taxes and insurance										
FICA	2,280,240	2,544,913	264,673	10.4	2,239,631	6,916,665	7,794,265	877,600	11.3	6,689,876
Unemployment insurance	185,158	638,018	452,860	71.0	205,615	201,628	677,828	476,200	70.3	228,801
Worker's compensation insurance	1,954,217	1,331,879	(622,338)	(46.7)	1,916,257	6,569,029	4,098,438	(2,470,591)	(60.3)	6,583,213
Health and welfare										
Medical	7,496,574	6,291,123	(1,205,451)	(19.2)	6,010,418	20,504,212	18,948,008	(1,556,204)	(8.2)	17,157,865
Dental	159,581	152,761	(6,820)	(4.5)	157,065	470,332	460,658	(9,674)	(2.1)	450,787
Other post employment benefits	1,062,146	459,807	(602,339)	(131.0)	490,326	2,087,551	1,391,829	(695,722)	(50.0)	1,877,626
Life insurance / AD&D	79,473	104,307	24,834	23.8	79,626	376,166	313,699	(62,467)	(19.9)	222,726
Short and long term disability	58,307	56,351	(1,956)	(3.5)	57,489	164,832	169,052	4,220	2.5	161,900
FMLA administration expense	-	15,967	15,967	100.0	-	-	48,141	48,141	100.0	-
EAP expense	9,787	9,870	83	0.8	9,620	28,606	29,755	1,149	3.9	27,838
Retirement										
Pension expense	4,401,016	4,804,355	403,339	8.4	4,506,068	13,384,570	14,473,894	1,089,324	7.5	14,149,736
401 K contributions	485,329	463,378	(21,951)	(4.7)	452,814	1,350,150	1,390,134	39,984	2.9	1,227,173
Other										
Uniform allowance	539,582	468,389	(71,193)	(15.2)	568,501	936,173	911,764	(24,409)	(2.7)	978,712
Miscellaneous benefits	4,994	5,750	756	13.1	500	24,397	17,250	(7,147)	(41.4)	1,177
Benefit costs applied to capital projects	(78,087)	(101,027)	(22,940)	(22.7)	(108,521)	(225,881)	(303,080)	(77,199)	(25.5)	(270,220)
Total company paid benefits	<u>18,638,317</u>	<u>17,245,841</u>	<u>(1,392,476)</u>	<u>(8.1)</u>	<u>16,585,409</u>	<u>52,788,430</u>	<u>50,421,635</u>	<u>(2,366,795)</u>	<u>(4.7)</u>	<u>49,487,210</u>
Total wages and benefits	<u>\$ 51,103,270</u>	<u>\$ 50,530,935</u>	<u>\$ (572,335)</u>	<u>(1.1)</u>	<u>\$ 48,016,406</u>	<u>\$ 151,643,277</u>	<u>\$ 152,390,391</u>	<u>\$ 747,114</u>	<u>0.5</u>	<u>\$ 144,347,208</u>

Metro Transit
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)

	<u>Total</u>	<u>Revenue Fund</u>	<u>Operating Fund</u>	<u>Internally Restricted Fund</u>	<u>Missouri Local Funds</u>	<u>Commodity Fund</u>	<u>Insurance Fund</u>	<u>Cross County Trustee Funds</u>	<u>Other Restricted Fund</u>
Balance January 1, 2019									
Cash & Investments	\$ 219,701,994	\$ 1,985,746	\$ 35,540,701	\$ 16,333,909	\$ 109,586,963	\$ 3,551,993	\$ 3,290,662	\$ 40,845,774	\$ 8,566,246
Add :									
Passenger Fares	8,788,221	8,788,221	-	-	-	-	-	-	-
City of St. Louis	15,271,909	-	9,740,281	-	-	-	-	5,531,628	-
St. Louis County	66,760,656	-	36,105,337	-	-	-	-	30,655,319	-
State of Illinois	152	-	152	-	-	-	-	-	-
St. Clair County	14,962,228	-	14,962,228	-	-	-	-	-	-
FTA	6,696,297	-	6,696,297	-	-	-	-	-	-
Commodity Fund	290,510	-	-	-	-	290,510	-	-	-
All Other	10,487,651	-	9,283,599	167,444	490,404	-	267,780	230,897	47,527
Cash Receipts	123,257,624	8,788,221	76,787,894	167,444	490,404	290,510	267,780	36,417,844	47,527
Interfund Transfers	-	(9,384,000)	(11,743,683)	18,189,301	2,323,361	-	615,021	-	-
Less:									
Cash Disbursements	(110,159,108)	(145,202)	(78,095,016)	-	(1,653,240)	-	(846,069)	(28,840,147)	(579,434)
Balance March 31, 2019									
Cash & Investments	232,800,510	1,244,765	22,489,896	34,690,654	110,747,488	3,842,503	3,327,394	48,423,471	8,034,339
Less:									
Pre-encumbrances & restrictions									
Local Match - Approved Grants	37,171,209	-	-	-	37,171,209	-	-	-	-
- Grant Applications	20,576,630	-	-	-	20,576,630	-	-	-	-
- Long Range Capital Programs (1)	52,999,649	-	-	-	52,999,649	-	-	-	-
Other restrictions	122,053,022	1,244,765	22,489,896	34,690,654	-	3,842,503	3,327,394	48,423,471	8,034,339
Total restrictions	232,800,510	1,244,765	22,489,896	34,690,654	110,747,488	3,842,503	3,327,394	48,423,471	8,034,339
Unencumbered Cash & Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(1) Restricted to finance obligations.

Metro
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 35,962,297	Noncash Activities:	
Payments to employees	(151,331,573)	Interest received on capital lease	\$ 5,375,258
Payments to vendors	(50,226,500)	Interest accrued on capital lease	(5,375,258)
Payments for self-insurance	(6,640,945)	Changes in Unfunded Pension Liability	3,238,391
Receipts (payments) from inter-fund activity	<u>(5,949,869)</u>	Changes in Unrealized Loss on Fuel Hedge	(2,229,526)
Net cash provided by (used in) operating activities	<u>(178,186,590)</u>	Deferred Loss Amortization	291,696
		Deferred charges	(10,017)
Cash flows from non capital financing activities		Capital tower lease interest amortization	(29,013)
Operating assistance received	206,433,136	Discounts on bonds	(4,765)
Contributions to outside entities	(922,557)	Premium on bonds	69,183
Net transfers	(1,869,330)	Gain on disposal of fixed assets	(191,004)
Nonoperating contributions	<u>(730,061)</u>	Deferred Pension Expense	-
Net cash provided by (used in) non capital financing activities	<u>202,911,188</u>	Deferred Unfunded OPEB Loss	1,395,216
Cash flows from capital and related financing activities			
Acquisitions of capital assets	(19,709,229)		
Payments of long-term debt	(9,030,000)		
Interest Paid	(10,273,768)		
Contributed capital	<u>23,761,150</u>		
Cash flows from capital and related financing activities	<u>(15,251,847)</u>		
Cash flows from investing activities			
Purchases of investments	(46,891,659)		
Proceeds from sale of investments	85,183,759		
Interest received	<u>3,067,939</u>		
Net cash provided by (used in) investing activities	<u>41,360,039</u>		
Net increase (decrease) in cash and cash equivalents	50,832,790		
Cash and cash equivalents, beginning of year	<u>84,966,898</u>		
Cash and cash equivalents, year to date	<u>\$ 135,799,688</u>		

Metro Transit
Schedule of Aged Receivables
March 31, 2019
(unaudited)

Acct#	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Due from Passes	\$ 292,086	\$ 31,421	\$ 14,364	\$ 39,167	\$ 10,296	\$ 20,194	\$ 407,528
Due from HR Arrears Pension	13,853	7,036	5,886	55,186	66,251	45,324	193,536
Due from HR Arrears Medical	829	589	780	1,637	1,811	3,247	8,893
Due from Mktng, Eng, Misc Other	120	144,378	-	1,170	6,339	191,247	343,253
Due from TMA/CAR	165,495	185,168	161	2,473	15,649	20,172	389,118
Due from Real Estate	103,774	11,697	19,689	310	-	-	135,470
Due from Grants	13,051,699	386,945	-	-	-	-	13,438,643
Due from Payroll Advance	193,238	-	-	-	-	-	193,238
Banking Transactions Over/Short	(1,497)	-	-	-	-	-	(1,497)
Due from St Clair County	5,080,000	1,482,158	-	-	-	-	6,562,158
Due from St Clair County - OPEB	9,867,546	-	-	-	-	-	9,867,546
Due from East-West Gateway	80,000	-	-	-	-	-	80,000
Interest Receivable	362,127	-	-	-	-	-	362,127
Allowance for Bad Debt	(387,854)	-	-	-	-	-	(387,854)
Total	\$ 28,821,416	\$ 2,249,391	\$ 40,879	\$ 99,943	\$ 100,345	\$ 280,185	\$ 31,592,159

Metro Transit
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2019
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #					
1237 CAR Van Replacement FY07	\$ 3,467,603	\$ -	\$ (13,220)	\$ 2,916,821	\$ 550,782
1279 Fare Collection System Upgrade/Replacement (06 Earmark)	31,584,492	44,894	282,899	29,065,886	2,518,606
1361 Radio System CAD/AVL	23,869,707	190	1,987	14,484,439	9,385,268
1668 Embankment Erosion	z 3,223,073	-	-	646,926	2,576,147
1708 Feeder Wire/Water Mitigation MO--12	z 1,058,564	7,559	92,335	817,990	240,574
1722 Missouri Slopes Stability	z 7,538,247	13,421	40,027	920,438	6,617,809
1734 EADS Bridge Rehab Phase II	20,211,239	-	-	17,839,275	2,371,964
1739 Civic Center Transfer Center	11,124,773	55,646	168,011	10,565,742	559,031
1755 IT Systems Upgrade Yr 2 - FY13	1,225,750	-	-	1,129,403	96,347
1756 North County Transit Center	10,332,834	-	-	10,280,439	52,395
1817 Radio System Tower Sites	6,555,992	-	-	4,406,680	2,149,312
1844 Tactile Warning Strip Phase II	z 1,247,255	-	-	995,155	252,100
1848 Articulated Buses	11,416,297	-	-	6,490,426	4,925,871
1862 North County Transit Phase II	1,698,710	-	-	1,664,717	33,993
1863 Bus Procurement Duluth II	11,220,899	-	2,105	10,897,918	322,981
1869 Phase 1 Audio Frequency Circuit	3,101,678	31,815	36,216	1,410,981	1,690,697
1885 TOI Operation Management Software	2,859,367	41,011	56,891	1,437,419	1,421,948
1887 TOI Transit Business Intellegence	1,031,572	-	16,931	52,833	978,739
1905 Buses - FY13 CMAQ	18,565,431	-	(24,931)	18,198,352	367,079
1937 Innovative High School Career	z 2,129,435	-	-	97,625	2,031,810
1941 Duluth Piggyback III 40'	12,694,943	11,350	24,571	12,382,279	312,664
1955 Spruce Street Bridge	7,549,171	57,764	58,707	7,450,424	98,747
1957 Downtown Tunnel Repairs	1,243,500	2,504	10,528	17,897	1,225,603
1959 Z-Gate Ped Barriers & Fence	1,257,938	12,624	140,887	518,847	739,091

Metro Transit
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2019
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued					
1960 Rail ROW Repairs-MP 0-15.4 MO	\$ 1,905,200	\$ -	\$ -	\$ 66,612	\$ 1,838,588
1962 Elevator Rehab - 8 Units - MO	3,234,091	1,653	243,026	1,240,395	1,993,696
1973 Portable Bus Lifting System - MO	1,018,482	-	-	918,365	100,117
1983 DC to AC Rail Car Upgrades	22,500,000	-	-	-	22,500,000
1991 Financial Report-Budget Software	1,056,763	111,196	176,435	947,556	109,207
1997 IL Bus Facility Rehabilitation	1,850,692	-	258,712	1,215,825	634,867
2000 Administrative Facility	1,604,600	123,857	131,367	1,308,044	296,556
2020 Feeder Wire-Water Mitigation	z 1,644,372	145,983	195,435	1,120,788	523,584
2030 FY15 100% 7 SCCTD Buses	2,076,050	-	-	2,069,685	6,365
2035 Mobile Data Terminal	1,050,000	-	42,517	425,168	624,832
2053 Buses FY15 Formula	3,238,353	-	3,162,068	3,162,068	76,285
2054 Call-A-Ride Vans (7) FY15	2,161,300	-	-	849,320	1,311,980
2057 Non-Rev Vehicles (16) MO FY14	1,606,395	-	343,866	858,223	748,172
2060 Boyle Street ML Station	13,731,638	(242,560)	2,717,741	12,563,658	1,167,980
2061 CWE ML Station Rehab	1,750,597	565,363	954,006	1,458,863	291,734
2070 DC to AC Propulsion YR 2	1,340,303	-	-	8	1,340,295
2077 Buses FY15 Bus Facility	3,615,724	-	-	3,513,584	102,140
2078 Buses FY14 CMAQ	5,210,000	-	-	4,819,108	390,892
2079 MO Buses	4,018,076	-	-	3,951,541	66,535
2081 Convention Center Escalator FY15 SGR	1,103,500	125	125	125	1,103,375
2094 CAR Vans (7) FY14 Fed Formula	1,479,456	-	(120,918)	728,402	751,054
2108 Buses (8) IDOT Reimburse SCCTD	3,792,738	2,003	2,003	3,547,574	245,164
2109 Union Station Tunnel	40,366,276	879,630	2,074,035	3,787,441	36,578,835
2113 TAM-EAM System Development	3,000,000	9,519	693,172	1,274,206	1,725,794
2119 Buses - FY15 CMAQ	10,000,000	-	-	9,853,470	146,530

Metro Transit
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2019
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued					
2122 Buses - FY16 Bus Facility	\$ 3,504,438	\$ -	\$ 3,162,068	\$ 3,162,068	\$ 342,370
2125 CAR Van Replacement FY15 STP	1,000,000	-	-	-	1,000,000
2143 CCTV Cameras	2,100,500	402	6,553	6,553	2,093,947
2145 Public Address System Upgrade	1,960,000	1,497	2,668	2,668	1,957,332
2149 Non-Revenue Vehicles MO (26) FY15/16	1,972,400	-	-	-	1,972,400
2175 Buses FY16 Fed Formula	1,356,532	-	1,355,172	1,355,172	1,360
2181 Buses FY17 Bus Formula	3,544,079	-	1,355,172	1,355,172	2,188,907
2205 IT Systems Upgrade FY15	1,702,739	37,438	1,178,413	1,357,321	345,418
2207 IT Systems Upgrade FY16	1,700,000	92,466	92,466	204,108	1,495,892
2222 LRV Destination Sign Replacement	2,560,000	-	-	-	2,560,000
2224 Buses FY16 CMAQ	10,000,000	-	-	-	10,000,000
2225 Van Purchase FY16 STP	2,890,000	-	-	-	2,890,000
2231 FY18 Preventive Maintenance	20,000,000	-	20,000,000	20,000,000	-
2233 Replace Concrete Rail Ties MO	1,198,282	-	-	-	1,198,282
2240 LRV Rehab and Replacement	3,057,565	-	-	-	3,057,565
2250 R2W Mobile Clinic Screenings	z 1,286,173	64,050	64,050	64,050	1,222,123
2251 ML Station Security Enhancements	3,600,000	270,234	270,234	270,234	3,329,766
2263 Buses FY17 Fed Formula	2,305,495	-	-	-	2,305,495
2264 ML Parking Lot Repairs-IL	1,236,231	200	200	200	1,236,031
2269 Locomotive Retrofit Project	1,998,223	-	-	-	1,998,223
All others	*z 40,246,888	1,102,313	2,469,148	15,652,903	24,593,985
Total Active Projects	\$ 439,782,621	\$ 3,444,147	\$ 41,723,678	\$ 257,799,390	\$ 181,983,231

* "All Others" list all projects with a budget less than one million dollars.

z Some Projects/Awards do not produce a fixed asset; they are considered operating expenditures.

ST. LOUIS DOWNTOWN AIRPORT



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St. Louis Downtown Airport

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

Fast Facts

In February, Mary Lamie, Executive Director of the St. Louis Regional Freightway, was appointed by President and Chief Executive Officer Taulby Roach to be responsible to lead the St. Louis Downtown Airport.

Financial Data

Income before depreciation was \$131.2 thousand. This result is favorable compared to the prior fiscal year by \$41.3 thousand.

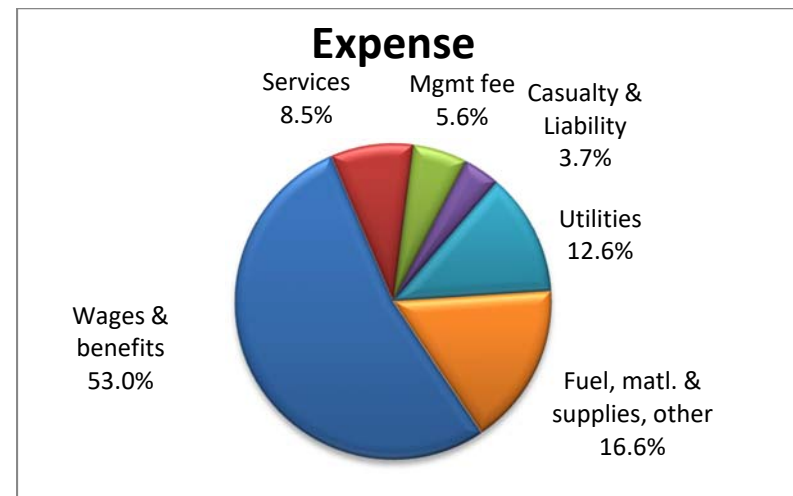
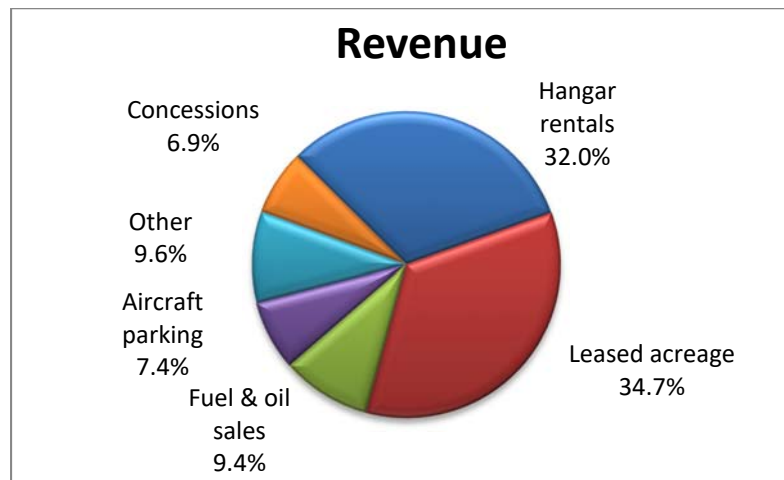
Revenue decreased \$2.9 thousand compared to prior fiscal year. Decreased revenue is due to a reduction in hangar rentals declines for Park Aviation Holdings, LLC. Actual revenue was 6.2% less than budget.

Expense is \$1.1 million. This is a decrease of \$44.2 thousand compared to FY18 and \$143.1 thousand under budget. Expenses are down primarily due to a reduction in wages and benefits and Services.

Wages and benefits are 13.9% less than fiscal year 2018 as result of vacant positions.

Services decreased \$22.4 thousand compared to the prior year due to lower legal fees, maintenance services, and outside services.

Utilities are 5.1% less than prior fiscal year 2018.



St. Louis Downtown Airport

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

Performance Data

Performance Indicators			
YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY19 Actual	1,250,642	71,819	309
FY19 Budget	1,330,223	67,500	320
FY18 Actual	1,282,620	67,770	313

Average based aircraft is four below prior year levels and eleven below FY19 budget.

Aircraft movements increased 6.0% from the prior year while fuel sales decreased 2.5% over the prior year. Airport activity varies due to the economy, weather conditions, time of the year, and special events.

St. Louis Downtown Airport
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 1,311,999	\$ 1,498,983	\$ (186,984)	(12.5)	\$ 2,059,257	\$ (747,258)	(36.3)
Accounts and notes receivable	64,600	56,484	8,116	14.4	187,401	(122,801)	(65.5)
Interfund accounts receivable	4,262	-	4,262	n/a	-	4,262	n/a
Materials and supplies inventory	65,112	65,457	(345)	(0.5)	61,074	4,038	6.6
Other current assets	25,666	29,981	(4,315)	(14.4)	24,352	1,314	5.4
Total current assets	<u>1,471,639</u>	<u>1,650,905</u>	<u>(179,266)</u>	<u>(10.9)</u>	<u>2,332,084</u>	<u>(860,445)</u>	<u>(36.9)</u>
Capital assets							
Capital assets	50,138,642	50,138,642	-	-	50,151,870	(13,228)	-
Accumulated depreciation	<u>(36,773,922)</u>	<u>(36,466,080)</u>	<u>(307,842)</u>	<u>(0.8)</u>	<u>(35,531,791)</u>	<u>(1,242,131)</u>	<u>(3.5)</u>
Total capital assets, net	13,364,720	13,672,562	(307,842)	(2.3)	14,620,079	(1,255,359)	(8.6)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	<u>1,297,511</u>	<u>1,124,896</u>	<u>172,615</u>	<u>15.3</u>	<u>111,882</u>	<u>1,185,629</u>	<u>n/a</u>
Total capital assets	<u>19,204,795</u>	<u>19,340,022</u>	<u>(135,227)</u>	<u>(0.7)</u>	<u>19,274,525</u>	<u>(69,730)</u>	<u>(0.4)</u>
Non-current assets							
Deferred charges	<u>104,105</u>	<u>114,896</u>	<u>(10,791)</u>	<u>(9.4)</u>	<u>13,482</u>	<u>90,623</u>	<u>672.2</u>
Total non-current assets	104,105	114,896	(10,791)	(9.4)	13,482	90,623	672.2
Total assets	<u>20,780,539</u>	<u>21,105,823</u>	<u>(325,284)</u>	<u>(1.5)</u>	<u>21,620,091</u>	<u>(839,552)</u>	<u>(3.9)</u>
Total	<u>\$ 20,780,539</u>	<u>\$ 21,105,823</u>	<u>\$ (325,284)</u>	<u>(1.5)</u>	<u>\$ 21,620,091</u>	<u>\$ (839,552)</u>	<u>(3.9)</u>

St. Louis Downtown Airport
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 20,000	\$ -	\$ 20,000	n/a	\$ (6,000)	\$ 26,000	433.3
Interfund accounts payable	-	173,954	(173,954)	(100.0)	597,393	(597,393)	(100.0)
Accrued expenses	58,000	54,900	3,100	5.6	72,700	(14,700)	(20.2)
Other current liabilities	57,876	73,409	(15,533)	(21.2)	95,526	(37,650)	(39.4)
Total current liabilities	<u>135,876</u>	<u>302,263</u>	<u>(166,387)</u>	<u>(55.0)</u>	<u>759,619</u>	<u>(623,743)</u>	<u>(82.1)</u>
Non-current liabilities							
Other post-employment benefits	350,961	347,658	3,303	1.0	364,532	(13,571)	(3.7)
Unfunded pension liabilities	12,344	12,344	-	-	57,516	(45,172)	(78.5)
Total non-current liabilities	<u>363,305</u>	<u>360,002</u>	<u>3,303</u>	<u>0.9</u>	<u>422,048</u>	<u>(58,743)</u>	<u>(13.9)</u>
Total liabilities	<u>499,181</u>	<u>662,265</u>	<u>(163,084)</u>	<u>(24.6)</u>	<u>1,181,667</u>	<u>(682,486)</u>	<u>(57.8)</u>
Net Position							
Net position - capital investments	-	19,244,282	(19,244,282)	(100.0)	19,274,524	(19,274,524)	(100.0)
Net position	21,073,748	1,732,234	19,341,514	n/a	2,113,896	18,959,852	896.9
Net income (loss)	(792,390)	(532,958)	(259,432)	(48.7)	(949,996)	157,606	16.6
Total net position	<u>20,281,358</u>	<u>20,443,558</u>	<u>(162,200)</u>	<u>(0.8)</u>	<u>20,438,424</u>	<u>(157,066)</u>	<u>(0.8)</u>
Total	<u>\$ 20,780,539</u>	<u>\$ 21,105,823</u>	<u>\$ (325,284)</u>	<u>(1.5)</u>	<u>\$ 21,620,091</u>	<u>\$ (839,552)</u>	<u>(3.9)</u>

St. Louis Downtown Airport
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Airport parking	\$ 28,227	\$ 36,147	\$ (7,920)	(21.9)	\$ 40,806	\$ 93,019	\$ 108,440	\$ (15,421)	(14.2)	\$ 108,714
Leased acreage	143,083	137,686	5,397	3.9	80,636	432,976	413,057	19,919	4.8	242,928
Hangar rental	130,158	151,216	(21,058)	(13.9)	184,638	399,294	453,649	(54,355)	(12.0)	566,239
Aviation sales flowage	38,638	47,946	(9,308)	(19.4)	52,410	117,809	143,837	(26,028)	(18.1)	124,979
Other operating revenue	39,328	40,928	(1,600)	(3.9)	27,195	100,403	122,784	(22,381)	(18.2)	90,651
Concessions	28,172	29,286	(1,114)	(3.8)	28,718	86,015	87,858	(1,843)	(2.1)	86,153
Other revenue	-	-	-	-	31,533	-	-	-	-	27,861
Service fee revenue	-	50	(50)	(100.0)	-	125	150	(25)	(16.7)	295
Interest income	6,009	719	5,290	735.7	2,246	19,212	2,156	17,056	791.1	3,894
Total revenue	413,615	443,978	(30,363)	(6.8)	448,182	1,248,853	1,331,931	(83,078)	(6.2)	1,251,714
Expense										
Wages and benefits ¹	198,914	264,405	65,491	24.8	198,692	592,849	793,922	201,073	25.3	688,798
Services	7,020	29,134	22,114	75.9	47,361	95,252	87,402	(7,850)	(9.0)	117,650
Fuel and lube consumed	1,317	6,013	4,696	78.1	1,695	10,335	19,900	9,565	48.1	8,722
Materials and supplies	19,998	33,610	13,612	40.5	22,858	46,161	99,579	53,418	53.6	68,621
Utilities	64,514	51,006	(13,508)	(26.5)	60,966	141,037	145,705	4,668	3.2	148,547
Casualty and liability costs	13,642	11,142	(2,500)	(22.4)	13,343	40,927	33,377	(7,550)	(22.6)	40,029
Other expenses	59,800	30,622	(29,178)	(95.3)	51,029	191,142	80,881	(110,261)	(136.3)	89,493
Total expense	365,205	425,932	60,727	14.3	395,944	1,117,703	1,260,766	143,063	11.3	1,161,860
Income (loss) before depreciation	48,410	18,046	30,364	168.3	52,238	131,150	71,165	59,985	84.3	89,854
Depreciation and amortization expense	307,842	363,523	55,681	15.3	333,730	923,540	1,031,141	107,601	10.4	1,039,850
Net income (loss)	\$ (259,432)	\$ (345,477)	\$ 86,045	24.9	\$ (281,492)	\$ (792,390)	\$ (959,976)	\$ 167,586	17.5	\$ (949,996)

¹ - Detailed schedule included.

St. Louis Downtown Airport
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 139,471	\$ 184,018	\$ 44,547	24.2	\$ 133,930	\$ 409,889	\$ 560,615	\$ 150,726	26.9	\$ 466,913
Company paid benefits										
Payroll related taxes and insurance										
FICA	9,373	14,077	4,704	33.4	9,385	28,296	42,887	14,591	34.0	32,698
Unemployment insurance	1,134	4,887	3,753	76.8	1,411	1,155	5,937	4,782	80.5	1,702
Worker's compensation insurance	(2,011)	12,375	14,386	116.3	11,009	18,385	37,150	18,765	50.5	33,028
Health and welfare										
Medical	35,987	24,971	(11,016)	(44.1)	30,744	97,179	74,914	(22,265)	(29.7)	101,628
Dental	842	790	(52)	(6.6)	879	2,426	2,371	(55)	(2.3)	2,658
Other post employment benefits	2,700	3,338	638	19.1	-	3,135	10,203	7,068	69.3	4,619
Life insurance / AD&D	280	209	(71)	(34.0)	301	799	626	(173)	(27.6)	933
Short and long term disability	881	2,081	1,200	57.7	911	2,489	6,244	3,755	60.1	2,819
FMLA administration expense	-	114	114	100.0	-	-	343	343	100.0	-
EAP expense	43	54	11	20.4	45	121	163	42	25.8	142
Retirement										
Pension expense	-	5,007	5,007	100.0	-	-	15,021	15,021	100.0	6,123
401 K contributions	10,011	11,983	1,972	16.5	9,969	27,850	35,948	8,098	22.5	30,431
Other										
Uniform allowance	203	501	298	59.5	108	1,125	1,500	375	25.0	5,104
Total company paid benefits	<u>59,443</u>	<u>80,387</u>	<u>20,944</u>	26.1	<u>64,762</u>	<u>182,960</u>	<u>233,307</u>	<u>50,347</u>	21.6	<u>221,885</u>
Total wages and benefits	<u>\$ 198,914</u>	<u>\$ 264,405</u>	<u>\$ 65,491</u>	24.8	<u>\$ 198,692</u>	<u>\$ 592,849</u>	<u>\$ 793,922</u>	<u>\$ 201,073</u>	25.3	<u>\$ 688,798</u>

St. Louis Downtown Airport
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at January 1, 2019				
Cash & Investments	\$ 1,498,983	\$ 408,348	\$ 799,545	\$ 291,090
Add:				
Customer payments	529,832	529,832	-	-
Interest received	<u>6,009</u>	<u>-</u>	<u>6,009</u>	<u>-</u>
Total cash receipts	535,841	529,832	6,009	-
Interfund transfers	-	-	(3,303)	3,303
Less:				
Cash disbursements	<u>(722,825)</u>	<u>(722,825)</u>	<u>-</u>	<u>-</u>
Total cash disbursements	(722,825)	(722,825)	-	-
Balance at March 31, 2019				
Cash & Investments	<u>\$ 1,311,999</u>	<u>\$ 215,355</u>	<u>\$ 802,251</u>	<u>\$ 294,393</u>

St. Louis Downtown Airport
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 1,207,659	
Payments to employees	(586,011)	
Payments to vendors	(385,647)	Noncash Activities:
Payments for self-insurance	(40,927)	None
Receipts (payments) from inter-fund activity	<u>(436,445)</u>	
Net cash provided by (used in) operating activities	<u>(241,371)</u>	
Cash flows from non capital financing activities		
None		
Cash flows from capital and related financing activities		
Acquisitions of capital assets	(1,162,402)	
Contributed capital	<u>943,747</u>	
Cash flows from capital and related financing activities	<u>(218,655)</u>	
Cash flows from investing activities		
Interest received	<u>19,213</u>	
Net cash provided by (used in) investing activities	<u>19,213</u>	
Net increase (decrease) in cash and cash equivalents	(440,813)	
Cash and cash equivalents, beginning of year	<u>1,752,812</u>	
Cash and cash equivalents, year to date	<u>\$ 1,311,999</u>	

**St. Louis Downtown Airport
Schedule of Aged Receivables
March 31, 2019
(Unaudited)**

Customers owing over \$1,000	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
A & S Helicopters	\$ 1,234	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,234
Air & Sea Leasing	1,306	-	-	-	-	-	1,306
Aviation Business Corporation	3,501	2,856	2,198	4,640	347	-	13,542
Greater St. Louis Air & Space Museum	1,329	1,095	1,095	2,190	4,380	-	10,089
Gulfstream Aerospace Corporation	(51,478) ¹	-	-	-	-	-	(51,478)
Jet Aviation - St. Louis, MO	24,810	-	-	-	-	-	24,810
Kenneth Welbacher	5,811	-	-	-	-	-	5,811
Mark Neal	-	-	-	1,105	-	-	1,105
Parks College	3,198	-	-	-	-	-	3,198
VA St. Louis Health Care System	-	-	-	-	2,155	-	2,155
William Wilson	-	-	-	1,060	2,880	3,370	7,310
All other customers	58,730	705	465	295	631	76	60,902
Allowance for Bad Debts	(15,384)	-	-	-	-	-	(15,384)
Total	\$ 33,057	\$ 4,656	\$ 3,758	\$ 9,290	\$ 10,393	\$ 3,446	\$ 64,600

1 Some customers pay ahead creating credit balances on this report. When that occurs, the customer is contacted to verify payment application or return.

St. Louis Downtown Airport
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2019
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #					
Runup taxiway, pad, enclosure	\$ 5,000,000	\$ -	\$ -	\$ -	\$ 5,000,000
Taxiway Bravo - Phase 2	4,840,200	-	-	-	4,840,200
Taxiway Bravo - Phase 1	4,755,151	-	-	-	4,755,151
x Taxiway - Taxiway B Relocation, Phase 1: Fillet Impr.	1,168,865	92,842	911,349	911,349	257,516
Drainage Improvements	1,075,599	-	-	-	1,075,599
Earthwork - Grade Ditch Parallel to Main Runway	754,772	-	71	754,772	-
x Reconstruct access road (Curtis Steinberg Drive)	707,141	-	58,005	58,005	649,136
Curtiss Steinberg from Vector to Archview	322,680	-	-	-	322,680
Tandems Dump Truck with 12' Snow Blade	188,230	-	-	-	188,230
Environmental Assessment and ALP	165,000	9,507	9,507	125,544	39,456
x Airport Terminal Roof - Phase 1	144,700	-	-	129,773	14,927
x Airport Security System Upgrade	96,756	17,287	50,444	50,444	46,312
Pavement Marking on taxiways	96,135	-	17,537	17,537	78,598
Airport Terminal Restaurant Sewer	95,103	-	-	-	95,103
Airport Wayfinding Signage project	90,499	45,155	90,449	90,449	50
80' Man Lift	84,536	-	-	-	84,536
x Air Condition units on terminal	52,835	-	-	-	52,835
x Airport Terminal Roof - Phase 3	48,402	-	-	-	48,402
Airport Terminal Roof - Phase 2	47,552	-	-	-	47,552
ARFF/Operations Vehicle	37,646	-	-	-	37,646
Airport signage	36,000	-	-	-	36,000
Total Active Projects	\$ 19,807,802	\$ 164,791	\$ 1,137,362	\$ 2,137,873	\$ 17,669,929

x Projects are carryover from prior year.

RIVERFRONT ATTRACTIONS



**BI-STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

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Riverfront Attractions

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

Fast Facts

In February, Mary Lamie, Executive Director of the St. Louis Regional Freightway, was appointed by President and Chief Executive Officer Taulby Roach to be responsible to lead the Riverfront Attractions.

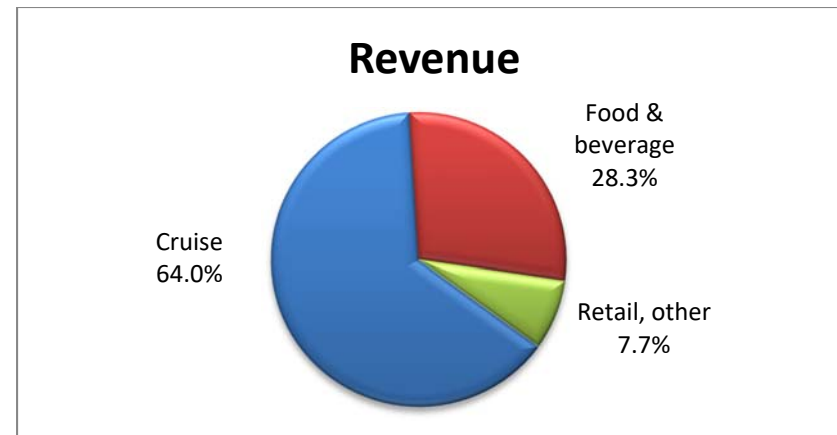
On February 2, 2019, from 11 a.m. to 2 p.m. the Riverboats hosted the Gateway Arch Job Fair, which resulted in several hires for the summer season.

The Riverboats' season opened on March 8. Due to the river rising beyond flood stage, the Riverboats were unable to cruise after March 17 and remained closed for the remainder of March.

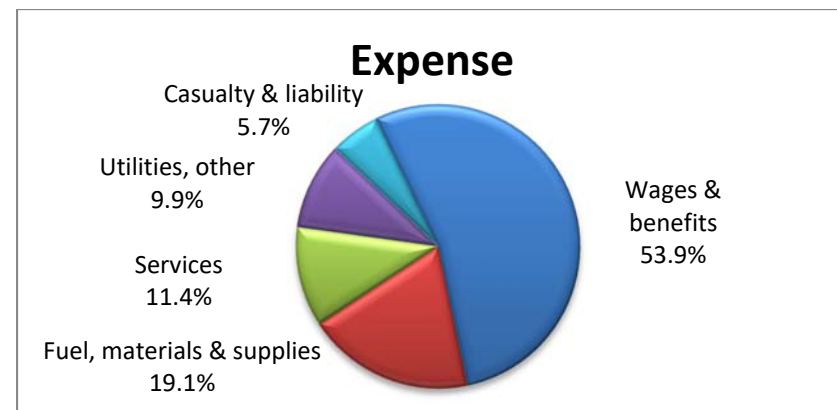
Financial Data

Income before depreciation for Riverfront Attractions is \$261.7 thousand compared to \$185.4 thousand in the prior year.

Revenue is \$2.1 million, which is 7.1% greater than the prior year, a direct result of increased passengers and cruises.



Total Expense is \$1.9 million up 3.6% from last year.



Riverfront Attractions

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

Services Expense are 5.5% more than the prior year due to increased maintenance services.

The 68.3% increase in **fuel, materials and supplies** over the prior year primarily reflects the added fuel consumption cost resulting from the increased number of cruises.

Performance Data

Performance Indicators			
YTD	Passengers	Cruises	Passengers per Cruise
FY19 Actual	82,200	650	126
FY19 Budget	73,795	599	123
FY18 Actual	76,549	611	125

Total **riverboat passengers** are up 7.4% and cruises are up 6.4% over the prior year. An increase in charter cruises is the primary reason.

Riverboat days of operation are down from 182 to 163, a decrease of 10.4%, due to 25 flood days in FY19. Passenger attendance for FY19 cruises is strong, trending up, and cruises continue to be well attended.

Riverfront Attractions
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 42,221	\$ 44,045	\$ (1,824)	(4.1)	\$ 70,754	\$ (28,533)	(40.3)
Accounts and notes receivable	435	1,807	(1,372)	(75.9)	8,389	(7,954)	(94.8)
Materials and supplies inventory	52,600	42,006	10,594	25.2	44,226	8,374	18.9
Other current assets	39,054	79,029	(39,975)	(50.6)	35,028	4,026	11.5
Total current assets	134,310	166,887	(32,577)	(19.5)	158,397	(24,087)	(15.2)
Capital assets							
Capital assets	5,103,118	5,103,118	-	-	5,109,041	(5,923)	(0.1)
Accumulated depreciation	(4,180,300)	(4,121,161)	(59,139)	(1.4)	(3,938,735)	(241,565)	(6.1)
Total capital assets, net	922,818	981,957	(59,139)	(6.0)	1,170,306	(247,488)	(21.1)
Construction-in-process	43,878	43,878	-	-	-	43,878	n/a
Total capital assets	966,696	1,025,835	(59,139)	(5.8)	1,170,306	(203,610)	(17.4)
Total assets	1,101,006	1,192,722	(91,716)	(7.7)	1,328,703	(227,697)	(17.1)
Total	\$ 1,101,006	\$ 1,192,722	\$ (91,716)	(7.7)	\$ 1,328,703	\$ (227,697)	(17.1)

Riverfront Attractions
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 5,791	\$ 4,177	\$ 1,614	38.6	\$ 2,799	\$ 2,992	106.9
Interfund accounts payable	574,504	293,343	281,161	95.8	1,061,724	(487,220)	(45.9)
Accrued expenses	96,700	123,100	(26,400)	(21.4)	109,000	(12,300)	(11.3)
Other current liabilities	36,271	16,714	19,557	117.0	45,924	(9,653)	(21.0)
Total current liabilities	<u>713,266</u>	<u>437,334</u>	<u>275,932</u>	63.1	<u>1,219,447</u>	<u>(506,181)</u>	(41.5)
Non-current liabilities							
Other post-employment benefits	313,346	309,505	3,841	1.2	324,851	(11,505)	(3.5)
Unfunded pension liabilities	243,268	243,268	-	-	281,766	(38,498)	(13.7)
Total non-current liabilities	<u>556,614</u>	<u>552,773</u>	<u>3,841</u>	0.7	<u>606,617</u>	<u>(50,003)</u>	(8.2)
Total liabilities	<u>1,269,880</u>	<u>990,107</u>	<u>279,773</u>	28.3	<u>1,826,064</u>	<u>(556,184)</u>	(30.5)
Net Position							
Net position - capital investments	-	1,025,835	(1,025,835)	(100.0)	1,170,305	(1,170,305)	(100.0)
Net position	(246,225)	(1,272,060)	1,025,835	80.6	(1,660,707)	1,414,482	85.2
Net income (loss)	77,351	448,840	(371,489)	(82.8)	(6,959)	84,310	n/a
Total net position	<u>(168,874)</u>	<u>202,615</u>	<u>(371,489)</u>	(183.3)	<u>(497,361)</u>	<u>328,487</u>	66.0
Total	<u>\$ 1,101,006</u>	<u>\$ 1,192,722</u>	<u>\$ (91,716)</u>	(7.7)	<u>\$ 1,328,703</u>	<u>\$ (227,697)</u>	(17.1)

Riverfront Attractions
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Cruise	\$ 72,457	\$ 68,500	\$ 3,957	5.8	\$ 100,017	\$ 1,379,759	\$ 1,328,920	\$ 50,839	3.8	\$ 1,280,787
Food and beverage	24,897	18,225	6,672	36.6	23,113	609,001	589,933	19,068	3.2	572,659
Retail	2,417	5,400	(2,983)	(55.2)	10,715	74,275	82,350	(8,075)	(9.8)	80,853
Other operating revenue	16,213	19,856	(3,643)	(18.3)	18,881	90,567	88,607	1,960	2.2	93,569
Other revenue	-	-	-	-	-	-	-	-	-	947
Sales discount	10,420	(2,735)	13,155	481.0	(3,618)	(15,538)	(24,615)	9,077	36.9	(32,591)
Total revenue	<u>126,404</u>	<u>109,246</u>	<u>17,158</u>	<u>15.7</u>	<u>149,108</u>	<u>2,138,064</u>	<u>2,065,195</u>	<u>72,869</u>	<u>3.5</u>	<u>1,996,224</u>
Expense										
Wages and benefits ¹	232,980	296,854	63,874	21.5	259,888	1,011,137	1,095,649	84,512	7.7	976,620
Services	28,237	24,588	(3,649)	(14.8)	30,595	213,693	196,588	(17,105)	(8.7)	202,532
Fuel and lube consumed	8,056	8,000	(56)	(0.7)	4,943	49,767	37,000	(12,767)	(34.5)	29,564
Materials and supplies	44,651	34,323	(10,328)	(30.1)	59,589	308,972	331,007	22,035	6.7	314,322
Utilities	25,525	20,057	(5,468)	(27.3)	21,338	68,859	64,113	(4,746)	(7.4)	66,467
Casualty and liability costs	36,673	39,807	3,134	7.9	35,028	107,325	119,420	12,095	10.1	106,164
Other expenses	62,632	41,697	(20,935)	(50.2)	47,092	116,608	121,193	4,585	3.8	115,185
Total expense	<u>438,754</u>	<u>465,326</u>	<u>26,572</u>	<u>5.7</u>	<u>458,473</u>	<u>1,876,361</u>	<u>1,964,970</u>	<u>88,609</u>	<u>4.5</u>	<u>1,810,854</u>
Income (loss) before depreciation	<u>(312,350)</u>	<u>(356,080)</u>	<u>43,730</u>	<u>12.3</u>	<u>(309,365)</u>	<u>261,703</u>	<u>100,225</u>	<u>161,478</u>	<u>161.1</u>	<u>185,370</u>
Depreciation and amortization expense	59,139	65,596	6,457	9.8	63,215	184,274	197,810	13,536	6.8	192,329
Net income (loss) before transfers	<u>(371,489)</u>	<u>(421,676)</u>	<u>50,187</u>	<u>11.9</u>	<u>(372,580)</u>	<u>77,429</u>	<u>(97,585)</u>	<u>175,014</u>	<u>179.3</u>	<u>(6,959)</u>
Net transfers in (out)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(78)</u>	<u>-</u>	<u>(78)</u>	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ (371,489)</u>	<u>\$ (421,676)</u>	<u>\$ 50,187</u>	<u>11.9</u>	<u>\$ (372,580)</u>	<u>\$ 77,351</u>	<u>\$ (97,585)</u>	<u>\$ 174,936</u>	<u>179.3</u>	<u>\$ (6,959)</u>

¹ - Detailed schedule included.

Riverfront Attractions
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 152,981	\$ 208,338	\$ 55,357	26.6	\$ 184,202	\$ 758,979	\$ 819,089	\$ 60,110	7.3	\$ 731,015
Company paid benefits										
Payroll related taxes and insurance										
FICA	12,930	15,937	3,007	18.9	13,021	57,760	62,662	4,902	7.8	53,208
Unemployment insurance	1,003	5,268	4,265	81.0	1,113	2,809	10,615	7,806	73.5	2,896
Worker's compensation insurance	-	2,518	2,518	100.0	-	-	7,636	7,636	100.0	-
Health and welfare										
Medical	29,017	23,920	(5,097)	(21.3)	23,082	79,360	71,760	(7,600)	(10.6)	65,512
Dental	833	849	16	1.9	857	2,450	2,547	97	3.8	2,390
Other post employment benefits	3,096	2,727	(369)	(13.5)	-	3,622	8,351	4,729	56.6	5,488
Life insurance / AD&D	374	224	(150)	(67.0)	366	1,090	673	(417)	(62.0)	1,035
Short and long term disability	1,198	5,419	4,221	77.9	1,223	3,365	16,257	12,892	79.3	3,445
FMLA administration expense	-	239	239	100.0	-	-	718	718	100.0	-
EAP expense	52	59	7	11.9	52	150	176	26	14.8	147
Retirement										
Pension expense	24,073	24,528	455	1.9	28,372	77,556	73,585	(3,971)	(5.4)	91,978
401 K contributions	6,987	6,828	(159)	(2.3)	6,019	20,484	20,480	(4)	-	17,725
Other										
Uniform allowance	436	-	(436)	-	1,581	3,512	1,100	(2,412)	(219.3)	1,781
Total company paid benefits	<u>79,999</u>	<u>88,516</u>	<u>8,517</u>	9.6	<u>75,686</u>	<u>252,158</u>	<u>276,560</u>	<u>24,402</u>	8.8	<u>245,605</u>
Total wages and benefits	<u>\$ 232,980</u>	<u>\$ 296,854</u>	<u>\$ 63,874</u>	21.5	<u>\$ 259,888</u>	<u>\$ 1,011,137</u>	<u>\$ 1,095,649</u>	<u>\$ 84,512</u>	7.7	<u>\$ 976,620</u>

Riverfront Attractions
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
Balance at January 1, 2019			
Cash & Investments	\$ 44,045	\$ 38,145	\$ 5,900
Add:			
Revenue receipts	<u>60,618</u>	<u>60,618</u>	<u>-</u>
Total cash receipts	60,618	60,618	-
Interfund transfers	-	-	-
Less:			
Cash disbursements	<u>(62,442)</u>	<u>(62,442)</u>	<u>-</u>
Total cash disbursements	(62,442)	(62,442)	-
 Balance at March 31, 2019			
Cash & Investments	<u>\$ 42,221</u>	<u>\$ 36,321</u>	<u>\$ 5,900</u>

Riverfront Attractions
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 2,146,959	
Payments to employees	(1,033,169)	Noncash Activities:
Payments to vendors	(836,566)	None
Payments for self-insurance	(107,325)	
Receipts (payments) from inter-fund activity	<u>(301,265)</u>	
Net cash provided by (used in) operating activities	<u>(131,366)</u>	
 Cash flows from non capital financing activities		
Net transfers	(78)	
Net cash provided by (used in) non capital financing activities	<u>(78)</u>	
 Cash flows from capital and related financing activities		
Acquisitions of capital assets	(43,880)	
Cash flows from capital and related financing activities	<u>(43,880)</u>	
 Cash flows from investing activities		
None and cash equivalents	(175,324)	
Cash and cash equivalents, beginning of year	<u>217,545</u>	
Cash and cash equivalents, year to date	<u>\$ 42,221</u>	

Riverfront Attractions
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2019
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #					
Becky Thatcher Inspection/Dry Docking	x \$ 175,000	\$ -	\$ -	\$ -	\$ 175,000
Total Active Projects	<u>\$ 175,000</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 175,000</u>

x Projects are carryover from prior year.

ST. LOUIS REGIONAL FREIGHTWAY



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St. Louis Regional Freightway

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

Fast Facts

St. Louis Regional Freightway was featured in several articles addressing their adaptability to shifts in commodity flows. Mary Lamie, Executive Director of the St. Louis Regional Freightway, was featured in the articles asserting the freight network accommodated the shifts in the national and global freight environment with ease.

The St. Louis Regional Freightway received the 2018 Gateway Globe Award. The Gateway Globe Awards honor those who are connecting the St. Louis region to the world. by promoting global networks, embracing cultural differences, creating welcoming policies, and fostering global business opportunities. Executive Director Mary Lamie accepted the award from the World Affairs Council of St. Louis.

Financial Data

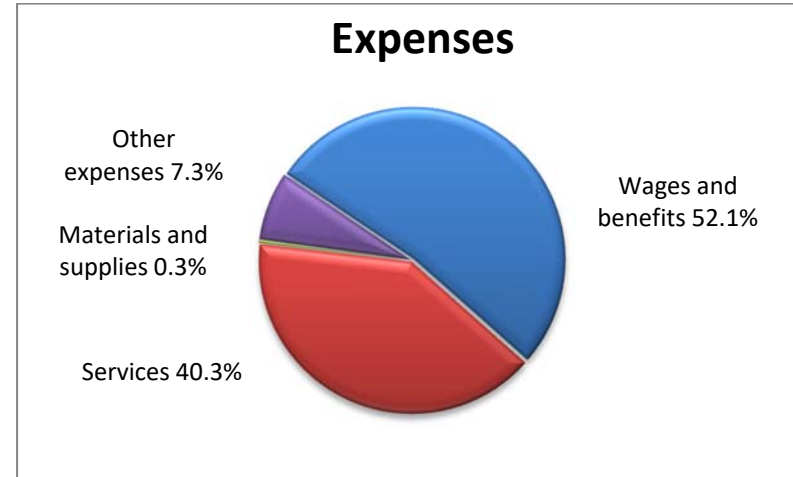
Net loss for the St. Louis Regional Freightway is \$470.6 thousand.

Revenue includes \$18.0 thousand for meetings and summits.

Expense of \$488.6 thousand includes compensation and benefits of \$254.5 thousand.

Services were \$197.0 thousand due to consulting, legal fees, and immaterial office supplies expense.

Other expenses were \$35.5 thousand, primarily for dues and subscriptions, travel, and advertising and promotion.



St. Louis Regional Freightway
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 17,020	\$ 17,000	\$ 20	0.1	\$ 66,515	\$ (49,495)	(74.4)
Accounts and notes receivable	1,250	-	1,250	n/a	11,700	(10,450)	(89.3)
Total current assets	18,270	17,000	1,270	7.5	78,215	(59,945)	(76.6)
Total assets	18,270	17,000	1,270	7.5	78,215	(59,945)	(76.6)
Total	<u>\$ 18,270</u>	<u>\$ 17,000</u>	<u>\$ 1,270</u>	7.5	<u>\$ 78,215</u>	<u>\$ (59,945)</u>	(76.6)

St. Louis Regional Freightway
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 15,000	\$ 15,000	\$ -	-	\$ -	\$ 15,000	n/a
Interfund accounts payable	1,870,392	1,722,047	148,345	8.6	1,135,391	735,001	64.7
Accrued expenses	33,100	29,000	4,100	14.1	14,900	18,200	122.1
Other current liabilities	1,250	-	1,250	n/a	33,450	(32,200)	(96.3)
Total current liabilities	<u>1,919,742</u>	<u>1,766,047</u>	<u>153,695</u>	8.7	<u>1,183,741</u>	<u>736,001</u>	62.2
Non-current liabilities							
Other post-employment benefits	135,757	134,184	1,573	1.2	138,287	(2,530)	(1.8)
Unfunded pension liabilities	3,494	3,494	-	-	5,092	(1,598)	(31.4)
Total non-current liabilities	<u>139,251</u>	<u>137,678</u>	<u>1,573</u>	1.1	<u>143,379</u>	<u>(4,128)</u>	(2.9)
Total liabilities	<u>2,058,993</u>	<u>1,903,725</u>	<u>155,268</u>	8.2	<u>1,327,120</u>	<u>731,873</u>	55.1
Net Position							
Net position	(1,570,098)	(1,570,098)	-	-	(790,812)	(779,286)	(98.5)
Net income (loss)	(470,625)	(316,627)	(153,998)	(48.6)	(458,093)	(12,532)	(2.7)
Total net position	<u>(2,040,723)</u>	<u>(1,886,725)</u>	<u>(153,998)</u>	(8.2)	<u>(1,248,905)</u>	<u>(791,818)</u>	(63.4)
Total	<u>\$ 18,270</u>	<u>\$ 17,000</u>	<u>\$ 1,270</u>	7.5	<u>\$ 78,215</u>	<u>\$ (59,945)</u>	(76.6)

**St. Louis Regional Freightway
Statement of Activities
For the Quarter Ended March 31, 2019**
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Partnership fees	\$ -	\$ 55,000	\$ (55,000)	(100.0)	\$ -	\$ -	\$ 165,000	\$ (165,000)	(100.0)	\$ 100,000
Other operating revenue	605	10,000	(9,395)	(94.0)	-	17,360	30,000	(12,640)	(42.1)	5,585
Other non-operating revenue	-	-	-	-	-	500	-	500	-	-
Interest income	-	-	-	-	-	117	-	117	-	-
Total revenue	<u>605</u>	<u>65,000</u>	<u>(64,395)</u>	<u>(99.1)</u>	<u>-</u>	<u>17,977</u>	<u>195,000</u>	<u>(177,023)</u>	<u>(90.8)</u>	<u>105,585</u>
Expense										
Wages and benefits ¹	90,388	89,930	(458)	(0.5)	96,199	254,526	271,256	16,730	6.2	282,600
Services	58,618	142,500	83,882	58.9	79,875	197,037	427,500	230,463	53.9	230,862
Materials and supplies	579	696	117	16.8	1,280	1,512	2,087	575	27.6	1,720
Other expenses	5,018	26,700	21,682	81.2	22,367	35,527	80,100	44,573	55.6	47,996
Total expense	<u>154,603</u>	<u>259,826</u>	<u>105,223</u>	<u>40.5</u>	<u>199,721</u>	<u>488,602</u>	<u>780,943</u>	<u>292,341</u>	<u>37.4</u>	<u>563,178</u>
Net income (loss) before transfers	(153,998)	(194,826)	40,828	21.0	(199,721)	(470,625)	(585,943)	115,318	19.7	(457,593)
Net transfers in (out)	-	-	-	-	(500)	-	-	-	-	(500)
Net income (loss)	<u>\$ (153,998)</u>	<u>\$ (194,826)</u>	<u>\$ 40,828</u>	<u>21.0</u>	<u>\$ (200,221)</u>	<u>\$ (470,625)</u>	<u>\$ (585,943)</u>	<u>\$ 115,318</u>	<u>19.7</u>	<u>\$ (458,093)</u>

¹ - Detailed schedule included.

**St. Louis Regional Freightway
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019**

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 67,625	\$ 71,697	\$ 4,072	5.7	\$ 74,412	\$ 196,104	\$ 218,451	\$ 22,347	10.2	\$ 222,223
Company paid benefits										
Payroll related taxes and insurance										
FICA	5,077	5,485	408	7.4	5,881	10,615	16,712	6,097	36.5	13,004
Unemployment insurance	195	1,081	886	82.0	275	195	1,081	886	82.0	379
Worker's compensation insurance	-	215	215	100.0	-	-	655	655	100.0	-
Health and welfare										
Medical	11,543	6,375	(5,168)	(81.1)	10,372	32,369	19,125	(13,244)	(69.2)	28,914
Dental	269	196	(73)	(37.2)	283	798	588	(210)	(35.7)	756
Other post employment benefits	1,270	1,010	(260)	(25.7)	-	1,480	3,030	1,550	51.2	2,271
Life insurance / AD&D	138	52	(86)	(165.4)	140	400	155	(245)	(158.1)	380
Short and long term disability	533	315	(218)	(69.2)	508	1,511	945	(566)	(59.9)	1,317
FMLA administration expense	-	21	21	100.0	-	-	63	63	100.0	-
EAP expense	14	14	-	-	14	39	41	2	4.9	37
Retirement										
Pension expense	-	443	443	100.0	-	-	1,330	1,330	100.0	1,733
401 K contributions	3,724	3,026	(698)	(23.1)	4,314	11,015	9,080	(1,935)	(21.3)	11,586
Total company paid benefits	<u>22,763</u>	<u>18,233</u>	<u>(4,530)</u>	<u>(24.8)</u>	<u>21,787</u>	<u>58,422</u>	<u>52,805</u>	<u>(5,617)</u>	<u>(10.6)</u>	<u>60,377</u>
Total wages and benefits	<u>\$ 90,388</u>	<u>\$ 89,930</u>	<u>\$ (458)</u>	<u>(0.5)</u>	<u>\$ 96,199</u>	<u>\$ 254,526</u>	<u>\$ 271,256</u>	<u>\$ 16,730</u>	<u>6.2</u>	<u>\$ 282,600</u>

**St. Louis Regional Freightway
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Externally Restricted</u>
Balance at January 1, 2019			
Cash & Investments	\$ 17,000	\$ 2,000	\$ 15,000
Add:			
Revenue receipts	20	20	-
Interest	-	-	-
Total cash receipts	<u>20</u>	<u>20</u>	<u>-</u>
Interfund transfers	-	-	-
Less:			
Cash disbursements	-	-	-
Total cash disbursements	<u>-</u>	<u>-</u>	<u>-</u>
 Balance at March 31, 2019			
Cash & Investments	<u>\$ 17,020</u>	<u>\$ 2,020</u>	<u>\$ 15,000</u>

**St. Louis Regional Freightway
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)**

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 20,365	
Payments to employees	(248,644)	Noncash Activities:
Payments to vendors	(252,890)	None
Receipts (payments) from inter-fund activity	<u>473,672</u>	
Net cash provided by (used in) operating activities	<u>(7,497)</u>	
 Cash flows from non capital financing activities		
Nonoperating contributions	<u>500</u>	
Net cash provided by (used in) non capital financing activities	<u>500</u>	
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
Interest received	<u>120</u>	
Net cash provided by (used in) investing activities	<u>120</u>	
 Net increase (decrease) in cash and cash equivalents	 (6,877)	
 Cash and cash equivalents, beginning of year	 <u>23,897</u>	
 Cash and cash equivalents, year to date	 <u>\$ 17,020</u>	

BI-STATE DEVELOPMENT RESEARCH INSTITUTE



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Bi-State Development Research Institute

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

Fast Facts

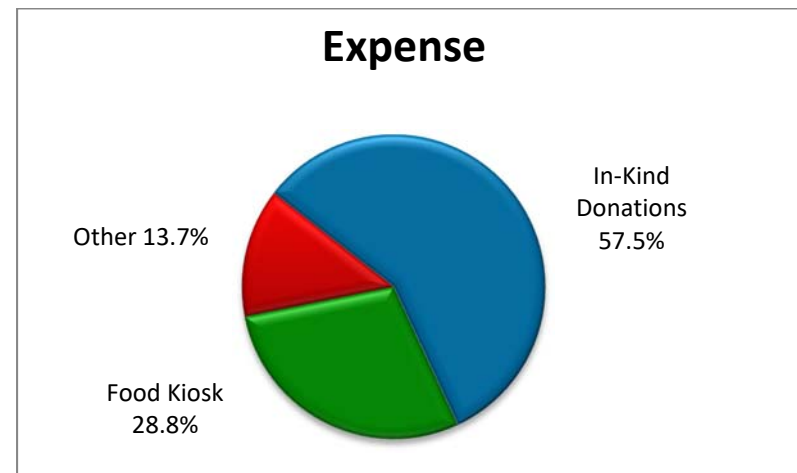
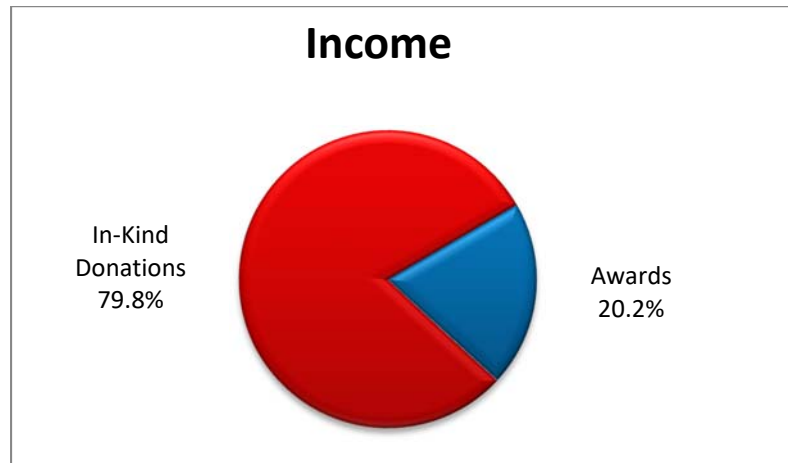
The Bi-State Development Research Institute has recently provided eight organizations with funding from the Missouri Foundation for Health Bike Share program.

Financial Data

Net Loss before depreciation is \$51.8 thousand.

Revenue from Missouri Foundation for Health Bike Share program and In-kind donations from Bi-State Development is \$112.6 thousand.

Expense totals \$156.1 thousand. The majority of expenses are related to In-Kind donations for wages and benefits, Outside Services, and Administrative Fees.



Bi-State Development Research Institute
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 108,337	\$ 127,962	\$ (19,625)	(15.3)	\$ 143,287	\$ (34,950)	(24.4)
Other current assets	15,000	30,000	(15,000)	(50.0)	30,000	(15,000)	(50.0)
Total current assets	<u>123,337</u>	<u>157,962</u>	<u>(34,625)</u>	(21.9)	<u>173,287</u>	<u>(49,950)</u>	(28.8)
Capital assets							
Capital assets	272,901	272,901	-	-	270,000	2,901	1.1
Accumulated depreciation	(15,013)	(12,284)	(2,729)	(22.2)	(4,050)	(10,963)	(270.7)
Total capital assets, net	<u>257,888</u>	<u>260,617</u>	<u>(2,729)</u>	(1.0)	<u>265,950</u>	<u>(8,062)</u>	(3.0)
Total capital assets	<u>257,888</u>	<u>260,617</u>	<u>(2,729)</u>	(1.0)	<u>265,950</u>	<u>(8,062)</u>	(3.0)
Total assets	<u>381,225</u>	<u>418,579</u>	<u>(37,354)</u>	(8.9)	<u>439,237</u>	<u>(58,012)</u>	(13.2)
Total	<u>\$ 381,225</u>	<u>\$ 418,579</u>	<u>\$ (37,354)</u>	(8.9)	<u>\$ 439,237</u>	<u>\$ (58,012)</u>	(13.2)

Bi-State Development Research Institute
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	22,727	22,558	169	0.7	20,911	1,816	8.7
Other current liabilities	106,669	126,294	(19,625)	(15.5)	141,248	(34,579)	(24.5)
Total current liabilities	129,396	148,852	(19,456)	(13.1)	162,159	(32,763)	(20.2)
Total liabilities	129,396	148,852	(19,456)	(13.1)	162,159	(32,763)	(20.2)
Net Position							
Net position	303,665	303,665	-	-	155,550	148,115	95.2
Net income (loss)	(51,836)	(33,938)	(17,898)	(52.7)	121,528	(173,364)	(142.7)
Total net position	251,829	269,727	(17,898)	(6.6)	277,078	(25,249)	(9.1)
Total	\$ 381,225	\$ 418,579	\$ (37,354)	(8.9)	\$ 439,237	\$ (58,012)	(13.2)

Bi-State Development Research Institute
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for profit revenue	\$ 19,625	\$ 21,000	\$ (1,375)	(6.5)	\$ 3,512	\$ 22,776	\$ 63,000	\$ (40,224)	(63.8)	\$ 218,512
Contributions ¹	4,139	34,011	(29,872)	(87.8)	51,608	89,795	102,034	(12,239)	(12.0)	150,172
Total revenue	<u>23,764</u>	<u>55,011</u>	<u>(31,247)</u>	<u>(56.8)</u>	<u>55,120</u>	<u>112,571</u>	<u>165,034</u>	<u>(52,463)</u>	<u>(31.8)</u>	<u>371,255</u>
Expense										
Wages and benefits ¹	3,072	31,143	28,071	90.1	39,806	70,017	93,428	23,411	25.1	113,978
Services	34,715	5,619	(29,096)	(517.8)	(101,428)	62,891	16,856	(46,035)	(273.1)	93,650
Materials and supplies	-	130	130	100.0	458	-	391	391	100.0	1,470
Utilities	79	250	171	68.4	426	795	750	(45)	(6.0)	866
Interfund admin fees	(302)	9,776	10,078	103.1	10,994	18,409	29,327	10,918	37.2	33,343
Other expenses	1,369	500	(869)	(173.8)	2,428	4,033	1,500	(2,533)	(168.9)	4,170
Total expense	<u>38,933</u>	<u>47,418</u>	<u>8,485</u>	<u>17.9</u>	<u>(47,316)</u>	<u>156,145</u>	<u>142,252</u>	<u>(13,893)</u>	<u>(9.8)</u>	<u>247,477</u>
Income (loss) before depreciation	<u>(15,169)</u>	<u>7,593</u>	<u>(22,762)</u>	<u>(299.8)</u>	<u>102,436</u>	<u>(43,574)</u>	<u>22,782</u>	<u>(66,356)</u>	<u>(291.3)</u>	<u>123,778</u>
Depreciation and amortization expense	2,729	2,700	(29)	(1.1)	2,250	8,262	8,100	(162)	(2.0)	2,250
Net income (loss)	<u>\$ (17,898)</u>	<u>\$ 4,893</u>	<u>\$ (22,791)</u>	<u>(465.8)</u>	<u>\$ 100,186</u>	<u>\$ (51,836)</u>	<u>\$ 14,682</u>	<u>\$ (66,518)</u>	<u>(453.1)</u>	<u>\$ 121,528</u>

¹ - Contributions include in-kind donor services, supplies and materials from other BSD business units.

**Bi-State Development Research Institute
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Restricted Fund</u>
Balance at January 1, 2019			
Cash & Investments	\$ 127,962	\$ 1,667	\$ 126,295
Add:			
Receipts	-	-	-
Total cash receipts	-	-	-
Interfund transfers	-	-	-
Less:			
Cash disbursements	(19,625)	-	(19,625)
Total cash disbursements	(19,625)	-	(19,625)
Balance at March 31, 2019			
Cash & Investments	<u>\$ 108,337</u>	<u>\$ 1,667</u>	<u>\$ 106,670</u>

Bi-State Development Research Institute
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 22,776	Noncash Activities:	
Payments to employees	-	In-kind donations	\$ 89,795
Payments to vendors	4,072	In-kind wages and benefits	(70,017)
Payments for self-insurance	-	In-kind services	-
Receipts (payments) from inter-fund activity	<u>1,103</u>	In-kind materials and supplies	-
Net cash provided by (used in) operating activities	<u>27,951</u>	In-kind utilities	-
		In-kind management fees	(18,409)
		In-kind other operating expenses	(1,369)
Cash flows from non capital financing activities			
None			
Cash flows from capital and related financing activities			
Acquisitions of capital assets	(2,901)		
Cash flows from capital and related financing activities	<u>(2,901)</u>		
Cash flows from investing activities			
None			
Net increase (decrease) in cash and cash equivalents	25,050		
Cash and cash equivalents, beginning of year	<u>83,287</u>		
Cash and cash equivalents, year to date	<u>\$ 108,337</u>		

Research Institute
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2019
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #					
MFH Food Kiosk Program	\$ 583,958	\$ -	\$ 2,901	\$ 476,413	\$ 107,545
Total Active Projects	<u>\$ 583,958</u>	<u>\$ -</u>	<u>\$ 2,901</u>	<u>\$ 476,413</u>	<u>\$ 107,545</u>

ARTS IN TRANSIT



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Arts In Transit, Inc.

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

Fast Facts

On March 12, 2019, the Arts in Transit Board met to discuss the direction and action plans of the organization.

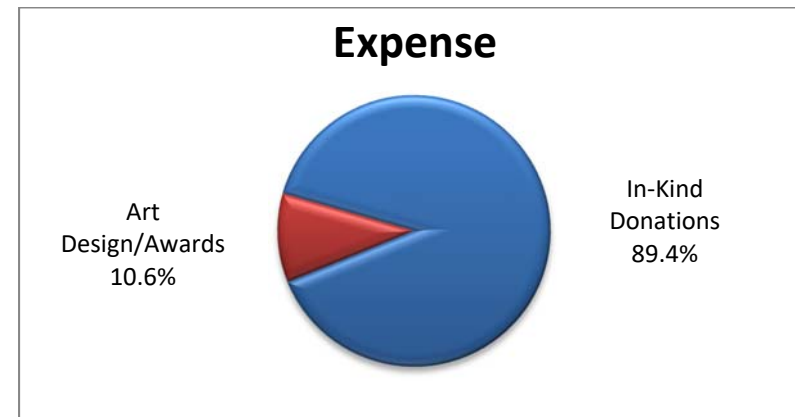
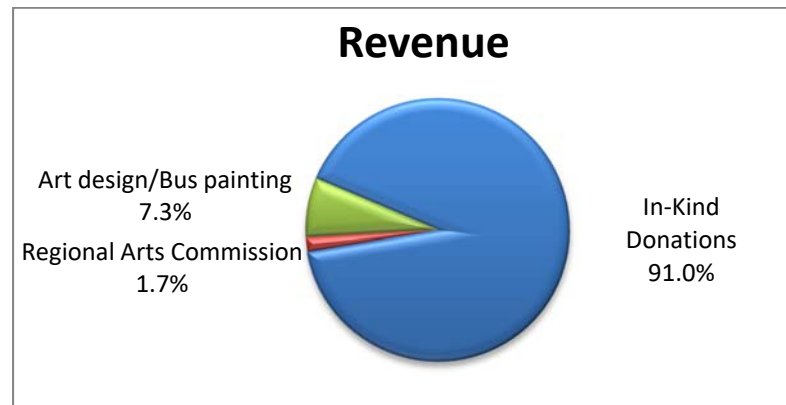
Arts In Transit continues to apply for grant funding as a source of revenue for the program and initiatives.

Financial Data

Net loss is \$4.0 thousand.

Total revenue of \$211.2 thousand includes contributions from the Regional Arts Commission, and three bus paintings, and the recognition of In-kind donations from the Bi-State Development Agency.

Expense of \$215.2 thousand consists of \$22.8 thousand for bus wrap services related to a bus painting, poetry contest winners, MetroScapes poster contest winners, and \$192.4 thousand of In-kind donations from Bi-State Development.



Arts In Transit, Inc.
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 74,296	\$ 74,044	\$ 252	0.3	\$ 75,907	\$ (1,611)	(2.1)
Total current assets	<u>74,296</u>	<u>74,044</u>	<u>252</u>	0.3	<u>75,907</u>	<u>(1,611)</u>	(2.1)
Total assets	<u>74,296</u>	<u>74,044</u>	<u>252</u>	0.3	<u>75,907</u>	<u>(1,611)</u>	(2.1)
Total	<u>\$ 74,296</u>	<u>\$ 74,044</u>	<u>\$ 252</u>	0.3	<u>\$ 75,907</u>	<u>\$ (1,611)</u>	(2.1)

Arts In Transit, Inc.
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ -	\$ 49	\$ (49)	(100.0)	\$ -	\$ -	n/a
Total current liabilities	-	49	(49)	(100.0)	-	-	n/a
Total liabilities	-	49	(49)	(100.0)	-	-	n/a
Net Position							
Net position	\$ 78,274	\$ 78,274	\$ -	-	\$ 61,695	\$ 16,579	26.9
Net income (loss)	(3,978)	(4,279)	301	7.0	14,212	(18,190)	(128.0)
Total net position	74,296	73,995	301	0.4	75,907	(1,611)	(2.1)
Total	<u>\$ 74,296</u>	<u>\$ 74,044</u>	<u>\$ 252</u>	0.3	<u>\$ 75,907</u>	<u>\$ (1,611)</u>	(2.1)

Arts In Transit, Inc.
Statement of Activities
For the Quarter Ended March 31, 2019

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ 300	\$ 15,000	\$ (14,700)	(98.0)	\$ -	\$ 18,845	\$ 45,000	\$ (26,155)	(58.1)	\$ 33,100
Contributions ¹	62,444	47,774	14,670	30.7	54,984	192,399	143,323	49,076	34.2	153,154
Total revenue	<u>62,744</u>	<u>62,774</u>	<u>(30)</u>	<u>-</u>	<u>54,984</u>	<u>211,244</u>	<u>188,323</u>	<u>22,921</u>	<u>12.2</u>	<u>186,254</u>
Expense										
Wages and benefits ¹	31,009	31,679	670	2.1	35,570	96,627	95,037	(1,590)	(1.7)	99,024
Services	23,000	16,628	(6,372)	(38.3)	1,254	71,949	49,885	(22,064)	(44.2)	29,702
Materials and supplies	25	5,453	5,428	99.5	29	825	16,360	15,535	95.0	1,148
Utilities	46	200	154	77.0	140	331	600	269	44.8	421
Interfund admin fees	7,613	-	(7,613)	-	9,497	27,349	-	(27,349)	-	27,871
Other expenses	750	1,913	1,163	60.8	9,494	18,141	5,738	(12,403)	(216.2)	13,876
Total expense	<u>62,443</u>	<u>55,873</u>	<u>(6,570)</u>	<u>(11.8)</u>	<u>55,984</u>	<u>215,222</u>	<u>167,620</u>	<u>(47,602)</u>	<u>(28.4)</u>	<u>172,042</u>
Net income (loss)	<u>\$ 301</u>	<u>\$ 6,901</u>	<u>\$ (6,600)</u>	<u>(95.6)</u>	<u>\$ (1,000)</u>	<u>\$ (3,978)</u>	<u>\$ 20,703</u>	<u>\$ (24,681)</u>	<u>(119.2)</u>	<u>\$ 14,212</u>

¹ - Contributions include in-kind donations of services, supplies and materials from other BSD business units.

Arts in Transit, Inc.
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)

Description	Total	Operating Fund
Balance at January 1, 2019		
Cash & Investments	\$ 74,044	\$ 74,044
Add:		
Receipts	300	300
Total cash receipts	300	300
Interfund transfers	-	-
Less:		
Cash disbursements	(48)	(48)
Total cash disbursements	(48)	(48)
Balance at March 31, 2019		
Cash & Investments	\$ 74,296	\$ 74,296

Art In Transit, Inc.
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities

Receipts from customers	\$ 26,846
Payments to employees	1
Payments to vendors	(22,825)
Payments for self-insurance	-
Receipts (payments) from inter-fund activity	(792)
	<hr/>

**Net cash provided by (used in)
operating activities**

3,230

Cash flows from non capital financing activities

None

Cash flows from capital and related financing activities

None

Cash flows from investing activities

None

**Net increase (decrease) in cash
and cash equivalents**

3,230

Cash and cash equivalents, beginning of year

71,066

Cash and cash equivalents, year to date

\$ 74,296

Supplemental disclosure of cash flow information

Noncash Activities:

In-kind donations	\$ 192,399
In-kind wages and benefits	(96,628)
In-kind services	(49,925)
In-kind materials and supplies	(25)
In-kind utilities	(331)
In-kind management fees	(27,349)
In-kind other operating expenses	(18,141)

SELF-INSURANCE FUNDS

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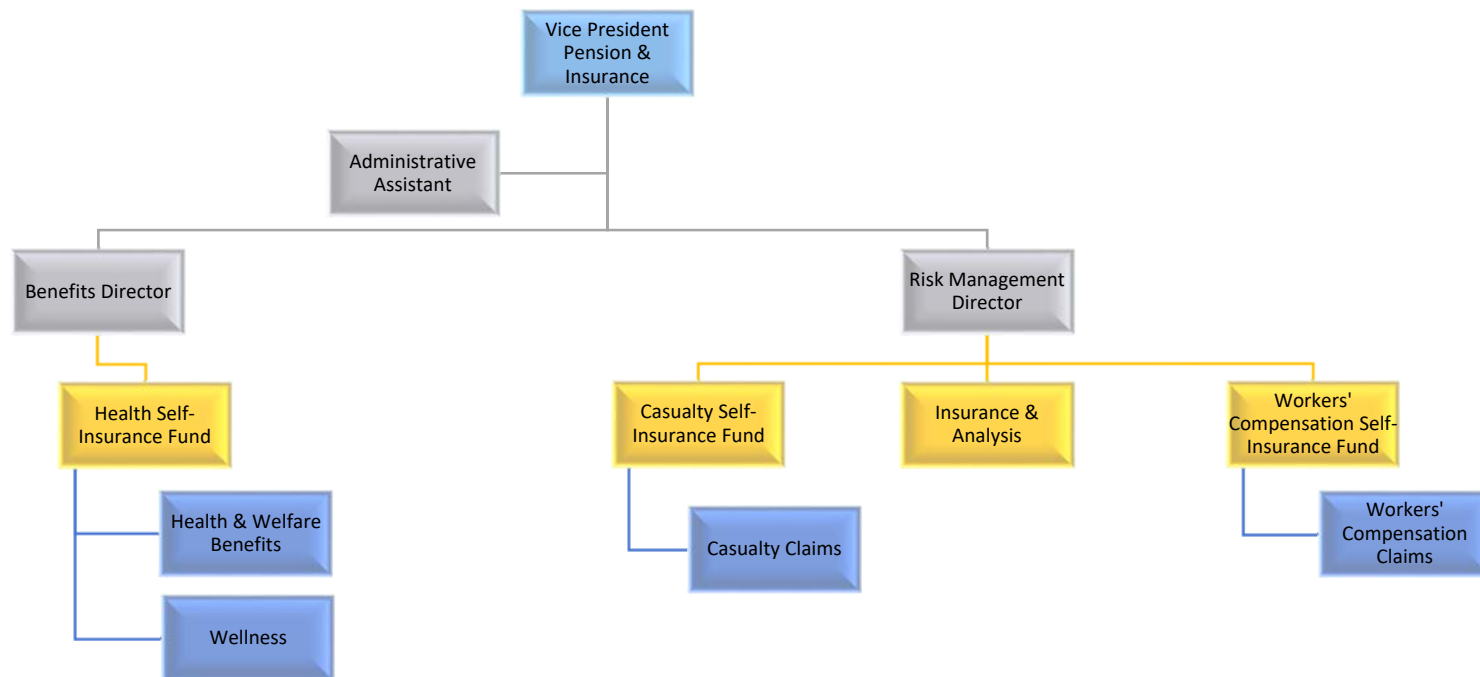
Self-Insurance Funds

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

As directed by the BSD Board of Commissioners, in order to improve overall accountability, governance, accounting and reporting has been restructured and administration has been reorganized for the Health, Casualty and Workers Compensation Self-Insurance Funds. The objective is comprehensive management, accounting, and reporting for assets, sources of revenue, expenses and related administrative costs for these self-insured activities.

The major costs and administrative components of the Health Self-Insurance Fund reside in the Benefits Department. The major costs and administrative components of the Casualty and Workers Compensation Self-Insurance Funds reside in the Risk Management Department. The administration of these departments, and their related activities, has been reorganized to achieve the accountability and governance objectives as shown below:



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Assets						
Current assets						
Cash	\$ 2,031,749	\$ 12,594,072	\$ 7,733,299	\$ 22,359,120	\$ -	\$ 22,359,120
Investments	-	-	2,348,988	2,348,988	-	2,348,988
Accounts and notes receivable	64,830	-	1,372	66,202	-	66,202
Interfund accounts receivable	-	633,212	900,534	1,533,746	(1,533,746)	-
Restricted accounts receivable	-	-	35,142	35,142	-	35,142
Other current assets	-	220,263	54,008	274,271	-	274,271
Total current assets	<u>2,096,579</u>	<u>13,447,547</u>	<u>11,073,343</u>	<u>26,617,469</u>	<u>(1,533,746)</u>	<u>25,083,723</u>
Total assets	<u>2,096,579</u>	<u>13,447,547</u>	<u>11,073,343</u>	<u>26,617,469</u>	<u>(1,533,746)</u>	<u>25,083,723</u>
Total	<u>\$ 2,096,579</u>	<u>\$ 13,447,547</u>	<u>\$ 11,073,343</u>	<u>\$ 26,617,469</u>	<u>\$ (1,533,746)</u>	<u>\$ 25,083,723</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities						
Current liabilities						
Accounts payable	\$ 87,819	\$ -	\$ -	\$ 87,819	\$ -	\$ 87,819
Interfund accounts payable	541,299	-	-	541,299	(1,533,746)	(992,447)
Accrued expenses	24,500	39,400	19,300	83,200	-	83,200
Total current liabilities	<u>653,618</u>	<u>39,400</u>	<u>19,300</u>	<u>712,318</u>	<u>(1,533,746)</u>	<u>(821,428)</u>
Current liab payable from restricted assets						
Short-term self-insurance	-	3,315,000	5,975,000	9,290,000	-	9,290,000
Medical self-insurance liability	4,123,146	-	-	4,123,146	-	4,123,146
Total current liabilities payable from restricted assets	<u>4,123,146</u>	<u>3,315,000</u>	<u>5,975,000</u>	<u>13,413,146</u>	<u>-</u>	<u>13,413,146</u>
Total current liabilities	<u>4,776,764</u>	<u>3,354,400</u>	<u>5,994,300</u>	<u>14,125,464</u>	<u>(1,533,746)</u>	<u>12,591,718</u>
Non-current liabilities						
Other post-employment benefits	171,271	152,575	44,658	368,504	-	368,504
Long-term self-insurance	-	6,620,000	4,294,000	10,914,000	-	10,914,000
Unfunded pension liabilities	74,574	113,402	42,748	230,724	-	230,724
Total non-current liabilities	<u>245,845</u>	<u>6,885,977</u>	<u>4,381,406</u>	<u>11,513,228</u>	<u>-</u>	<u>11,513,228</u>
Total liabilities	<u>5,022,609</u>	<u>10,240,377</u>	<u>10,375,706</u>	<u>25,638,692</u>	<u>(1,533,746)</u>	<u>24,104,946</u>
Net Position						
Net position	(3,350,114)	563,922	(1,138,136)	(3,924,328)	-	(3,924,328)
Net income (loss)	424,084	2,643,248	1,835,773	4,903,105	-	4,903,105
Total net position	<u>(2,926,030)</u>	<u>3,207,170</u>	<u>697,637</u>	<u>978,777</u>	<u>-</u>	<u>978,777</u>
Total	<u>\$ 2,096,579</u>	<u>\$ 13,447,547</u>	<u>\$ 11,073,343</u>	<u>\$ 26,617,469</u>	<u>\$ (1,533,746)</u>	<u>\$ 25,083,723</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Combining Statement of Activities by Business Division
For the Nine Months Ended March 31, 2018
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Eliminations	Totals After Eliminations
Revenue						
Employee medical contributions	\$ 5,349,947	\$ -	\$ -	\$ 5,349,947	\$ -	\$ 5,349,947
Employee dental contributions	387,512	-	-	387,512	-	387,512
Employee gym membership	3,116	-	-	3,116	-	3,116
Bi-State Dev medical contributions	21,054,365	-	-	21,054,365	(160,687)	20,893,678
Bi-State Dev dental contributions	487,222	-	-	487,222	(4,451)	482,771
Bi-State Dev EAP contributions	29,631	-	-	29,631	(259)	29,372
Healthy savings plan	(183,408)	-	-	(183,408)	-	(183,408)
Charges for services - Casualty	-	5,474,788	-	5,474,788	-	5,474,788
Charges for services - Workers Compensation	-	-	6,556,820	6,556,820	-	6,556,820
Interest Income	29,560	154,375	151,899	335,834	-	335,834
Total revenue	27,157,945	5,629,163	6,708,719	39,495,827	(165,397)	39,330,430
Expense						
Wages and benefits	613,258	483,789	261,682	1,358,729	-	1,358,729
Services	165,690	45,107	16,597	227,394	-	227,394
Materials and supplies	23,316	1,514	398	25,228	-	25,228
Utilities	2,899	1,242	324	4,465	-	4,465
Casualty and liability costs	-	660,787	168,181	828,968	-	828,968
Other expenses	54,153	2,996	229,054	286,203	-	286,203
Medical claims and prescriptions, less rebates	25,690,249	-	-	25,690,249	(165,397)	25,524,852
Stop loss, third party fees, Medicare Part D	184,296	-	-	184,296	-	184,296
Casualty claims paid	-	2,987,643	-	2,987,643	-	2,987,643
Workers Compensation claims paid	-	-	4,873,020	4,873,020	-	4,873,020
Total expense	26,733,861	4,183,078	5,549,256	36,466,195	(165,397)	36,300,798
Net income (loss) before transfers	424,084	1,446,085	1,159,463	3,029,632	-	3,029,632
Net transfers in (out)	-	1,197,163	676,310	1,873,473	-	1,873,473
Net income (loss)	\$ 424,084	\$ 2,643,248	\$ 1,835,773	\$ 4,903,105	\$ -	\$ 4,903,105

HEALTH SELF-INSURANCE FUND



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Health Self-Insurance Fund

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

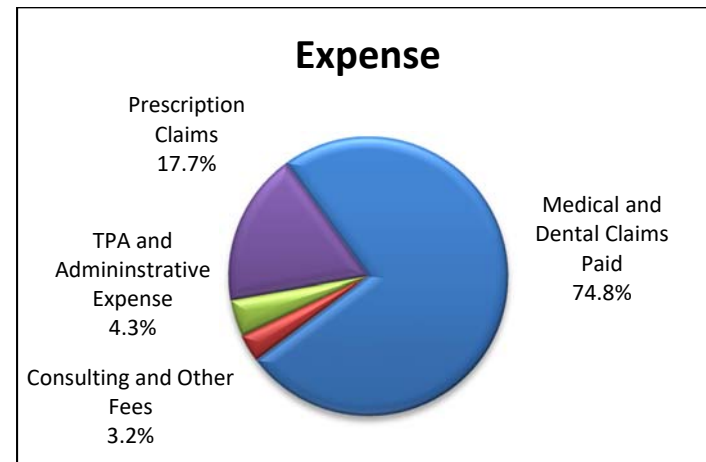
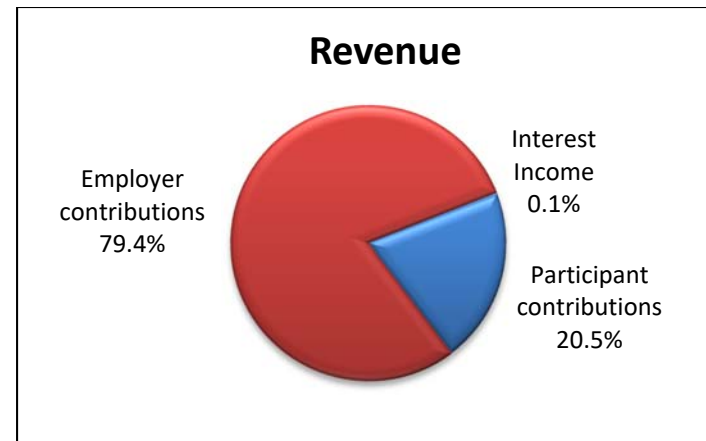
Fast Facts

The Health Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organizations medical, prescription drug and dental employee benefit programs. Health SIF employer and employee/retiree contribution rates are set annually based on actuarial assessment of historical health claim costs, anticipated health care inflation, and plan management expenses along with plan participant demographic and enrollment data.

Financial Data

Revenue is generated by charging other BSD operational units for Health SIF provided employee benefit program services and collecting enrolled employee/retiree contributions through payroll and pension deductions. Fiscal 2019 year-to-date revenue at March 31, 2019 of \$27.1 million consists of \$21.5 million in employer and \$5.6 million in plan participant contributions.

Expenses are generated by medical, prescription drug and dental claim costs, third party administrative fees, health and welfare plan consulting fees and internal benefit team operating costs. Fiscal 2019 year-to-date expenses of \$26.7 million consists of \$25.8 million or 96.8% related to direct medical and prescription benefit claims, third party claim processing fees, cost management programs, plan consulting fees and health care reform costs. Internal staff and wellness initiative costs are \$0.9 million or 3.2%. Claims for continued catastrophic medical expenses are down from the same period in fiscal year 2018.



Health Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 2,031,749	\$ 2,135,746	\$ (103,997)	(4.9)	\$ 675,795	\$ 1,355,954	200.6
Accounts and notes receivable	64,830	40,013	24,817	62.0	42,906	21,924	51.1
Total current assets	<u>2,096,579</u>	<u>2,175,759</u>	<u>(79,180)</u>	(3.6)	<u>718,701</u>	<u>1,377,878</u>	191.7
Total assets	<u>2,096,579</u>	<u>2,175,759</u>	<u>(79,180)</u>	(3.6)	<u>718,701</u>	<u>1,377,878</u>	191.7
Total	<u>\$ 2,096,579</u>	<u>\$ 2,175,759</u>	<u>\$ (79,180)</u>	(3.6)	<u>\$ 718,701</u>	<u>\$ 1,377,878</u>	191.7

Health Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 87,819	\$ -	\$ 87,819	n/a	\$ -	\$ 87,819	n/a
Interfund accounts payable	541,299	1,589,731	(1,048,432)	(66.0)	5,192,143	(4,650,844)	(89.6)
Accrued expenses	24,500	33,017	(8,517)	(25.8)	44,700	(20,200)	(45.2)
Total current liabilities	<u>653,618</u>	<u>1,622,748</u>	<u>(969,130)</u>	<u>(59.7)</u>	<u>5,236,843</u>	<u>(4,583,225)</u>	<u>(87.5)</u>
Current liab payable from restricted assets							
Medical self-insurance liability	4,123,146	3,957,850	165,296	4.2	2,428,000	1,695,146	69.8
Total current liabilities payable from restricted assets	<u>4,123,146</u>	<u>3,957,850</u>	<u>165,296</u>	<u>4.2</u>	<u>2,428,000</u>	<u>1,695,146</u>	<u>69.8</u>
Total current liabilities	<u>4,776,764</u>	<u>5,580,598</u>	<u>(803,834)</u>	<u>(14.4)</u>	<u>7,664,843</u>	<u>(2,888,079)</u>	<u>(37.7)</u>
Non-current liabilities							
Other post-employment benefits	171,271	167,970	3,301	2.0	181,828	(10,557)	(5.8)
Unfunded pension liabilities	74,574	74,574	-	-	76,941	(2,367)	(3.1)
Total non-current liabilities	<u>245,845</u>	<u>242,544</u>	<u>3,301</u>	<u>1.4</u>	<u>258,769</u>	<u>(12,924)</u>	<u>(5.0)</u>
Total liabilities	<u>5,022,609</u>	<u>5,823,142</u>	<u>(800,533)</u>	<u>(13.7)</u>	<u>7,923,612</u>	<u>(2,901,003)</u>	<u>(36.6)</u>
Net Position							
Net position	(3,350,114)	(3,350,114)	-	-	(1,937,587)	(1,412,527)	(72.9)
Net income (loss)	424,084	(297,269)	721,353	242.7	(5,267,324)	5,691,408	108.1
Total net position	<u>(2,926,030)</u>	<u>(3,647,383)</u>	<u>721,353</u>	<u>19.8</u>	<u>(7,204,911)</u>	<u>4,278,881</u>	<u>59.4</u>
Total	<u>\$ 2,096,579</u>	<u>\$ 2,175,759</u>	<u>\$ (79,180)</u>	<u>(3.6)</u>	<u>\$ 718,701</u>	<u>\$ 1,377,878</u>	<u>191.7</u>

Health Self-Insurance Fund
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Employee medical contributions	\$ 1,910,949	\$ 1,768,629	\$ 142,320	8.0	\$ 1,718,739	\$ 5,349,947	\$ 5,305,887	\$ 44,060	0.8	\$ 4,883,049
Employee dental contributions	127,665	136,093	(8,428)	(6.2)	128,698	387,512	408,278	(20,766)	(5.1)	376,957
Employee gym membership	979	1,419	(440)	(31.0)	1,074	3,116	4,258	(1,142)	(26.8)	3,933
Bi-State Dev medical contributions	7,703,663	6,764,844	938,819	13.9	6,174,784	21,054,365	20,294,532	759,833	3.7	17,609,064
Bi-State Dev dental contributions	160,964	159,053	1,911	1.2	158,981	487,222	477,160	10,062	2.1	466,983
Bi-State Dev EAP contributions	10,148	10,296	(148)	(1.4)	9,974	29,631	30,887	(1,256)	(4.1)	28,833
Healthy Savings Plan	(57,542)	(42,175)	(15,367)	(36.4)	(47,023)	(183,408)	(126,525)	(56,883)	(45.0)	(202,759)
Interest income	13,498	-	13,498	-	-	29,560	-	29,560	-	-
Total revenue	9,870,324	8,798,159	1,072,165	12.2	8,145,227	27,157,945	26,394,477	763,468	2.9	23,166,060
Expense										
Wages and benefits ¹	184,646	215,065	30,419	14.1	217,330	613,258	646,797	33,539	5.2	644,276
Services	20,384	110,419	90,035	81.5	(22,716)	165,690	331,256	165,566	50.0	85,447
Materials and supplies	20,549	13,491	(7,058)	(52.3)	14,399	23,316	40,474	17,158	42.4	16,051
Utilities	411	745	334	44.8	1,244	2,899	2,235	(664)	(29.7)	3,721
Other expenses	9,431	13,807	4,376	31.7	6,113	54,153	41,420	(12,733)	(30.7)	15,023
Medical claims paid	7,188,870	5,960,434	(1,228,436)	(20.6)	6,522,849	21,157,947	17,881,303	(3,276,644)	(18.3)	22,328,153
Contra medical	(750,732)	(286,144)	464,588	162.4	(448,324)	(1,957,422)	(858,433)	1,098,989	128.0	(1,313,416)
Dental claims paid	277,373	260,622	(16,751)	(6.4)	266,548	785,288	781,866	(3,422)	(0.4)	731,418
Medical TPA fees	279,445	390,097	110,652	28.4	237,766	584,995	1,170,292	585,297	50.0	690,911
Prescription (RX) claims/admin fees	1,688,894	1,845,491	156,597	8.5	1,630,125	4,742,148	5,536,472	794,324	14.3	4,816,046
Medical stop loss	168,162	100,110	(68,052)	(68.0)	71,774	377,293	300,330	(76,963)	(25.6)	255,638
Other administrative and third party fees	61,538	173,316	111,778	64.5	51,402	184,296	519,949	335,653	64.6	160,116
Total expense	9,148,971	8,797,453	(351,518)	(4.0)	8,548,510	26,733,861	26,393,961	(339,900)	(1.3)	28,433,384
Net income (loss)	\$ 721,353	\$ 706	\$ 720,647	n/a	\$ (403,283)	\$ 424,084	\$ 516	\$ 423,568	n/a	\$ (5,267,324)

¹ - Detailed schedule included.

Health Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Wages	\$ 135,482	\$ 158,800	\$ 23,318	14.7	\$ 160,072	\$ 459,768	\$ 483,835	\$ 24,067	5.0	\$ 479,417
Company paid benefits										
Payroll related taxes and insurance										
FICA	10,517	12,148	1,631	13.4	11,855	33,847	37,013	3,166	8.6	34,795
Unemployment insurance	703	3,244	2,541	78.3	844	766	3,244	2,478	76.4	1,013
Worker's compensation insurance	-	475	475	100.0	-	-	1,447	1,447	100.0	-
Health and welfare										
Medical	21,227	19,125	(2,102)	(11.0)	23,676	69,439	57,375	(12,064)	(21.0)	58,737
Dental	646	588	(58)	(9.9)	731	2,023	1,764	(259)	(14.7)	2,047
Other post employment benefits	2,636	2,485	(151)	(6.1)	-	3,181	7,516	4,335	57.7	4,785
Life Insurance / AD&D	312	155	(157)	(101.3)	341	947	466	(481)	(103.2)	961
Short and Long Term Disability	1,077	945	(132)	(14.0)	1,149	3,201	2,835	(366)	(12.9)	3,139
FMLA administration expense	-	63	63	100.0	-	-	189	189	100.0	-
EAP expense	40	41	1	2.4	44	119	122	3	2.5	123
Retirement										
Pension expense	3,350	8,246	4,896	59.4	8,918	13,294	24,739	11,445	46.3	32,657
401 K contributions	8,656	8,625	(31)	(0.4)	9,224	26,673	25,877	(796)	(3.1)	25,836
Other										
Uniform allowance	-	-	-	-	476	-	-	-	-	476
Miscellaneous benefits	-	125	125	100.0	-	-	375	375	100.0	290
Total company paid benefits	49,164	56,265	7,101	12.6	57,258	153,490	162,962	9,472	5.8	164,859
Total wages and benefits	\$ 184,646	\$ 215,065	\$ 30,419	14.1	\$ 217,330	\$ 613,258	\$ 646,797	\$ 33,539	5.2	\$ 644,276

Health Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Medical Self-Insurance</u>	<u>Medical Claims</u>	<u>Medical RRA</u>	<u>Medical HRA</u>	<u>Medical Escrow - Beneflex</u>	<u>Medical Cash Equivalent</u>
Balance at January 1, 2019							
Cash & investments	\$ 2,135,746	\$ -	\$ (157,215)	\$ 12,962	\$ 47,080	\$ 4,307	\$ 2,228,612
Add:							
Funding from Metro	8,477,178	8,459,282	-	17,896	-	-	-
Interest received	13,498	13,498	-	-	-	-	-
Total cash receipts	8,490,676	8,472,780	-	17,896	-	-	-
Interfund transfers	-	(6,689,890)	6,398,457	-	265,493	-	25,939
Less:							
Disbursements to Metro	(1,497,585)	(1,497,585)	-	-	-	-	-
Cash disbursements	(7,097,088)	(285,305)	(6,518,721)	(30,858)	(262,204)	-	-
Total cash disbursements	(8,594,673)	(1,782,890)	(6,518,721)	(30,858)	(262,204)	-	-
Balance at March 31, 2019							
Cash & investments	<u>\$ 2,031,749</u>	<u>\$ -</u>	<u>\$ (277,479)</u>	<u>\$ (0)</u>	<u>\$ 50,370</u>	<u>\$ 4,307</u>	<u>\$ 2,254,550</u>

Health Self-Insurance Internal Service Fund
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ (10,180)		
Payments to employees	(618,112)	Noncash Activities:	No disclosures.
Payments to vendors	(566,256)		
Payments for self-insurance	(25,563,430)		
Receipts (payments) from inter-fund activity	<u>27,215,515</u>		
Net cash provided by (used in) operating activities	<u>457,537</u>		
 Cash flows from non capital financing activities			
None			
 Cash flows from capital and related financing activities			
None			
 Cash flows from investing activities			
Interest received	<u>29,560</u>		
Net cash provided by (used in) investing activities	<u>29,560</u>		
 Net increase (decrease) in cash and cash equivalents	487,097		
 Cash and cash equivalents, beginning of year	<u>1,544,652</u>		
Cash and cash equivalents, year to date	<u>\$ 2,031,749</u>		

CASUALTY SELF-INSURANCE FUND



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Casualty Self-Insurance Fund

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

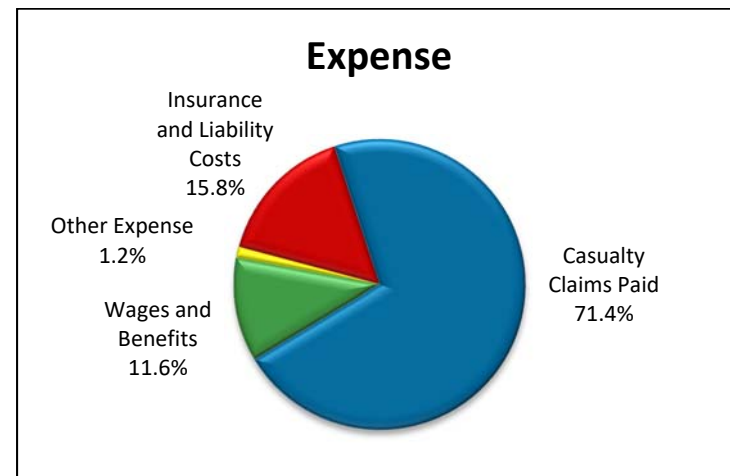
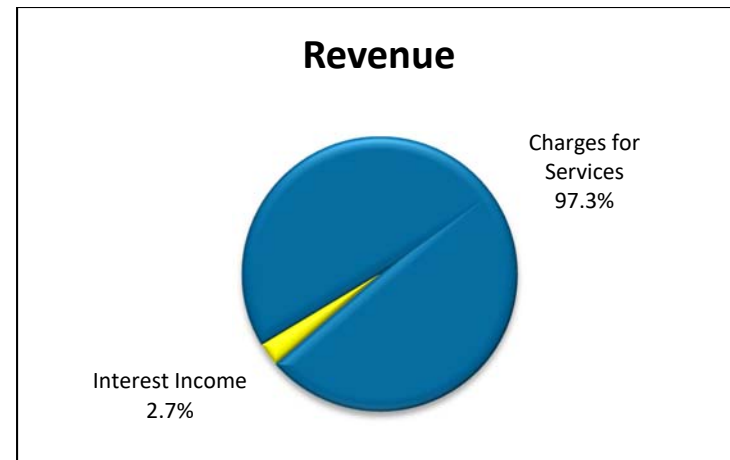
Fast Facts

The Casualty Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organization's casualty claims which includes vehicle liability and general liability claims.

Financial Data

Revenue for the Casualty SIF is generated by charging other BSD operational units based on ultimate claim costs. Charges for services through March 31, 2019 are \$5.6 million.

Expenses include: paid claims for vehicle liability and general liability claims; excess liability insurance premiums that provide coverage above the self-insured retention of \$1.1 million; wage and benefit costs for casualty claims adjusters and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs. March 31, 2019, total expenses are \$4.2 million. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.



Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 12,594,072	\$ 10,787,876	\$ 1,806,196	16.7	\$ 10,634,856	\$ 1,959,216	18.4
Interfund accounts receivable	633,212	118,812	514,400	433.0	307,282	325,930	106.1
Other current assets	220,263	440,525	(220,262)	(50.0)	203,825	16,438	8.1
Total current assets	<u>13,447,547</u>	<u>11,347,213</u>	<u>2,100,334</u>	18.5	<u>11,145,963</u>	<u>2,301,584</u>	20.6
Total assets	<u>13,447,547</u>	<u>11,347,213</u>	<u>2,100,334</u>	18.5	<u>11,145,963</u>	<u>2,301,584</u>	20.6
Total	<u>\$ 13,447,547</u>	<u>\$ 11,347,213</u>	<u>\$ 2,100,334</u>	18.5	<u>\$ 11,145,963</u>	<u>\$ 2,301,584</u>	20.6

Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accrued expenses	\$ 39,400	40,700	\$ (1,300)	(3.2)	40,600	\$ (1,200)	(3.0)
Total current liabilities	39,400	40,700	(1,300)	(3.2)	40,600	(1,200)	(3.0)
Current liab payable from restricted assets							
Short-term self-insurance	3,315,000	3,315,000	-	-	3,987,781	(672,781)	(16.9)
Total current liabilities payable from restricted assets	3,315,000	3,315,000	-	-	3,987,781	(672,781)	(16.9)
Total current liabilities	3,354,400	3,355,700	(1,300)	-	4,028,381	(673,981)	(16.7)
Non-current liabilities							
Other post-employment benefits	152,575	149,853	2,722	1.8	158,161	(5,586)	(3.5)
Long-term self-insurance	6,620,000	6,620,000	-	-	4,216,973	2,403,027	57.0
Unfunded pension liabilities	113,402	113,402	-	-	131,766	(18,364)	(13.9)
Total non-current liabilities	6,885,977	6,883,255	2,722	-	4,506,900	2,379,077	52.8
Total liabilities	10,240,377	10,238,955	1,422	-	8,535,281	1,705,096	20.0
Net Position							
Net position	563,922	563,922	-	-	1,421,161	(857,239)	(60.3)
Net income (loss)	2,643,248	544,336	2,098,912	385.6	1,189,521	1,453,727	122.2
Total net position	3,207,170	1,108,258	2,098,912	189.4	2,610,682	596,488	22.8
Total	\$ 13,447,547	\$ 11,347,213	\$ 2,100,334	18.5	\$ 11,145,963	\$ 2,301,584	20.6

Casualty Self-Insurance Fund
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 2,931,980	\$ 1,346,250	\$ 1,585,730	117.8	\$ 624,275	\$ 5,474,788	\$ 4,038,750	\$ 1,436,038	35.6	\$ 4,180,763
Interest income	56,601	11,500	45,101	392.2	19,206	154,375	34,500	119,875	347.5	37,563
Total revenue	<u>2,988,581</u>	<u>1,357,750</u>	<u>1,630,831</u>	<u>120.1</u>	<u>643,481</u>	<u>5,629,163</u>	<u>4,073,250</u>	<u>1,555,913</u>	<u>38.2</u>	<u>4,218,326</u>
Expense										
Wages and benefits ¹	164,102	142,632	(21,470)	(15.1)	139,670	483,789	428,616	(55,173)	(12.9)	423,268
Services	40,294	14,375	(25,919)	(180.3)	1,970	45,107	43,125	(1,982)	(4.6)	5,220
Materials and supplies	402	1,025	623	60.8	527	1,514	3,075	1,561	50.8	2,113
Utilities	176	550	374	68.0	533	1,242	1,650	408	24.7	711
Casualty and liability costs	220,263	212,500	(7,763)	(3.7)	203,825	660,787	637,500	(23,287)	(3.7)	611,476
Other expenses	-	2,125	2,125	100.0	269	2,996	6,375	3,379	53.0	2,051
Casualty claims paid	891,397	1,133,750	242,353	21.4	377,991	2,987,643	3,401,250	413,607	12.2	2,430,439
Total expense	<u>1,316,634</u>	<u>1,506,957</u>	<u>190,323</u>	<u>12.6</u>	<u>724,785</u>	<u>4,183,078</u>	<u>4,521,591</u>	<u>338,513</u>	<u>7.5</u>	<u>3,475,278</u>
Net income (loss) before transfers	1,671,947	(149,207)	1,821,154	1,220.6	(81,304)	1,446,085	(448,341)	1,894,426	422.5	743,048
Net transfers in (out)	<u>426,965</u>	<u>149,323</u>	<u>277,642</u>	<u>185.9</u>	<u>156,080</u>	<u>1,197,163</u>	<u>447,969</u>	<u>749,194</u>	<u>167.2</u>	<u>446,473</u>
Net income (loss)	<u>\$ 2,098,912</u>	<u>\$ 116</u>	<u>\$ 2,098,796</u>	n/a	<u>\$ 74,776</u>	<u>\$ 2,643,248</u>	<u>\$ (372)</u>	<u>\$ 2,643,620</u>	n/a	<u>\$ 1,189,521</u>

¹ - Detailed schedule included.

Casualty Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 112,582	\$ 101,839	\$ (10,743)	(10.5)	\$ 98,421	\$ 341,281	\$ 310,291	\$ (30,990)	(10.0)	\$ 301,094
Company paid benefits										
Payroll related taxes and insurance										
FICA	8,267	7,791	(476)	(6.1)	7,295	24,118	23,737	(381)	(1.6)	21,438
Unemployment insurance	586	2,322	1,736	74.8	555	733	2,532	1,799	71.1	659
Worker's compensation insurance	-	306	306	100.0	-	-	931	931	100.0	-
Health and welfare										
Medical	21,075	12,050	(9,025)	(74.9)	15,280	58,349	36,150	(22,199)	(61.4)	39,864
Dental	556	402	(154)	(38.3)	506	1,607	1,205	(402)	(33.4)	1,358
Other post employment benefits	2,294	1,500	(794)	(52.9)	-	2,640	4,500	1,860	41.3	3,113
Life Insurance / AD&D	240	106	(134)	(126.4)	215	682	318	(364)	(114.5)	589
Short and Long Term Disability	773	1,761	988	56.1	711	2,148	5,282	3,134	59.3	1,841
FMLA administration expense	-	84	84	100.0	-	-	252	252	100.0	-
EAP expense	32	28	(4)	(14.3)	29	91	83	(8)	(9.6)	80
Retirement										
Pension expense	12,970	11,471	(1,499)	(13.1)	12,970	39,489	34,412	(5,077)	(14.8)	43,136
401 K contributions	4,727	2,972	(1,755)	(59.1)	3,688	12,651	8,923	(3,728)	(41.8)	10,096
Total company paid benefits	51,520	40,793	(10,727)	(26.3)	41,249	142,508	118,325	(24,183)	(20.4)	122,174
Total wages and benefits	\$ 164,102	\$ 142,632	\$ (21,470)	(15.1)	\$ 139,670	\$ 483,789	\$ 428,616	\$ (55,173)	(12.9)	\$ 423,268

Casualty Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2019
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Cash</u>	<u>Cash Equivalent</u>
Balance at January 1, 2019			
Cash & investments	\$ 10,787,876	\$ 668,890	\$ 10,118,986
Add:			
Collections	17,141	17,141	-
Receipts from Metro	1,732,454	1,732,454	-
Interest received	56,601	56,601	-
Total cash receipts	<u>1,806,196</u>	<u>1,806,196</u>	<u>-</u>
Interfund transfers	-	(56,601)	56,601
Less:			
Disbursements	-	-	-
Total cash disbursements	<u>-</u>	<u>-</u>	<u>-</u>
Balance at March 31, 2019			
Cash & investments	<u>\$ 12,594,072</u>	<u>\$ 2,418,485</u>	<u>\$ 10,175,587</u>

Casualty Self-Insurance Internal Service Fund
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 5,474,788		
Payments to employees	(482,021)	Noncash Activities:	No disclosures.
Payments to vendors	(271,121)		
Payments for self-insurance	(3,648,430)		
Receipts (payments) from inter-fund activity	<u>(492,280)</u>		
Net cash provided by (used in) operating activities	<u>580,936</u>		
Cash flows from non capital financing activities			
Net transfers	1,197,163		
Net cash provided by (used in) non capital financing activities	<u>1,197,163</u>		
Cash flows from capital and related financing activities			
None			
Cash flows from investing activities			
Interest received	<u>154,375</u>		
Net cash provided by (used in) investing activities	<u>154,375</u>		
Net increase (decrease) in cash and cash equivalents	1,932,474		
Cash and cash equivalents, beginning of year	<u>10,661,598</u>		
Cash and cash equivalents, year to date	<u>\$ 12,594,072</u>		

WORKER'S COMPENSATION SELF-INSURANCE FUND



**BI-STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

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Worker's Compensation Self-Insurance Fund

For the Nine Months Ended March 31, 2019

(Preliminary, subject to audit)

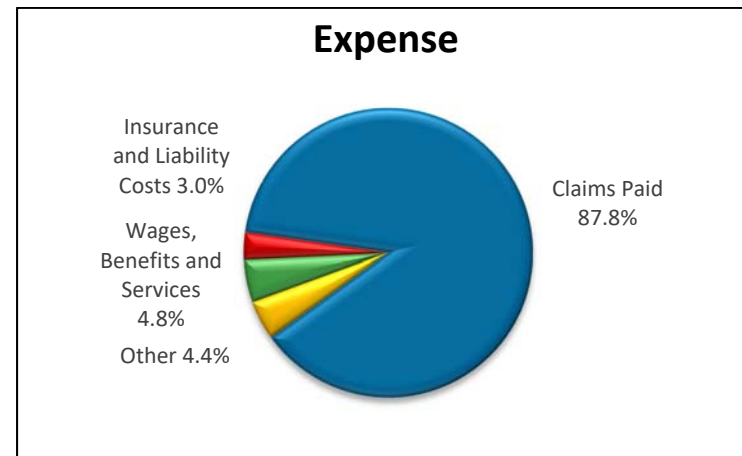
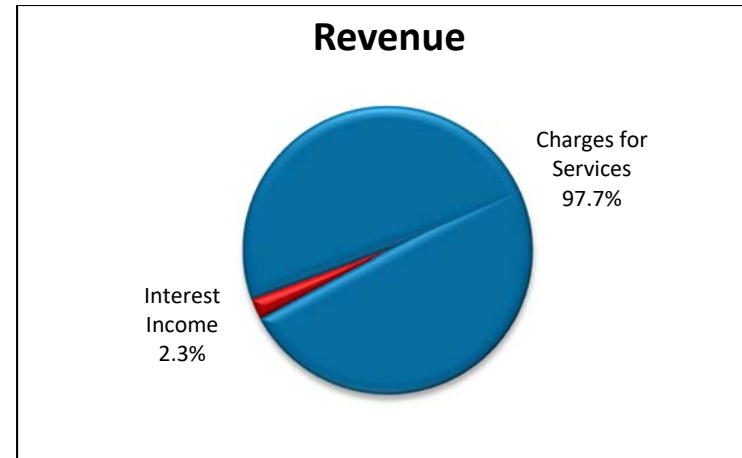
Fast Facts

The Workers' Compensation Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organization's workers' compensation claims.

Financial Data

Revenue for the workers' compensation SIF is generated by charging other BSD operational units based on ultimate claim costs. Total charges for services through March 31, 2019 are \$6.7 million.

Expenses include: paid claims; self-insurance fees for Missouri and Illinois; excess liability insurance premiums that provide coverage above the self-insured retention of \$1 million; wage and benefit costs for workers' compensation claims staff and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs. Total expenses at March 31, 2019 are \$5.5 million. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.



Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 7,733,299	\$ 7,709,333	\$ 23,966	0.3	\$ 8,872,199	\$ (1,138,900)	(12.8)
Investments	2,348,988	2,348,988	-	-	-	2,348,988	n/a
Accounts and notes receivable	1,372	-	1,372	n/a	-	1,372	n/a
Interfund accounts receivable	900,534	253,584	646,950	255.1	450,455	450,079	99.9
Restricted accounts receivable	35,142	75	35,067	n/a	-	35,142	n/a
Other current assets	54,008	108,015	(54,007)	(50.0)	53,153	855	1.6
Total current assets	<u>11,073,343</u>	<u>10,419,995</u>	<u>653,348</u>	6.3	<u>9,375,807</u>	<u>1,697,536</u>	18.1
Total assets	<u>11,073,343</u>	<u>10,419,995</u>	<u>653,348</u>	6.3	<u>9,375,807</u>	<u>1,697,536</u>	18.1
Total	<u>\$ 11,073,343</u>	<u>\$ 10,419,995</u>	<u>\$ 653,348</u>	6.3	<u>\$ 9,375,807</u>	<u>\$ 1,697,536</u>	18.1

Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2019
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accrued expenses	\$ 19,300	\$ 19,100	\$ 200	1.0	\$ 24,900	\$ (5,600)	(22.5)
Total current liabilities	19,300	19,100	200	1.0	24,900	(5,600)	(22.5)
Current liab payable from restricted assets							
Short-term self-insurance	5,975,000	5,975,000	-	-	3,308,273	2,666,727	80.6
Total current liabilities payable from restricted assets	5,975,000	5,975,000	-	-	3,308,273	2,666,727	80.6
Total current liabilities	5,994,300	5,994,100	200	-	3,333,173	2,661,127	79.8
Non-current liabilities							
Other post-employment benefits	44,658	43,224	1,434	3.3	45,908	(1,250)	(2.7)
Long-term self-insurance	4,294,000	4,294,000	-	-	4,069,727	224,273	5.5
Unfunded pension liabilities	42,748	42,748	-	-	53,160	(10,412)	(19.6)
Total non-current liabilities	4,381,406	4,379,972	1,434	-	4,168,795	212,611	5.1
Total liabilities	10,375,706	10,374,072	1,634	-	7,501,968	2,873,738	38.3
Net Position							
Net position	(1,138,136)	(1,138,136)	-	-	223,448	(1,361,584)	(609.4)
Net income (loss)	1,835,773	1,184,059	651,714	55.0	1,650,391	185,382	11.2
Total net position	697,637	45,923	651,714	n/a	1,873,839	(1,176,202)	(62.8)
Total	\$ 11,073,343	\$ 10,419,995	\$ 653,348	6.3	\$ 9,375,807	\$ 1,697,536	18.1

Workers Compensation Self-Insurance Fund
Statement of Activities
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 1,942,008	\$ 1,384,502	\$ 557,506	40.3	\$ 1,916,257	\$ 6,556,820	\$ 4,153,506	\$ 2,403,314	57.9	\$ 6,580,238
Interest income	73,476	33,812	39,664	117.3	25,386	151,899	101,437	50,462	49.7	60,586
Total revenue	2,015,484	1,418,314	597,170	42.1	1,941,643	6,708,719	4,254,943	2,453,776	57.7	6,640,824
Expense										
Wages and benefits ¹	84,284	151,436	67,152	44.3	142,600	261,682	454,703	193,021	42.4	414,897
Services	11,784	8,875	(2,909)	(32.8)	1,970	16,597	26,625	10,028	37.7	5,518
Materials and supplies	73	625	552	88.3	356	398	1,875	1,477	78.8	1,104
Utilities	46	150	104	69.3	140	324	450	126	28.0	187
Casualty and liability costs	54,008	56,250	2,242	4.0	93,106	168,181	168,750	569	0.3	270,144
Other expenses	22,635	113,875	91,240	80.1	85,659	229,054	341,625	112,571	33.0	30,707
Workers Compensation claims paid	1,363,844	1,384,502	20,658	1.5	1,584,708	4,873,020	4,153,506	(719,514)	(17.3)	4,719,354
Total expense	1,536,674	1,715,713	179,039	10.4	1,908,539	5,549,256	5,147,534	(401,722)	(7.8)	5,441,911
Net income (loss) before transfers	478,810	(297,399)	776,209	261.0	33,104	1,159,463	(892,591)	2,052,054	229.9	1,198,913
Net transfers in (out)	172,904	297,451	(124,547)	(41.9)	156,023	676,310	892,352	(216,042)	(24.2)	451,478
Net income (loss)	\$ 651,714	\$ 52	\$ 651,662	n/a	\$ 189,127	\$ 1,835,773	\$ (239)	\$ 1,836,012	n/a	\$ 1,650,391

¹ - Detailed schedule included.

Workers Compensation Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2019
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 57,184	\$ 64,101	\$ 6,917	10.8	\$ 63,819	\$ 186,671	\$ 195,309	\$ 8,638	4.4	\$ 180,128
Company paid benefits										
Payroll related taxes and insurance										
FICA	4,323	4,904	581	11.8	4,866	13,046	14,941	1,895	12.7	12,638
Unemployment insurance	260	1,424	1,164	81.7	359	260	1,424	1,164	81.7	393
Worker's compensation insurance	-	62,692	62,692	100.0	53,153	-	188,086	188,086	100.0	159,457
Health and welfare										
Medical	12,235	6,634	(5,601)	(84.4)	10,987	32,899	19,902	(12,997)	(65.3)	32,129
Dental	287	258	(29)	(11.2)	314	821	774	(47)	(6.1)	882
Other post employment benefits	1,159	915	(244)	(26.7)	-	1,350	2,745	1,395	50.8	1,653
Life Insurance / AD&D	122	68	(54)	(79.4)	142	379	204	(175)	(85.8)	368
Short and Long Term Disability	442	2,340	1,898	81.1	443	1,302	7,021	5,719	81.5	1,196
FMLA administration expense	-	98	98	100.0	-	-	295	295	100.0	-
EAP expense	15	18	3	16.7	20	49	53	4	7.5	50
Retirement										
Pension expense	4,864	4,628	(236)	(5.1)	4,864	14,808	13,883	(925)	(6.7)	16,286
401 K contributions	3,393	3,356	(37)	(1.1)	3,633	10,097	10,066	(31)	(0.3)	9,717
Total company paid benefits	<u>27,100</u>	<u>87,335</u>	<u>60,235</u>	<u>69.0</u>	<u>78,781</u>	<u>75,011</u>	<u>259,394</u>	<u>184,383</u>	<u>71.1</u>	<u>234,769</u>
Total wages and benefits	<u>\$ 84,284</u>	<u>\$ 151,436</u>	<u>\$ 67,152</u>	<u>44.3</u>	<u>\$ 142,600</u>	<u>\$ 261,682</u>	<u>\$ 454,703</u>	<u>\$ 193,021</u>	<u>42.4</u>	<u>\$ 414,897</u>

Workers Compensation Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31 2019
(unaudited)

Description	Total	Operating Cash	Cash Equivalent	Investments
Balance at January 1, 2019				
Cash & investments	\$ 10,058,321	\$ 662,433	\$ 7,046,900	\$ 2,348,988
Add:				
Collections	1,637,804	1,637,804	-	-
Interest received	38,408	38,408	-	-
Total cash receipts	<u>1,676,212</u>	<u>1,676,212</u>	<u>-</u>	<u>-</u>
Interfund transfers	-	1,961,592	(1,961,592)	-
Less:				
Disbursements to Metro	(1,652,246)	(1,652,246)	-	-
Total cash disbursements	<u>(1,652,246)</u>	<u>(1,652,246)</u>	<u>-</u>	<u>-</u>
Balance at March 31 2019				
Cash & investments	<u>\$ 10,082,287</u>	<u>\$ 2,647,991</u>	<u>\$ 5,085,308</u>	<u>\$ 2,348,988</u>

Worker's Compensation Self-Insurance Fund
Statement of Cash Flows
For the Nine Months Ended March 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 6,555,448	
Payments to employees	(259,858)	
Payments to vendors	(300,382)	
Payments for self-insurance	(5,041,201)	
Receipts (payments) from inter-fund activity	<u>(633,342)</u>	
Net cash provided by (used in) operating activities	<u>320,665</u>	Noncash Activities:
		None
 Cash flows from non capital financing activities		
Net transfers	<u>676,310</u>	
Net cash provided by (used in) non capital financing activities	<u>676,310</u>	
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
Interest received	<u>116,760</u>	
Net cash provided by (used in) investing activities	<u>116,760</u>	
 Net increase (decrease) in cash and cash equivalents	1,113,735	
Cash and cash equivalents, beginning of year	<u>8,968,552</u>	
Cash and cash equivalents, year to date	<u>\$ 10,082,287</u>	



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Bi-State Development Agency of the
Missouri-Illinois Metropolitan District

2019 PERFORMANCE INDICATORS

Third Quarter Ending March 31, 2019





EXECUTIVE SUMMARY

METRO

SERVICE CHANGES AND FARE INCREASES

Metro's quarterly service update went into effect in March with minor adjustments to 9 MetroBus routes. The prior quarterly service changes in November modified the operations of 12 MetroBus routes. Metro regularly monitors and reviews feedback from riders and bus operators and uses the feedback and other trip data to make updates to MetroBus routes and schedules each quarter. No fare increase is planned for FY 2019. The last fare increase was in FY 2015.

REVENUES AND EXPENSES

Actuals compared to the year to date budget numbers for revenue and expense at March 31st are both impacted by the inclusion of \$15 million for enhanced security. The necessity for the expenditure of these security funds is determined by a memorandum of understanding between St. Louis City, St. Louis County, and Metro. There have not been any funds or expenses rendered to date for the enhanced security. As a result, revenue is unfavorable to budget by \$15.9 million. Operating expenses at March 31st are under budget by \$19.9 million. The additional reduction in expense is primarily due to reduced expenditures related to services and materials. Materials are under budget due to the reduction in the purchase of ticket stock and parts for equipment.

RIDERSHIP AND OTHER CUSTOMER MEASURES

Passenger boardings for the system at March 31st are 27.2 million. This is 3.5% lower than the prior year. Boardings during the first nine months decreased 3.3% for MetroBus, 3.8% for MetroLink, and 3.2% for Call-A-Ride. Ridership is down due to a number of factors including lower fuel prices and perceived security issues.

BUSINESS MEASURES

The system average fare for FY 2019 is \$1.08. Farebox recovery is down 9.0% from the prior year due to the combination of lower passenger revenue and greater operating expense. As a result, operating expense per revenue hour increased by 5.9% and operating expense per passenger boarding increased by 9.2%.

OPERATING MEASURES

As of March 31st, vehicle accidents per 100,000 vehicle miles are down 8.8% from the prior year. Passenger boardings per revenue mile and hour are down 3.4% and 3.0% respectively.



EXECUTIVE SUMMARY (Cont.)

GATEWAY ARCH

Tram ridership is up 8.5% compared to the prior year. All replacement work on the trams has been completed and both trams are fully operational this year. Income before depreciation of \$1.0 million is 13.9% under budget. The government shutdown negatively impacted Arch revenue.

RIVERFRONT ATTRACTIONS

Income before depreciation is \$261.7 thousand for the nine months ending March 31st. This is 41.2% more than prior year. An increase in chartered cruises improved revenue and resulted in an increase of 7.4% in passengers and 6.4% in cruises. There have been 163 days of operation and 25 flood days this year.

ST LOUIS DOWNTOWN AIRPORT

Income before depreciation is \$131.2 thousand at March 31st for the Airport. This is \$41.3 thousand more than the prior year and is primarily due to a decrease in wages and benefits for vacant positions. Average based aircraft is down 4 aircraft from the prior year and the gallons of fuel sold decreased by 2.5% or 32.0 thousand gallons from the prior year.

ST. LOUIS REGIONAL FREIGHTWAY

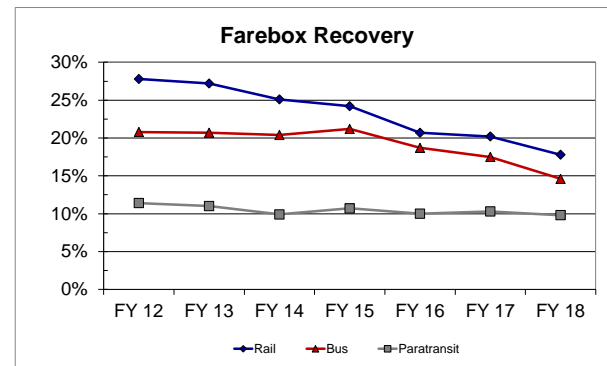
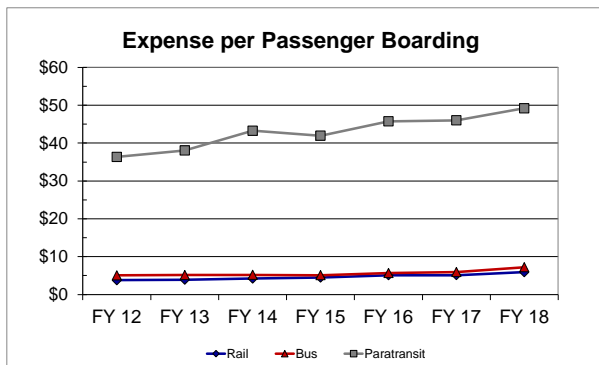
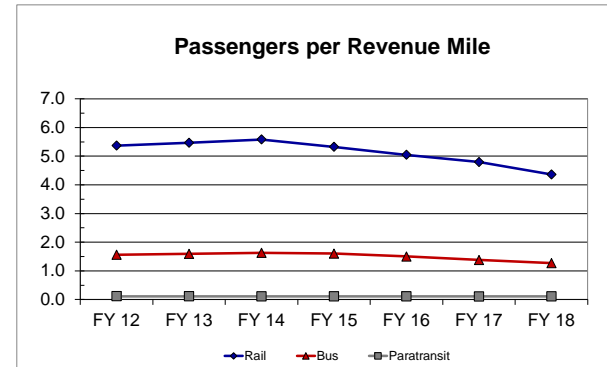
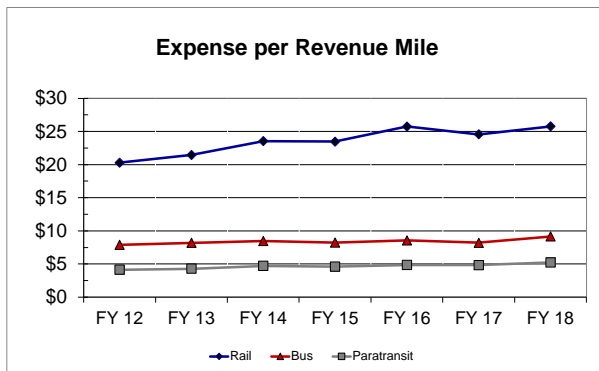
Net loss for the third quarter ended March 31st is \$470.6 thousand. Revenue is \$18.0 thousand and includes revenue received for meetings and summits. Expenses are 37.4% lower than budget primarily due to a reduction in consulting fees and services.

EXECUTIVE SERVICES

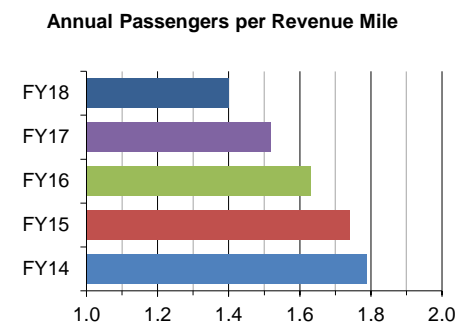
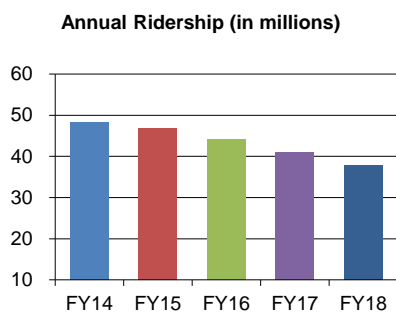
Income before depreciation for Executive Services is \$353.6 thousand. This is \$216.7 thousand higher than the prior year and is due to increased revenue at the Gateway Arch. Executive services receives a management fee for the operation of the Arch.



ANNUAL TRANSIT PERFORMANCE



Metro System Profile

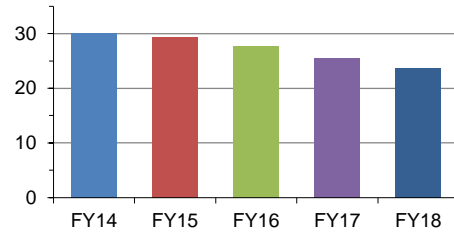


Third Quarter Ended March 31

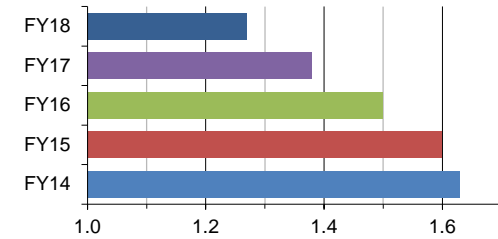
Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
				<u>Customer Measures</u>			
117,430	115,140	119,320	-3.5%	Average Weekday Ridership	130,480	139,160	147,490
27,752,400	27,199,600	28,195,600	-3.5%	Passenger Boardings	31,051,200	33,289,000	35,175,000
1.5	0.5	0.6	-8.3%	Passenger Injuries per 100,000 Boardings	1.1	1.6	1.4
10.0	15.1	15.5	-2.4%	Customer Complaints per 100,000 Boardings	14.0	13.6	11.6
				<u>Business Measures</u>			
\$1.09	\$1.08	\$1.07	0.4%	Average Fare (Includes Fixed & Special)	\$1.05	\$1.07	\$1.11
12.8%	13.3%	14.7%	-9.0%	Farebox Recovery	16.6%	18.7%	20.5%
\$170.87	\$160.41	\$151.51	5.9%	Operating Expense per Revenue Hour	\$143.13	\$144.91	\$141.93
\$8.69	\$8.00	\$7.32	9.2%	Operating Expense per Passenger Boarding	\$6.26	\$5.90	\$5.43
\$7.31	\$6.65	\$5.94	11.9%	Subsidy per Passenger Boarding	\$4.96	\$4.59	\$4.09
				<u>Operating Measures</u>			
1.84	1.06	1.17	-8.8%	Vehicle Accidents per 100,000 Vehicle Miles	1.53	1.70	1.67
3.1%	3.2%	3.2%	0.0%	Unscheduled Absenteeism	3.3%	3.6%	3.4%
1.36	1.35	1.40	-3.4%	Passenger Boardings per Revenue Mile	1.54	1.65	1.75
19.94	20.06	20.68	-3.0%	Passenger Boardings per Revenue Hour	22.88	24.56	26.12

MetroBus Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

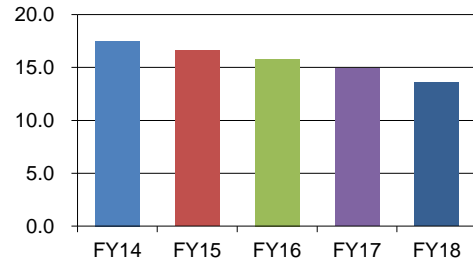


Third Quarter Ended March 31

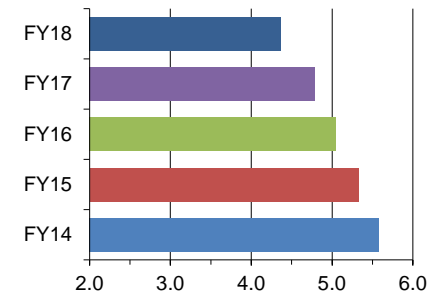
Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
				Customer Measures			
73,510	72,790	75,380	-3.4%	Average Weekday Ridership	82,040	88,900	94,330
17,329,400	17,176,600	17,770,100	-3.3%	Passenger Boardings	19,405,600	21,115,600	22,284,900
2.3	0.6	0.8	-19.8%	Passenger Injuries per 100,000 Boardings	1.5	2.1	1.8
15.0	14.5	12.9	12.9%	Customer Complaints per 100,000 Boardings	12.4	12.0	13.2
				Business Measures			
\$1.04	\$1.05	\$1.05	0.0%	Average Fare (Fixed and Special)	\$1.03	\$1.06	\$1.09
13.3%	13.1%	14.4%	-8.9%	Farebox Recovery	16.8%	18.9%	20.9%
\$126.53	\$130.14	\$123.81	5.1%	Operating Expense per Revenue Hour	\$112.94	\$115.64	\$116.81
\$7.95	\$7.88	\$7.29	8.2%	Operating Expense per Passenger Boarding	\$6.03	\$5.63	\$5.34
				Operating Measures			
2.25	1.33	1.54	-13.3%	Vehicle Accidents per 100,000 Vehicle Miles	2.15	2.44	2.29
91.0%	93.0%	94.1%	-1.2%	On-Time Performance	92.3%	93.0%	92.1%
1.23	1.24	1.28	-3.2%	Passenger Boardings per Revenue Mile	1.40	1.53	1.62
16.21	16.52	16.99	-2.8%	Passenger Boardings per Revenue Hour	18.73	20.54	21.87
99.9%	99.8%	99.8%	0.0%	Percent of Trips Completed	99.8%	99.9%	99.8%
22,000	23,625	21,446	10.2%	Revenue Miles Between Roadcalls	19,978	20,705	18,119

MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

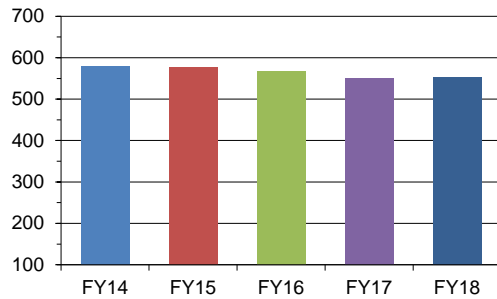


Third Quarter Ended March 31

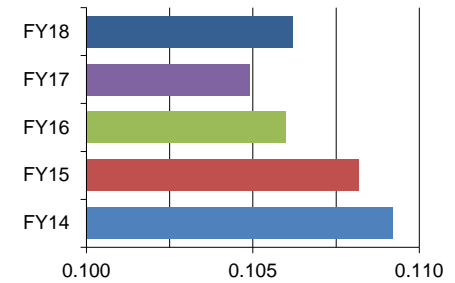
Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
				Customer Measures			
42,080	40,550	42,070	-3.6%	Average Weekday Ridership	46,580	48,330	51,210
10,015,700	9,622,800	10,012,000	-3.8%	Passenger Boardings	11,230,900	11,743,300	12,458,500
0.1	0.3	0.1	200.0%	Passenger Injuries per 100,000 Boardings	0.2	0.4	0.6
1.8	2.1	2.0	4.0%	Customer Complaints per 100,000 Boardings	1.6	2.6	1.3
				Business Measures			
\$1.04	\$1.05	\$1.05	0.0%	Average Fare (Fixed and Special)	\$1.03	\$1.06	\$1.09
12.7%	16.4%	18.5%	-11.8%	Farebox Recovery	19.7%	22.9%	25.1%
\$791.54	\$630.42	\$569.43	10.7%	Operating Expense per Revenue Hour	\$583.51	\$587.22	\$544.46
\$8.23	\$6.38	\$5.67	12.6%	Operating Expense per Passenger Boarding	\$5.15	\$4.98	\$4.33
				Operating Measures			
0.10	0.04	0.06	-31.9%	Vehicle Accidents per 100,000 Vehicle Miles	0.06	0.06	0.08
98.0%	98.2%	98.3%	-0.1%	On-Time Performance	97.5%	98.2%	97.7%
4.26	4.22	4.28	-1.5%	Passenger Boardings per Revenue Mile	4.83	5.01	5.31
96.59	98.83	100.51	-1.7%	Passenger Boardings per Revenue Hour	113.24	117.92	125.61
30,000	26,374	29,609	-10.9%	Vehicle Miles between Failures	27,200	32,775	40,073

Call-A-Ride Profile

Annual Ridership (in thousands)



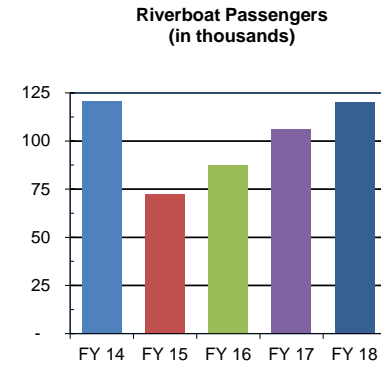
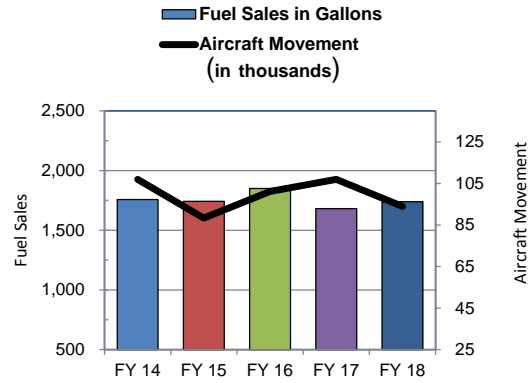
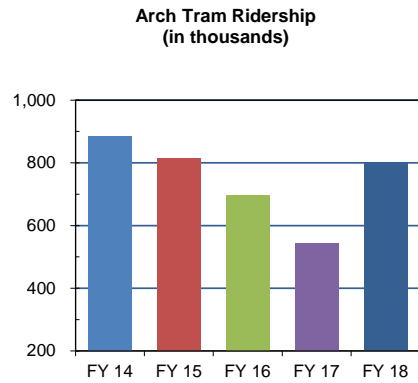
Annual Passengers per Revenue Mile



Third Quarter Ended March 31

Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
				Customer Measures			
1,840	1,800	1,870	-3.7%	Average Weekday Ridership	1,860	1,930	1,950
407,200	400,200	413,600	-3.2%	Passenger Boardings	414,700	430,000	431,600
1.5	3.2	4.1	-21.0%	Passenger Injuries per 100,000 Boardings	8.4	10.5	5.6
15.0	46.0	49.6	-7.2%	Customer Complaints per 100,000 Boardings	26.3	24.4	24.6
				Business Measures			
\$2.59	\$2.89	\$2.54	13.9%	Average Fare	\$2.49	\$2.22	\$2.19
10.1%	8.5%	9.4%	-9.4%	Farebox Recovery (excludes contractual)	10.3%	10.6%	10.6%
20.5%	14.6%	17.4%	-16.2%	Revenue Recovery (includes contractual)	18.5%	21.9%	22.4%
\$94.94	\$95.08	\$93.35	1.9%	Operating Expense per Revenue Hour	\$87.25	\$83.66	\$79.21
\$51.35	\$51.95	\$49.16	5.7%	Operating Expense per Passenger Boarding	\$46.65	\$44.36	\$41.91
				Operating Measures			
1.25	1.16	0.98	17.5%	Vehicle Accidents per 100,000 Vehicle Miles	0.80	0.82	1.15
93.0%	92.1%	90.3%	2.0%	On-Time Performance	92.8%	92.1%	94.5%
0.10	0.10	0.11	-4.4%	Passenger Boardings per Revenue Mile	0.10	0.11	0.11
1.86	1.83	1.90	-3.7%	Passenger Boardings per Revenue Hour	1.87	1.89	1.89
50,000	23,111	38,886	-40.6%	Revenue Miles between Maintenance Failure	46,538	38,439	33,501

Bi-State Development Enterprises



Third Quarter Ended March 31

Goal	FY 2019	FY 2018	Change	FY 2017	FY 2016	FY 2015
<u>Gateway Arch</u>						
	1,201,535	\$1,033,995	\$73,653	1303.9%	Income (Loss) Before Depreciation	(\$539,822) \$1,529,446 (\$6,210,789)
	626,225	578,661	533,464	8.5%	Tram Ridership	384,735 462,780 555,271
<u>Riverfront Attractions</u>						
	\$100,225	\$261,703	\$185,370	41.2%	Income (Loss) Before Depreciation	\$108,251 (\$223,574) (\$382,265)
	73,795	82,200	76,549	7.4%	Passengers	68,981 45,499 44,441
	599	650	611	6.4%	Cruises	593 401 382
	179	163	182	-10.4%	Days of Operation	179 149 130
<u>St. Louis Downtown Airport</u>						
	\$71,165	\$131,150	\$89,854	46.0%	Income (Loss) Before Depreciation	(\$69,691) (\$46,886) \$19,927
	1,330,223	1,250,642	1,282,620	-2.5%	Fuel Sales (gallons)	1,237,969 1,372,430 1,285,097
	67,500	71,819	67,770	6.0%	Aircraft Movements	80,914 73,234 64,523
	320	309	313	-1.5%	Average Based Aircraft	319 328 322
<u>Executive Services</u>						
	\$284,119	\$353,613	\$136,939	158.2%	Income (Loss) Before Depreciation	\$220,516 \$150,632 \$742,130
<u>St. Louis Regional Freightway</u>						
	(\$585,943)	(\$470,625)	(\$457,593)	-2.8%	Income (Loss) Before Depreciation	(\$302,804) (\$27,320)

Peer Performance - System

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND		DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH		PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Population of service area (in millions)	FY 17	1.57	0.98	1.41		2.41	2.92	1.84	1.42		1.53	1.03	2.46	1.94	1.77
	FY 16	1.57	0.98	1.41		2.38	2.92	1.84	1.42		1.56	1.03	2.46	1.93	1.77
	FY 15	1.62	0.98	1.41		2.35	2.88	1.84	1.42		1.56	1.04	2.46	1.88	1.77
Passenger Boardings (in millions)	FY 17	40.1	26.5	39.6		65.6	98.1	81.9	63.2		99.0	21.7	88.2	39.1	60.3
	FY 16	44.0	28.1	44.3		66.8	103.3	82.6	63.8		101.7	24.3	92.4	44.0	63.2
	FY 15	46.6	26.3	47.0		69.8	102.3	85.8	65.2		101.4	25.6	94.9	45.1	64.5
Average Weekday Passenger Boardings	FY 17	129,342	88,710	130,031		216,834	329,070	264,347	212,518		315,019	75,848	284,203	127,137	197,551
	FY 16	139,220	95,481	144,075		220,747	345,143	266,918	214,639		322,154	83,687	298,940	141,298	206,573
	FY 15	146,826	89,830	151,756		232,322	335,088	276,408	218,583		323,289	89,197	305,952	145,378	210,421
Average Saturday Passenger Boardings	FY 17	85,906	41,346	70,044		109,680	141,301	153,083	95,929		192,531	26,293	168,059	66,766	117,762
	FY 16	92,040	42,871	81,506		111,912	178,333	151,532	99,206		197,318	32,019	176,603	77,750	112,826
	FY 15	98,135	38,258	89,554		119,014	182,305	166,145	105,391		196,604	34,890	184,603	80,485	117,762
Average Sunday Passenger Boardings	FY 17	61,027	30,754	48,632		71,703	111,349	115,083	62,844		147,225	17,582	120,791	54,281	76,479
	FY 16	63,185	25,405	55,409		68,914	132,658	114,011	64,433		149,804	21,582	121,768	64,195	80,124
	FY 15	67,147	26,145	63,396		73,799	123,909	119,555	65,857		147,793	22,004	128,004	66,344	82,178
Vehicles in Operated in Maximum Service	FY 17	482	356	487		1,061	1,480	850	939		964	229	783	654	753
	FY 16	480	352	545		1,069	1,435	843	939		950	232	765	686	754
	FY 15	473	351	547		1,042	1,395	885	912		918	222	732	679	741
Farebox Recovery	FY 17	17.4%	15.2%	18.3%		13.5%	26.3%	24.7%	24.9%		27.9%	21.1%	34.7%	9.3%	21.2%
	FY 16	18.7%	20.1%	18.0%		14.0%	26.1%	24.6%	25.6%		29.5%	21.1%	39.0%	11.2%	22.5%
	FY 15	21.0%	25.3%	19.8%		15.0%	25.7%	25.2%	27.2%		31.5%	21.8%	40.6%	12.4%	24.1%
Subsidy per Passenger Boarding	FY 17	5.17	4.26	5.27		6.64	4.02	3.47	4.75		3.27	5.48	1.99	8.85	4.83
	FY 16	4.83	3.83	4.85		6.30	3.72	3.48	4.63		2.95	4.49	1.65	7.26	4.36
	FY 15	4.25	3.62	4.09		5.65	3.42	3.29	4.21		2.65	4.11	1.51	6.66	3.95

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Bus

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 17	395	325	382	707	1,078	909	735	658	192	596	472	586
	FY 16	394	320	402	648	1,047	902	727	648	222	595	511	583
	FY 15	390	316	396	636	1,127	907	705	643	219	605	507	586
Fleet Age (average in years)	FY 17	7.3	9.3	7.3	3.7	5.7	5.5	6.9	7.8	6.1	5.6	9.3	6.8
	FY 16	7.3	9.8	8.3	4.0	5.8	4.7	7.2	9.4	6.8	6.0	10.5	7.3
	FY 15	7.4	9.3	7.9	4.5	6.5	4.9	7.4	9.5	8.0	6.6	9.4	7.4
Passenger Boardings (in millions)	FY 17	25.5	21.6	31.0	32.0	65.3	57.3	53.4	57.8	10.2	49.6	29.5	39.4
	FY 16	27.7	22.7	34.8	33.5	73.3	58.9	53.7	60.0	12.1	51.9	32.6	41.9
	FY 15	29.4	21.7	37.3	36.4	75.5	62.1	54.8	62.1	13.7	53.9	33.0	43.6
Bus Boardings as a Percent of System Boardings	FY 17	57.9%	76.9%	70.0%	47.9%	63.2%	69.3%	83.7%	56.8%	41.9%	53.7%	67.1%	62.3%
	FY 16	59.4%	86.3%	74.0%	48.0%	71.7%	68.6%	82.4%	59.2%	47.3%	54.7%	72.3%	65.0%
	FY 15	61.1%	82.2%	75.8%	51.3%	72.4%	73.5%	86.0%	62.4%	51.9%	58.7%	74.2%	67.6%
Operating Expense (in millions)	FY 17	155.9	99.8	169.6	260.3	327.5	290.7	301.1	261.9	81.4	164.1	250.2	214.8
	FY 16	\$ 156.8	\$ 101.7	\$ 178.4	\$ 243.7	\$ 324.2	\$ 298.2	\$ 301.4	\$ 251.2	\$ 79.3	\$ 154.1	\$ 244.6	\$ 212.1
	FY 15	153.2	96.6	161.7	233.6	314.6	296.5	284.3	236.8	77.2	147.7	240.5	203.9
Operating Expense per Revenue Mile	FY 17	8.42	11.69	12.61	9.44	9.16	11.79	14.31	12.50	13.06	8.36	15.73	11.55
	FY 16	\$ 8.49	\$ 12.05	\$ 12.92	\$ 8.86	\$ 8.82	\$ 12.13	\$ 14.46	\$ 12.14	\$ 12.98	\$ 7.83	\$ 15.57	\$ 11.48
	FY 15	8.32	11.46	11.61	8.54	8.69	12.27	14.08	11.74	12.82	8.03	15.57	11.19
Operating Expense per Passenger Mile	FY 17	1.14	1.33	4.41	2.22	1.00	1.22	1.34	0.93	2.30	0.85	1.65	1.67
	FY 16	\$ 1.14	\$ 1.30	\$ 1.33	\$ 1.68	\$ 0.96	\$ 1.16	\$ 1.31	\$ 0.91	\$ 1.81	\$ 0.77	\$ 1.27	\$ 1.24
	FY 15	1.04	1.25	1.09	1.62	0.80	1.17	1.24	0.83	1.50	0.74	1.36	1.15
Operating Expense per Passenger Boarding	FY 17	6.11	4.62	5.84	8.15	5.02	5.07	5.64	4.53	7.96	3.31	8.49	5.89
	FY 16	\$ 5.66	\$ 4.48	\$ 5.45	\$ 7.27	\$ 4.43	\$ 5.06	\$ 5.62	\$ 4.19	\$ 6.55	\$ 2.97	\$ 7.50	\$ 5.38
	FY 15	5.20	4.45	4.75	6.42	4.17	4.77	5.18	3.81	5.64	2.74	7.28	4.95
Boardings per Revenue Mile	FY 17	1.4	2.5	2.4	1.2	1.8	2.3	2.5	2.8	1.6	2.5	1.9	2.1
	FY 16	1.5	2.7	2.6	1.2	2.0	2.4	2.6	2.9	2.0	2.6	2.1	2.2
	FY 15	1.6	2.6	3.0	1.3	2.1	2.6	2.7	3.1	2.3	2.9	2.1	2.4
Boardings per Revenue Hour	FY 17	18.3	27.9	26.3	14.7	23.3	28.2	33.2	30.7	18.4	27.4	21.5	24.5
	FY 16	20.0	28.9	27.3	15.5	26.0	28.8	33.8	32.7	21.8	28.7	24.1	26.1
	FY 15	21.6	27.6	32.4	16.9	27.3	30.7	35.7	35.4	24.9	32.3	25.0	28.2

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Light Rail

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 17	87	27	34	162	172	88	83	143	88	130	99	101
	FY 16	80	27	48	163	172	86	83	143	85	130	99	101
	FY 15	87	27	34	163	172	86	83	133	76	130	99	99
Fleet Age (average in years)	FY 17	18.3	32.9	36.0	14.9	11.7	6.6	25.6	17.7	22.4	13.9	15.7	19.6
	FY 16	17.3	31.9	35.0	13.9	10.7	5.5	24.6	16.7	21.1	12.9	14.7	18.6
	FY 15	16.3	30.9	31.0	13.0	9.7	4.5	23.6	18.0	19.1	11.9	13.7	17.4
Passenger Boardings (in millions)	FY 17	14.9	4.7	2.1	30.0	24.6	23.8	7.8	39.7	11.4	37.6	9.1	18.7
	FY 16	15.8	5.2	2.5	29.8	24.6	23.0	8.1	40.2	12.2	39.6	10.7	19.2
	FY 15	16.6	4.4	2.6	29.8	25.5	23.0	8.0	37.7	12.1	40.1	11.6	19.2
Rail Boardings as a Percent of System Boardings	FY 17	33.8%	16.7%	4.7%	44.9%	23.8%	28.8%	12.2%	39.0%	46.9%	40.7%	20.7%	28.4%
	FY 16	33.9%	19.8%	5.3%	42.7%	24.0%	26.8%	12.4%	39.6%	47.7%	41.7%	23.7%	28.9%
	FY 15	34.6%	16.7%	5.3%	42.1%	24.5%	27.2%	12.6%	37.9%	45.7%	43.6%	26.2%	28.8%
Operating Expense (in millions)	FY 17	76.3	23.9	12.7	175.2	115.2	70.9	63.0	138.8	67.8	82.5	106.0	84.8
	FY 16	\$ 79.6	\$ 23.6	\$ 13.5	\$ 178.4	\$ 104.6	\$ 66.5	\$ 60.3	\$ 128.6	\$ 58.9	\$ 75.5	\$ 92.4	\$ 80.17
	FY 15	73.3	22.2	13.5	168.2	111.0	64.7	55.7	111.5	56.9	73.1	81.3	75.59
Operating Expense per Vehicle Revenue Mile	FY 17	12.28	25.94	18.64	17.10	9.14	11.79	28.99	15.63	15.34	9.45	31.65	17.81
	FY 16	\$ 12.73	\$ 24.88	\$ 17.44	\$ 18.15	\$ 9.21	\$ 12.73	\$ 27.78	\$ 14.53	\$ 13.49	\$ 8.71	\$ 26.63	\$ 16.93
	FY 15	11.73	26.73	16.03	17.30	10.00	12.59	26.08	14.22	14.46	8.50	23.11	16.43
Operating Expense per Passenger Mile	FY 17	0.71	1.92	1.00	0.72	0.66	0.70	2.12	0.64	0.99	0.39	2.21	1.10
	FY 16	\$ 0.62	\$ 1.67	\$ 0.92	\$ 0.73	\$ 0.50	\$ 0.71	\$ 1.97	\$ 0.59	\$ 0.85	\$ 0.34	\$ 1.69	\$ 0.96
	FY 15	0.53	1.81	0.90	0.68	0.61	0.66	1.79	0.54	0.83	0.33	1.33	0.91
Operating Expense per Passenger Boarding	FY 17	5.12	5.08	6.03	5.84	4.67	2.98	8.11	3.49	5.93	2.19	2.21	4.70
	FY 16	\$ 5.04	\$ 4.52	\$ 5.49	\$ 5.99	\$ 4.26	\$ 2.90	\$ 7.42	\$ 3.20	\$ 4.82	\$ 1.91	\$ 8.62	\$ 4.92
	FY 15	4.40	5.03	5.19	5.64	4.35	2.81	6.92	2.95	4.72	1.82	7.17	4.64
Boardings per Vehicle Revenue Mile	FY 17	2.4	5.1	3.1	2.9	2.0	4.5	3.6	4.5	2.6	4.3	2.7	3.4
	FY 16	2.5	5.5	3.2	3.0	2.2	4.4	3.8	4.5	2.8	4.6	3.1	3.6
	FY 15	2.7	5.3	3.1	3.1	2.3	4.5	3.8	4.8	3.1	4.7	3.2	3.7
Boardings per Vehicle Revenue Hour	FY 17												
	FY 16	62.9	52.8	46.1	63.7	40.6	54.0	47.9	70.6	55.3	80.9	51.1	56.9
	FY 15	65.8	54.8	51.1	65.1	40.5	48.6	49.2	72.2	58.3	78.7	50.1	57.7

Source: National Transit Database

Peer Performance - Demand Response

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 17	124	74	166	96	447	-	355	268	15	216	243	200.4
	FY 16	121	74	166	115	416	-	362	268	-	200	227	217
	FY 15	118	74	159	118	404	-	346	219	-	202	242	209
Fleet Age (average in years)	FY 17	5.6	5.5	5.1	4.7	2.3	-	6.2	4.5	3.6	2.9	4.5	4.5
	FY 16	5.5	5.7	4.2	3.7	3.7	-	5.8	4.3	-	4.4	4.4	4.6
	FY 15	4.5	5.1	4.3	2.8	5.0	-	4.5	5.6	-	6.0	3.7	4.6
Passenger Boardings (in millions)	FY 17	0.55	0.20	0.59	0.34	1.22	-	1.49	0.89	0.008	0.64	0.43	0.64
	FY 16	0.57	0.19	0.63	0.33	1.19	-	1.53	0.93	-	0.63	0.65	0.74
	FY 15	0.58	0.18	0.70	0.40	1.23	-	0.79	0.92	-	0.59	0.72	0.68
Demand-Response Boardings as a Percent of System Boardings	FY 17	1.2%	0.7%	1.3%	0.5%	1.2%	-	2.3%	0.9%	-	0.7%	1.0%	1.1%
	FY 16	1.2%	0.7%	1.3%	0.5%	1.2%	-	2.3%	0.9%	-	0.7%	1.4%	1.1%
	FY 15	1.2%	0.7%	1.4%	0.6%	1.2%	-	1.2%	0.9%	-	0.6%	1.6%	1.1%
Operating Expense (in millions)	FY 17	24.3	9.6	35.7	13.0	52.8	-	35.2	35.8	-	19.8	12.7	26.5
	FY 16	\$ 25.3	\$ 9.3	\$ 33.6	\$ 13.7	\$ 45.4	-	\$ 35.0	\$ 33.4	-	\$ 19.0	\$ 23.0	26.4
	FY 15	24.7	8.3	32.4	23.7	48.1	-	36.3	32.8	-	15.5	20.0	26.8
Operating Expense per Revenue Mile	FY 17	4.63	5.71	6.56	5.94	4.66	-	3.80	5.78	10.32	4.12	5.10	5.66
	FY 16	\$ 4.74	\$ 5.57	\$ 6.28	\$ 6.87	\$ 4.13	-	\$ 3.68	\$ 5.25	-	\$ 4.11	\$ 4.66	5.03
	FY 15	4.57	5.20	6.04	6.97	4.18	-	3.89	5.15	-	4.21	3.54	4.86
Operating Expense per Passenger Mile	FY 17	4.09	5.37	7.30	3.18	4.99	-	2.99	4.39	17.60	2.99	4.88	5.78
	FY 16	\$ 4.54	\$ 5.30	\$ 6.72	\$ 3.36	\$ 4.32	-	\$ 2.92	\$ 3.90	-	\$ 3.02	\$ 3.49	4.17
	FY 15	4.26	4.85	5.35	3.34	4.39	-	3.07	3.74	-	2.99	3.10	3.90
Operating Expense per Passenger Boarding	FY 17	44.17	47.02	60.14	38.23	43.47	-	23.69	40.29	45.51	31.09	50.00	42.36
	FY 16	\$ 44.59	\$ 49.58	\$ 52.97	\$ 40.76	\$ 38.26	-	\$ 22.92	\$ 36.04	-	\$ 30.13	\$ 35.28	38.95
	FY 15	42.28	48.96	45.64	41.73	37.07	-	23.89	35.25	-	29.41	29.11	37.04
Boardings per Revenue Mile	FY 17	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	0.2	0.1	0.1	0.1
	FY 16	0.1	0.1	0.1	0.2	0.1	-	0.2	0.2	-	0.1	0.1	0.1
	FY 15	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
Boardings per Revenue Hour	FY 17	1.9	1.9	1.6	2.0	1.7	-	2.4	1.8	2.3	2.4	1.6	2.0
	FY 16	1.9	1.9	1.9	2.1	1.7	-	2.3	2.0	-	2.5	2.6	2.1
	FY 15	1.9	1.8	2.0	2.1	1.8	-	2.4	2.0	-	2.6	2.6	2.1

* Minneapolis and Sacramento are not included in the Average

Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	76,760	79,050	-2.9%	43,900	46,010	-4.6%	1,920	1,880	2.1%	122,580	126,940	-3.4%
2nd Qtr YTD	74,860	77,850	-3.8%	41,640	43,700	-4.7%	1,810	1,870	-3.2%	118,310	123,420	-4.1%
3rd Qtr YTD	72,790	75,380	-3.4%	40,550	42,070	-3.6%	1,800	1,870	-3.7%	115,140	119,320	-3.5%
Full year		74,860			42,570			1,880			119,310	

July	73,050	74,070	-1.4%	41,330	44,260	-6.6%	1,840	1,800	2.2%	116,220	120,130	-3.3%
August	76,430	79,600	-4.0%	43,770	45,700	-4.2%	1,960	1,910	2.6%	122,160	127,210	-4.0%
September	80,800	83,470	-3.2%	46,600	48,060	-3.0%	1,960	1,930	1.6%	129,360	133,460	-3.1%
October	79,390	80,900	-1.9%	41,680	43,420	-4.0%	1,800	1,970	-8.6%	122,870	126,290	-2.7%
November	71,310	77,530	-8.0%	39,230	41,700	-5.9%	1,670	1,850	-9.7%	112,210	121,080	-7.3%
December	68,160	71,510	-4.7%	37,250	39,050	-4.6%	1,650	1,770	-6.8%	107,060	112,330	-4.7%
January	65,370	67,880	-3.7%	36,720	37,330	-1.6%	1,690	1,800	-6.1%	103,780	107,010	-3.0%
February	70,560	73,290	-3.7%	38,970	39,540	-1.4%	1,810	1,900	-4.7%	111,340	114,730	-3.0%
March	70,030	70,160	-0.2%	39,410	39,550	-0.4%	1,830	1,880	-2.7%	111,270	111,590	-0.3%
April		73,760			44,290			1,950			120,000	
May		73,510			44,070			1,860			119,440	
June		72,690			43,860			1,900			118,450	

Boardings are rounded to the nearest ten.

Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	6,136,800	6,354,800	-3.4%	3,518,500	3,706,700	-5.0%	141,000	139,100	1.4%	9,796,300	10,200,600	-4.0%
2nd Qtr YTD	11,910,700	12,307,900	-3.2%	6,636,800	6,967,100	-4.6%	271,200	277,800	-2.4%	18,818,700	19,552,800	-3.8%
3rd Qtr YTD	17,176,600	17,770,100	-3.3%	9,622,800	10,012,000	-3.8%	400,200	413,600	-3.2%	27,199,600	28,195,600	-3.5%
Full year	23,667,300			13,550,500			553,500			37,771,300		

July	1,953,600	1,983,400	-1.5%	1,147,200	1,198,200	-4.3%	45,600	43,800	4.1%	3,146,400	3,225,400	-2.4%
August	2,140,000	2,214,600	-3.4%	1,202,400	1,272,900	-5.5%	50,000	48,900	2.2%	3,392,400	3,536,400	-4.1%
September	2,043,200	2,156,800	-5.3%	1,168,900	1,235,600	-5.4%	45,400	46,400	-2.2%	3,257,500	3,438,800	-5.3%
October	2,164,500	2,152,400	0.6%	1,144,000	1,178,300	-2.9%	46,500	48,900	-4.9%	3,355,000	3,379,600	-0.7%
November	1,835,500	1,974,400	-7.0%	1,009,000	1,077,700	-6.4%	42,000	45,800	-8.3%	2,886,500	3,097,900	-6.8%
December	1,773,900	1,826,300	-2.9%	965,300	1,004,400	-3.9%	41,700	44,000	-5.2%	2,780,900	2,874,700	-3.3%
January	1,725,300	1,805,600	-4.4%	977,700	997,000	-1.9%	42,900	46,200	-7.1%	2,745,900	2,848,800	-3.6%
February	1,702,300	1,764,700	-3.5%	942,800	968,300	-2.6%	41,200	42,600	-3.3%	2,686,300	2,775,600	-3.2%
March	1,838,200	1,891,700	-2.8%	1,065,500	1,079,600	-1.3%	44,800	47,100	-4.9%	2,948,500	3,018,400	-2.3%
April	1,907,400			1,158,300			46,400			3,112,100		
May	2,022,300			1,209,000			47,800			3,279,100		
June	1,967,700			1,171,200			45,600			3,184,500		

Boardings are rounded to the nearest hundred.

Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	5,413,600	5,601,700	-3.4%	723,200	753,200	-4.0%	2,844,300	3,032,800	-6.2%	674,100	673,900	0.0%
2nd Qtr YTD	10,583,400	10,938,900	-3.2%	1,327,300	1,369,300	-3.1%	5,370,500	5,695,300	-5.7%	1,266,200	1,271,900	-0.4%
3rd Qtr YTD	15,290,200	15,850,400	-3.5%	1,886,300	1,919,800	-1.7%	7,787,400	8,164,600	-4.7%	1,835,400	1,847,600	-0.7%
Full year	21,022,400			2,645,200			11,027,300			2,523,400		

July	1,729,900	1,739,200	-0.5%	223,700	244,200	-8.4%	930,200	980,300	-5.1%	217,000	217,900	-0.4%
August	1,888,900	1,961,500	-3.7%	251,100	253,200	-0.8%	972,600	1,043,100	-6.8%	229,800	229,800	0.0%
September	1,794,800	1,901,000	-5.6%	248,400	255,800	-2.9%	941,500	1,009,400	-6.7%	227,300	226,200	0.5%
October	1,942,900	1,928,400	0.8%	221,600	224,100	-1.1%	927,800	963,400	-3.7%	216,300	214,900	0.7%
November	1,641,900	1,770,000	-7.2%	193,500	204,400	-5.3%	816,600	879,800	-7.2%	192,400	198,000	-2.8%
December	1,585,000	1,638,800	-3.3%	189,000	187,600	0.7%	781,800	819,300	-4.6%	183,400	185,100	-0.9%
January	1,541,500	1,625,900	-5.2%	183,800	179,700	2.3%	789,300	811,000	-2.7%	188,400	186,100	1.2%
February	1,521,900	1,588,700	-4.2%	180,400	176,000	2.5%	762,400	786,500	-3.1%	180,500	181,800	-0.7%
March	1,643,400	1,696,900	-3.2%	194,800	194,800	0.0%	865,200	871,800	-0.8%	200,300	207,800	-3.6%
April							938,500			219,700		
May							977,000			232,100		
June							947,200			224,000		

Boardings are rounded to nearest hundred.

Passenger Revenue

Period	MetroBus			MetroLink			Call-A-Ride *			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	\$6,287,758	\$6,867,848	-8.4%	\$3,676,852	\$3,988,265	-7.8%	\$797,830	\$658,057	21.2%	\$10,762,440	\$11,514,170	-6.5%
2nd Qtr YTD	\$12,368,430	\$12,987,576	-4.8%	\$6,963,889	\$7,335,963	-5.1%	\$1,362,818	\$1,486,775	-8.3%	\$20,695,137	\$21,810,313	-5.1%
3rd Qtr YTD	\$17,796,615	\$18,688,030	-4.8%	\$10,043,070	\$10,517,945	-4.5%	\$1,764,436	\$1,905,353	-7.4%	\$29,604,121	\$31,111,327	-4.8%
Full year		\$24,947,721			\$14,208,424			\$2,677,553			\$41,833,698	

1st Qtr	\$6,287,758	\$6,867,848	-8.4%	\$3,676,852	\$3,988,265	-7.8%	\$797,830	\$658,057	21.2%	\$10,762,440	\$11,514,170	-6.5%
2nd Qtr	\$6,080,673	\$6,119,728	-0.6%	\$3,287,036	\$3,347,698	-1.8%	\$564,988	\$828,718	-31.8%	\$9,932,697	\$10,296,143	-3.5%
3rd Qtr	\$5,428,185	\$5,700,454	-4.8%	\$3,079,182	\$3,181,982	-3.2%	\$401,618	\$418,577	-4.1%	\$8,908,984	\$9,301,014	-4.2%
4th Qtr		\$6,259,692			\$3,690,479			\$772,200			\$10,722,371	

* Call-A-Ride passenger revenue does not include Medicaid and Department of Mental Health contractual subsidies.

Revenue Miles

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	4,689,786	4,699,967	-0.2%	763,174	785,913	-2.9%	1,377,117	1,325,315	3.9%	6,830,078	6,811,195	0.3%
2nd Qtr YTD	9,337,501	9,334,845	0.0%	1,524,594	1,567,716	-2.8%	2,673,478	2,634,892	1.5%	13,535,574	13,537,453	0.0%
3rd Qtr YTD	13,891,719	13,918,214	-0.2%	2,281,317	2,339,115	-2.5%	3,975,172	3,927,507	1.2%	20,148,209	20,184,836	-0.2%
Full year		18,641,250			3,105,288			5,210,401			26,956,939	

July	1,569,564	1,557,395	0.8%	263,917	262,438	0.6%	435,921	419,136	4.0%	2,269,402	2,238,969	1.4%
August	1,622,408	1,616,680	0.4%	262,891	268,321	-2.0%	477,931	464,541	2.9%	2,363,229	2,349,542	0.6%
September	1,497,815	1,525,892	-1.8%	236,367	255,154	-7.4%	463,265	441,638	4.9%	2,197,447	2,222,684	-1.1%
October	1,597,793	1,579,218	1.2%	256,655	266,324	-3.6%	458,598	465,637	-1.5%	2,313,046	2,311,178	0.1%
November	1,516,241	1,522,399	-0.4%	251,181	256,753	-2.2%	417,866	434,282	-3.8%	2,185,288	2,213,434	-1.3%
December	1,533,681	1,533,261	0.0%	253,584	258,726	-2.0%	419,897	409,658	2.5%	2,207,162	2,201,645	0.3%
January	1,569,416	1,572,132	-0.2%	263,638	266,294	-1.0%	435,610	439,290	-0.8%	2,268,664	2,277,716	-0.4%
February	1,425,392	1,428,010	-0.2%	237,046	238,821	-0.7%	417,091	403,518	3.4%	2,079,529	2,070,350	0.4%
March	1,559,410	1,583,226	-1.5%	256,040	266,284	-3.8%	448,993	449,807	-0.2%	2,264,442	2,299,317	-1.5%
April		1,530,513			255,704			433,926			2,220,143	
May		1,592,553			259,419			444,614			2,296,586	
June		1,599,969			251,051			404,354			2,255,374	

May not sum to total due to rounding

Total Miles

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	5,414,404	5,412,301	0.0%	771,586	792,291	-2.6%	1,465,518	1,401,619	4.6%	7,651,508	7,606,212	0.6%
2nd Qtr YTD	10,748,071	10,726,436	0.2%	1,541,672	1,579,042	-2.4%	2,867,597	2,795,094	2.6%	15,157,340	15,100,571	0.4%
3rd Qtr YTD	15,973,225	15,989,207	-0.1%	2,307,168	2,356,337	-2.1%	4,236,426	4,163,424	1.8%	22,516,819	22,508,968	0.0%
Full year		21,399,139			3,128,763			5,571,795			30,099,698	

July	1,809,516	1,791,846	1.0%	266,858	264,728	0.8%	470,143	443,204	6.1%	2,546,516	2,499,778	1.9%
August	1,874,602	1,861,334	0.7%	265,748	270,374	-1.7%	507,730	491,034	3.4%	2,648,079	2,622,742	1.0%
September	1,730,286	1,759,122	-1.6%	238,981	257,189	-7.1%	487,645	467,381	4.3%	2,456,912	2,483,692	-1.1%
October	1,835,518	1,810,570	1.4%	259,609	268,410	-3.3%	500,973	493,595	1.5%	2,596,100	2,572,574	0.9%
November	1,740,497	1,745,237	-0.3%	254,168	258,716	-1.8%	453,843	465,035	-2.4%	2,448,508	2,468,988	-0.8%
December	1,757,652	1,758,328	0.0%	256,310	259,624	-1.3%	447,263	434,845	2.9%	2,461,225	2,452,797	0.3%
January	1,801,229	1,805,092	-0.2%	266,559	268,328	-0.7%	458,069	466,106	-1.7%	2,525,856	2,539,526	-0.5%
February	1,635,809	1,639,763	-0.2%	239,742	240,649	-0.4%	438,005	426,138	2.8%	2,313,555	2,306,550	0.3%
March	1,788,117	1,817,917	-1.6%	259,195	268,318	-3.4%	472,755	476,086	-0.7%	2,520,067	2,562,321	-1.6%
April		1,766,392			257,667			475,000			2,499,059	
May		1,842,526			261,584			487,757			2,591,866	
June		1,801,015			253,176			445,614			2,499,804	

May not sum to total due to rounding

Revenue Hours

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	354,475	356,825	-0.7%	32,480	33,459	-2.9%	75,015	73,266	2.4%	461,970	463,551	-0.3%
2nd Qtr YTD	700,652	703,826	-0.5%	65,000	66,785	-2.7%	146,961	146,610	0.2%	912,613	917,220	-0.5%
3rd Qtr YTD	1,040,041	1,045,725	-0.5%	97,370	99,612	-2.3%	218,657	217,805	0.4%	1,356,068	1,363,143	-0.5%
Full year		1,400,372			132,381			290,331			1,823,084	

July	118,487	118,415	0.1%	11,269	11,186	0.7%	24,416	23,225	5.1%	154,173	152,827	0.9%
August	122,757	122,460	0.2%	11,150	11,404	-2.2%	26,461	25,655	3.1%	160,368	159,518	0.5%
September	113,230	115,950	-2.3%	10,061	10,869	-7.4%	24,138	24,386	-1.0%	147,430	151,206	-2.5%
October	118,933	118,433	0.4%	10,887	11,330	-3.9%	25,157	25,919	-2.9%	154,977	155,682	-0.5%
November	112,912	114,155	-1.1%	10,696	10,930	-2.1%	23,570	24,265	-2.9%	147,179	149,350	-1.5%
December	114,331	114,412	-0.1%	10,937	11,066	-1.2%	23,219	23,160	0.3%	148,487	148,638	-0.1%
January	116,921	117,241	-0.3%	11,257	11,329	-0.6%	24,609	24,137	2.0%	152,787	152,707	0.1%
February	106,227	106,574	-0.3%	10,140	10,171	-0.3%	23,029	21,894	5.2%	139,395	138,639	0.5%
March	116,241	118,085	-1.6%	10,974	11,328	-3.1%	24,058	25,164	-4.4%	151,273	154,577	-2.1%
April		115,900			10,896			23,901			150,697	
May		120,659			11,105			24,948			156,711	
June		118,089			10,768			23,677			152,534	

May not sum to total due to rounding

Total Hours

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	382,120	384,141	-0.5%	33,038	33,966	-2.7%	80,994	78,744	2.9%	496,151	496,851	-0.1%
2nd Qtr YTD	755,657	758,361	-0.4%	66,131	67,521	-2.1%	160,356	157,636	1.7%	982,144	983,518	-0.1%
3rd Qtr YTD	1,121,773	1,127,411	-0.5%	99,080	100,837	-1.7%	237,119	233,996	1.3%	1,457,972	1,462,243	-0.3%
Full year		1,509,796			134,102			315,199			1,959,097	

July	127,746	127,360	0.3%	11,463	11,360	0.9%	26,774	24,909	7.5%	165,983	163,628	1.4%
August	132,374	131,928	0.3%	11,341	11,574	-2.0%	28,466	27,649	3.0%	172,181	171,151	0.6%
September	122,000	124,854	-2.3%	10,234	11,032	-7.2%	25,754	26,186	-1.6%	157,988	162,072	-2.5%
October	128,405	127,701	0.6%	11,082	11,234	-1.4%	28,033	27,778	0.9%	167,520	166,713	0.5%
November	121,860	123,084	-1.0%	10,890	11,092	-1.8%	26,131	26,280	-0.6%	158,881	160,456	-1.0%
December	123,272	123,434	-0.1%	11,121	11,230	-1.0%	25,198	24,834	1.5%	159,591	159,497	0.1%
January	126,156	126,558	-0.3%	11,452	11,497	-0.4%	26,360	25,956	1.6%	163,968	164,011	0.0%
February	114,604	115,035	-0.4%	10,320	10,322	0.0%	24,629	23,419	5.2%	149,552	148,777	0.5%
March	125,357	127,456	-1.6%	11,177	11,496	-2.8%	25,774	26,985	-4.5%	162,308	165,938	-2.2%
April		124,994			11,058			26,748			162,800	
May		130,124			11,277			27,909			169,309	
June		127,268			10,930			26,546			164,744	

May not sum to total due to rounding

Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	\$45,275,933	\$42,391,453	6.8%	\$19,354,261	\$20,257,939	-4.5%	\$6,887,879	\$6,619,848	4.0%	\$71,518,073	\$69,269,240	3.2%
2nd Qtr YTD	\$89,135,218	\$85,137,490	4.7%	\$39,267,380	\$39,899,695	-1.6%	\$13,542,223	\$13,451,884	0.7%	\$141,944,821	\$138,489,069	2.5%
3rd Qtr YTD	\$135,351,133	\$129,475,661	4.5%	\$61,383,759	\$56,722,297	8.2%	\$20,789,216	\$20,331,869	2.2%	\$217,524,108	\$206,529,827	5.3%
Full year		\$170,676,996			\$80,033,495			\$27,208,996			\$277,919,487	

1st Qtr	\$45,275,933	\$42,391,453	6.8%	\$19,354,261	\$20,257,939	-4.5%	\$6,887,879	\$6,619,848	4.0%	\$71,518,073	\$69,269,240	3.2%
2nd Qtr	\$43,859,284	\$42,746,037	2.6%	\$19,913,120	\$19,641,756	1.4%	\$6,654,344	\$6,832,036	-2.6%	\$70,426,748	\$69,219,829	1.7%
3rd Qtr	\$46,215,916	\$44,338,171	4.2%	\$22,116,379	\$16,822,602	31.5%	\$7,246,993	\$6,879,985	5.3%	\$75,579,288	\$68,040,758	11.1%
4th Qtr		\$41,201,335			\$23,311,198			\$6,877,127			\$71,389,660	

FY 2018 contains audited amounts

Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	3.5%	4.1%	-0.5%	2.4%	2.4%	-0.1%	1.2%	2.3%	-1.1%	3.1%	3.6%	-0.5%
2nd Qtr YTD	3.7%	3.8%	-0.1%	2.6%	2.7%	-0.2%	1.5%	2.2%	-0.7%	3.3%	3.4%	-0.2%
3rd Qtr YTD	3.5%	3.6%	0.0%	2.3%	2.3%	0.0%	2.0%	2.0%	0.0%	3.2%	3.2%	0.0%
Full year		3.5%			2.3%			1.8%			3.1%	

July	3.5%	5.3%	-1.8%	1.9%	2.0%	-0.1%	1.2%	2.2%	-1.1%	3.0%	4.4%	-1.4%
August	3.4%	3.4%	0.0%	2.5%	2.5%	0.0%	1.0%	2.5%	-1.4%	3.0%	3.2%	-0.1%
September	3.8%	3.5%	0.2%	2.8%	2.9%	-0.1%	1.4%	2.2%	-0.8%	3.4%	3.3%	0.1%
October	3.8%	3.9%	-0.1%	3.2%	3.2%	0.0%	0.9%	2.8%	-1.9%	3.4%	3.6%	-0.3%
November	3.8%	3.7%	0.0%	3.1%	2.4%	0.7%	1.9%	2.2%	-0.3%	3.5%	3.4%	0.1%
December	3.9%	3.1%	0.9%	2.0%	3.4%	-1.4%	2.5%	1.2%	1.3%	3.5%	2.9%	0.6%
January	3.2%	2.9%	0.4%	1.8%	1.8%	0.0%	4.1%	2.0%	2.1%	3.1%	2.6%	0.5%
February	3.6%	3.3%	0.2%	1.8%	1.3%	0.5%	2.7%	2.1%	0.6%	3.2%	2.9%	0.3%
March	3.1%	3.2%	-0.1%	1.3%	1.6%	-0.2%	2.5%	0.6%	1.9%	2.7%	2.6%	0.1%
April		3.1%			2.2%			1.4%			2.8%	
May		3.4%			2.7%			1.4%			3.1%	
June		3.4%			1.9%			1.2%			2.9%	

Gateway Arch

	Income Before Depreciation and Transfers		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$1,360,112	\$510,910	166.2%
2nd Qtr YTD	\$1,415,043	\$398,392	255.2%
3rd Qtr YTD	\$1,033,995	\$73,653	1303.9%
Full Year		\$1,134,366	

	Tram Ridership		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	337,941	268,936	25.7%
2nd Qtr YTD	469,303	409,697	14.5%
3rd Qtr YTD	578,661	533,464	8.5%
Full Year		799,576	

	Tram Ridership		
Month	FY 2019	FY 2018	Change
July	152,640	105,926	44.1%
August	117,330	103,844	13.0%
September	67,971	59,166	14.9%
October	65,668	58,015	13.2%
November	48,338	44,740	8.0%
December	17,356	38,006	-54.3%
January	3,043	19,270	-84.2%
February	26,771	27,595	-3.0%
March	79,544	76,902	3.4%
April		62,728	
May		82,074	
June		121,310	

Riverfront Attractions

Riverboat Passengers			
Month	FY 2019	FY 2018	Change
July	33,008	29,632	11.4%
August	20,684	19,641	5.3%
September	14,048	10,885	29.1%
October	7,798	8,521	-8.5%
November	3,085	2,193	40.7%
December	924	258	258.1%
January	-	-	0.0%
February	-	-	0.0%
March	2,653	5,419	-51.0%
April		7,462	
May		13,863	
June		21,714	

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	67,740	60,158	12.6%
2nd Qtr YTD	79,547	71,130	11.8%
3rd Qtr YTD	82,200	76,549	7.4%
Full Year		119,588	

Income (Loss) Before Depreciation			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$689,012	\$579,813	18.8%
2nd Qtr YTD	\$573,974	\$494,735	16.0%
3rd Qtr YTD	\$261,703	\$185,370	41.2%
Full Year		\$446,690	

Riverboat Cruises			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	516	444	16.2%
2nd Qtr YTD	629	556	13.1%
3rd Qtr YTD	650	611	6.4%
Full Year		1,019	

Riverboat Days of Operation			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	90	92	-2.2%
2nd Qtr YTD	152	155	-1.9%
3rd Qtr YTD	163	182	-10.4%
Full Year		273	

St. Louis Downtown Airport

Fuel Sales in Gallons			
Month	FY 2019	FY 2018	Change
July	159,005	156,971	1.3%
August	167,513	170,223	-1.6%
September	169,339	138,777	22.0%
October	152,810	156,593	-2.4%
November	122,316	133,282	-8.2%
December	115,736	133,469	-13.3%
January	136,600	133,453	2.4%
February	103,724	93,399	11.1%
March	123,599	166,453	-25.7%
April		147,524	
May		136,585	
June		171,795	

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	495,857	465,971	6.4%
2nd Qtr YTD	886,719	889,315	-0.3%
3rd Qtr YTD	1,250,642	1,282,620	-2.5%
Full Year		1,738,524	

Income (Loss) Before Depreciation			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$3,323	\$36,109	-90.8%
2nd Qtr YTD	\$82,740	\$37,617	120.0%
3rd Qtr YTD	\$131,150	\$89,854	46.0%
Full year		\$107,893	

Aircraft Movements			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	24,381	26,051	-6.4%
2nd Qtr YTD	50,026	48,595	2.9%
3rd Qtr YTD	71,819	67,770	6.0%
Full Year		94,034	

Average Based Aircraft			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	305	315	-3.4%
2nd Qtr YTD	308	313	-1.6%
3rd Qtr YTD	309	313	-1.5%
Full Year		312	

St. Louis Regional Freightway

Net Income (Loss)

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	(\$184,786)	(\$172,314)	-7.2%
2nd Qtr YTD	(\$316,627)	(\$257,871)	-22.8%
3rd Qtr YTD	(\$470,625)	(\$457,593)	-2.8%
Full Year		(\$778,786)	

Quarter	FY 2019	FY 2018	Change
1st Qtr	(\$184,786)	(\$172,314)	-7.2%
2nd Qtr	(\$131,842)	(\$85,557)	-54.1%
3rd Qtr	(\$153,998)	(\$199,721)	22.9%
4th Qtr		(\$321,192)	

Executive Services

Income (Loss) Before Depreciation

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$366,768	\$232,826	57.5%
2nd Qtr YTD	\$287,706	\$153,057	88.0%
3rd Qtr YTD	\$353,613	\$136,939	158.2%
Full Year		\$322,860	

Quarter	FY 2019	FY 2018	Change
1st Qtr	\$366,768	\$232,826	57.5%
2nd Qtr	(\$79,062)	(\$79,769)	0.9%
3rd Qtr	\$65,907	(\$16,118)	508.9%
4th Qtr		\$185,921	

Definitions

Transit

Customer complaint

Passenger or general public dissatisfaction expressed to Customer Service by phone call, letter or email for which there is no immediate, satisfactory explanation; includes operator behavior, service, equipment maintenance or suitability, or other concerns. System customer complaints have been restated to include complaints not specifically related to an operating facility.

Expense

Excludes depreciation, amortization, debt expense and the 2% sheltered workshop pass-through. Allocations by mode are based on a management-developed model. (See also "Operating Expense.")

Failure

Metro Call A Ride: Revenue service interruption whereby a vehicle is unable to complete the assigned run and must be removed from service because of a mechanical, wheelchair lift, or other equipment failure. Road hazard tire failures, vandalism, accidents, and other failures not related to maintenance of vehicles are not reported.

MetroLink: Revenue service interruption whereby a train is delayed by five minutes or more or removed from service for mechanical reasons.

Farebox recovery

Passenger revenue as a percent of operating expense.

Fleet size

Number of revenue vehicles at the end of the reporting period.

On-time performance

MetroBus and MetroLink: A trip is considered "on-time" if the vehicle departs within the time frame of 59 seconds before schedule or arrives within 4:59 minutes after schedule.

Metro Call-A-Ride: Appointments are made giving the passenger an estimated arrival time. A trip is considered on-time if arrival for the appointment is within 20 minutes before or after the appointment time.

Operating expense

Expense less leases and rentals, which is a National Transit Database definition. Allocations by mode are based on National Transit Database instructions which are different than the management-developed cost allocation model. (See also "Expense.")

Passenger boardings

Includes original revenue vehicle boardings and all transfers based on bus farebox counts, MetroLink ridership modeling using Automatic Passenger Counter (APC) technology, and actual Call-A-Ride passengers.

Transit

Passenger injury

Physical harm or alleged physical harm to a passenger or bystander involved in an Agency accident. One vehicle accident may result in multiple injuries.

Revenue hours

Time that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue miles

Distance that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue recovery

Passenger revenue, Transit Management Association revenue, and paratransit contractual revenue as a percent of expense.

Ridership

Total passenger boardings.

Roadcall

MetroBus revenue service interruption whereby the vehicle is delayed because of mechanical, tire, farebox, wheelchair lift or other equipment failure. A delay is not counted as a roadcall unless the delay is five minutes or more.

Subsidy

Subsidy as reported on "System Profile" - Expense less operating revenue except federal, state and local assistance.

Subsidy as reported on "Peer Performance - System" - Operating expense less passenger revenue.

Total hours

Revenue hours plus deadhead hours (e.g., from the facility to the start of a revenue trip).

Total miles

Revenue miles plus deadhead miles (e.g., from the facility to the start of a revenue trip).

Unscheduled absenteeism

Operator, mechanic and facility support sick time and unauthorized leave as a percent of current staffing, excluding overtime.

Vehicle accident

Incident in which an Agency vehicle makes physical contact with another vehicle, a fixed object or a person. It also includes derailments or leaving the road.

Vehicle miles

For MetroBus and Call-A-Ride, total miles and vehicle miles are the same. For MetroLink, total mileage for each car of a two-car train is included.

Non-Transit

Aircraft movement

Takeoff or landing recorded by the tower. Movements when the tower is closed are not included.

Airport fuel sales (gallons)

Number of gallons of aviation fuel delivered to the fixed base operators.

Arch tram ridership

Number of adult and child tickets sold.

Based aircraft

Average number of aircraft stored in owned or leased hangers or outside ramps. Quarterly, the amount represents the average of the month-end counts.

Riverfront Attractions

Includes the Gateway Arch Riverboats and bike rentals, operated by Metro, and a heliport owned by Metro but operated under contract by another party.



BI-STATE DEVELOPMENT



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Memorandum

To: Audit, Finance and Administration Committee

From: Gregory A. Smith
Vice President Purchasing, Materials Management and Supplier Diversity

Date: April 16, 2019

Subject: **Quarterly Procurement Activity Report**
Third Quarter Fiscal Year 2019

BSD Board Policy Chapter 50 Section 010 Paragraph N.3 requires that we provide quarterly reports to the Board relating to procurement activities, which exceed \$100,000, including contract modifications and award of options. The report format that has been used the past several years includes the key sections that are explained below.

Section 1 – Non-Competitive Procurement Trend

Federal regulations and Board Policy require that all procurements be conducted in a manner which fosters full and open competition. In certain instances however, competition is not feasible or practical. This section of the report summarizes the trend and relationship of non-competitive spend to total spend. All individual non-competitive contract awards exceeding \$100,000 are presented to the Board of Commissioners for approval prior to award. Other non-competitive expenditures must be approved by the appropriate Division Vice President, the Vice President of Procurement, and the President and CEO prior to award.

Section 2 – Procurement Contract Awards

This report lists all major (>\$100,000) contract awards during the reporting period and the relevant contract information for each. Information in this report is now listed in descending contract dollar value as requested previously by the Committee.

Section 3 – Contract Modifications

This report lists all contract modification actions executed during the period where the total revised contract amount exceeds \$100,000. Contract modifications include changes to contract scope, exercise of options and extensions, or other actions effecting the contract term. Information in this report is listed in descending contract dollar value as requested previously by the Committee.

Section 4 – Davis Bacon Act Projects

The Davis Bacon Act requires that all construction contracts financed with Federal assistance contain provisions requiring that all laborers and mechanics employed by the contractors or subcontractors to work on the project must be paid wages not less than those established for the area by the Secretary of Labor. The contractors listed in this section submit weekly “certified payrolls” to BSD, which we monitor in accordance with the regulatory requirements.

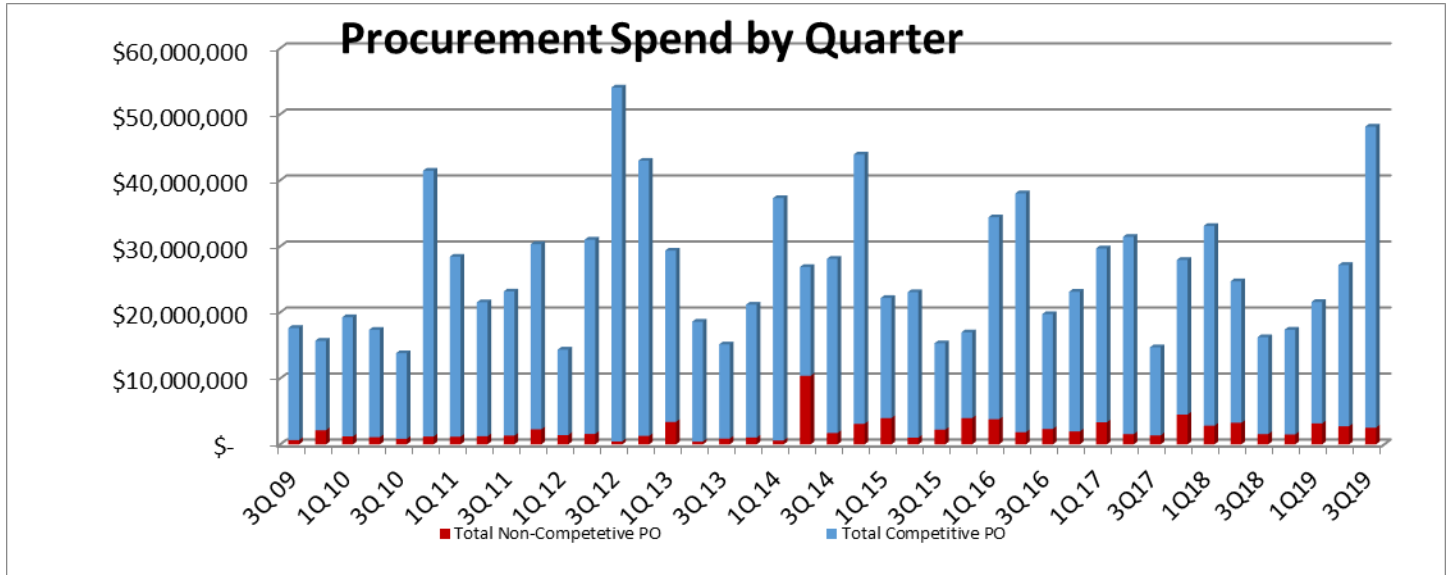
Section 5 – Procurement Card Administration

BSD’s Procurement Department administers a Procurement Card Program, which provides a means for cardholders to procure low-dollar goods and services independently. This program reduces the administrative burden of processing Purchase Orders and Check Requests for small dollar purchases (typically less than \$2500). The report included in this section details the overall volume of transactions and information related to procedural violations and administrative actions on those violations.

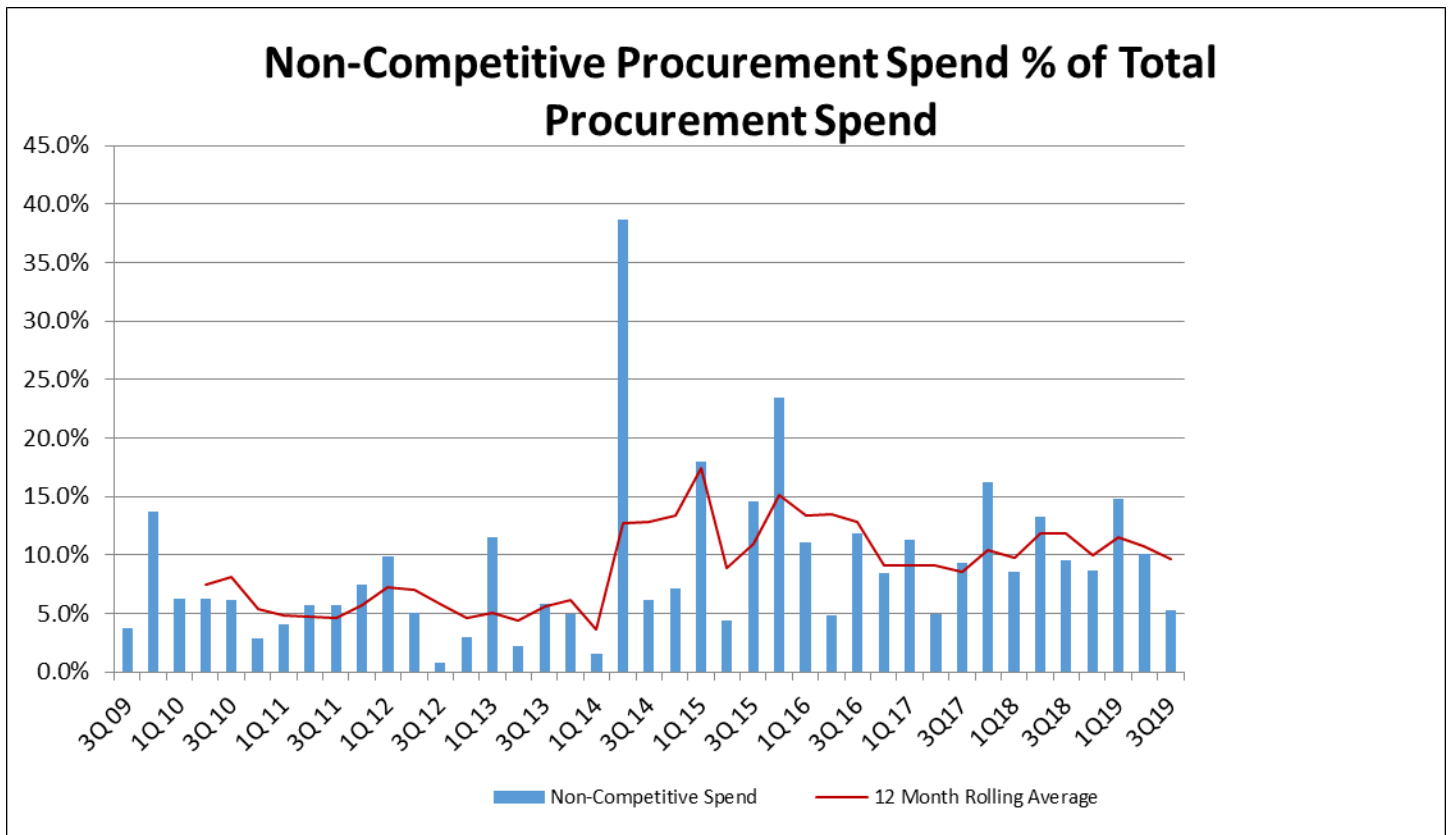
Please feel free to contact me with any suggestions, questions, or information requests that you may have.

Procurement Activity Report
Non-Competitive Procurement Trend
Third Quarter FY2019

Third Quarter 2019 Non-Competitive Procurements totaled \$2,535,224 or 5.3% of total Purchase Order Commitment volume of \$48,130,687.



Rolling last 12 months Non-Competitive Procurements totaled \$9,979,466 or 8.7% of total Purchase Order Commitment volume of \$114,238,996.



**NEW CONTRACT AWARDS EXCEEDING \$100,000
JULY1, 2018 - MARCH 31, 2018**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
60589	0	Sole Source-Scheidt & Bachmann-Fare Collection Software Support- Five Year Contract, Period of Performance August 1, 2018 - July 31, 2023	Contract Purchase Agreement	7/17/18	SCHEIDT & BACHMANN USA, INC	\$ 1,648,000.00	Johnson, Theresa	Open	0
61286	0	19-SB-105412-MD Switch Replacement/Upgrade, Base Year 1 Period of Performance September, 2018 to September, 2019	Standard Purchase Order	9/20/18	WORLD WIDE TECHNOLOGY HOLDING, LLC	\$ 1,223,817.00	Dillard, Marian Denise	Open	0
61379	0	Arch Transportation System Tram Mechanics and Materials; FY19 - July 2018 through June, 2019	Standard Purchase Order	9/28/18	NATIONAL PARK SERVICE	\$ 1,135,590.00	Dillard, Marian Denise	Open	0
61538	2	19-SB-105376-CB MO Ground Maintenance & Landscaping Services, Three Base Years and Two Option Years, Period of Performance Oct. 15, 2018 - Oct. 14, 2021	Contract Purchase Agreement	10/10/18	BLUEGRASS LAWN CARE OF ST. LOUIS, LLC	\$ 861,315.00	Bonds, Charcita M	Open	7%
61873	0	18-SB-105065-CB IL Ground Maintenance & Landscaping Services, Three Base Years and Two Option Years, Period of Performance Nov. 1, 2018 - Oct. 31, 2021	Contract Purchase Agreement	11/1/18	IDEAL LANDSCAPE GROUP	\$ 494,193.00	Bonds, Charcita M	Open	7%
62197	0	18-RFP-105106-DGR Skinker Bridge Rehabilitation Design, Two Base Years, Period of Performance December, 2018 through December, 2020	Contract Purchase Agreement	11/29/18	STV INCORPORATED	\$ 491,076.36	Ramsay, David George	Open	14%
62285	2	18-RFP-105082-DR - Vision Insurance Services - Period of Performance: Three Base Years and Two Option Years Period of Performance January 1, 2019 - December 3, 2022	Contract Purchase Agreement	12/6/18	EYEMED VISION CARE	\$ 422,194.37	Rowey, Deborah M	Open	0
63407	0	18-SB-105225-CB Brent Oil & Water Separator-Period of Performance March 21, 2019 - November 30, 2019	Standard Purchase Order	3/11/19	HARLAN COMPANY (THE)	\$ 404,800.00	Bonds, Charcita M	Open	8%
61621	0	18-RFP-105058-CG Independent Audit Services, Three Base Years and Two Option Years, Period of Performance December 16, 2018 - December 15, 2023	Contract Purchase Agreement	10/16/18	RUBIN BROWN LLP	\$ 387,615.00	Gates, Carol Renee	Open	10%
61437	0	Chassis, Freightliner 114SD/2019- Bucket / Boom Truck with Rail Gear	Standard Purchase Order	10/3/18	CTEC HOLDING CO LLC	\$ 383,562.00	Howard, Bryan L	Open	0%
61209	0	Sole Source Transit Master Annual Maintenance Agreement 07 01 18 - 06 30 19	Contract Purchase Agreement	9/12/18	TRAPEZE SOFTWARE GROUP	\$ 352,217.00	Johnson, Theresa	Open	0

**NEW CONTRACT AWARDS EXCEEDING \$100,000
JULY1, 2018 - MARCH 31, 2018**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
62916	0	19-SB-105471-DGR DeBaliviere Facility Masonry Repair Period of Performance Feb, 2019 through Aug, 2019.	Contract Purchase Agreement	2/4/19	WESTERN WATERPROOFING CO	\$ 327,337.00	Ramsay, David George	Open	5%
63743	0	19-SB-GSAGS5F303DA-CA BSD Storage Refresh	Standard Purchase Order	3/28/19	SECURE DATA TECHNOLOGIES, INC.	\$ 320,376.40	Gates, Carol Renee	Open	0
60646	0	18-SB-105089-CB Feeder Wire Rehabilitation & Substation Watrproofing at MO-05, Period of Performance July 24, 2018 - December 7, 2018	Standard Purchase Order	7/23/18	WISSEHR ELECTRIC, INC	\$ 318,880.00	Bonds, Charcita M	Open	15%
60412		18-RFP-104933-DR Gateway Arch Public Relations / Communication Agency Services, Three Base Years and Two Option Years - Period of Performance October 24, 2018 - October 23, 2023	Contract Purchase Agreement	7/10/18	COMMON GROUND PUBLIC RELATIONS	\$ 300,000.00	Rowey, Deborah M	Open	21%
61557	0	18-RFQ-105523-BH Winter Storm Supplies	Standard Purchase Order	10/12/18	KIRKWOOD MATERIAL SUPPLY, INC.	\$ 240,750.00	Howard, Bryan L	Open	0
62832	0	19-RFQ-105638-SG Food, Beverage, Produce, and Supply Items for the Gateway Riverboats/Dock Period of performance January 1, 2019 - December 31, 2019	Standard Purchase Order	1/24/19	US FOODSERVICE INC	\$ 200,500.00	Griffin, Sandra P	Open	0
62081	0	18-RFP-105175-CB BSD Facility Pavement Maint & Mgmt Program, Period of Performance Dec. 1, 2018 - Sept. 30, 2019	Standard Purchase Order	11/16/18	THOUVENOT WADE AND MOERCHEN INC	\$ 194,922.71	Bonds, Charcita M	Open	7%
62200	0	19-RFQ-105523-BH Winter Supplies For Yr 2018 Period of Performance January 1, 2019 - April 30, 2019	Standard Purchase Order	11/30/18	GUNTHER SALT COMPANY	\$ 172,000.00	Howard, Bryan L	Open	0
63209	0	19-SB-105737-CB, Pedestrian Access Control-Period of Performance 2/26/2019 - 5/10/2019	Standard Purchase Order	2/26/19	RAINERI CONSTRUCTION, LLC	\$ 142,650.00	Bonds, Charcita M	Open	10%
62059	0	19-SB-105616-DH Project 2069 Batteries and Chargers One time buy	Standard Purchase Order	11/15/18	MATTHEW L. NAVARRO	\$ 131,600.00	Hill, Diana L	Open	100%
62787	0	Robert Half Financial Consultant Kathy Klevorn Period of Performance January 1, 2019 - March 31, 2019	Standard Purchase Order	1/18/19	ROBERT HALF INTERNATIONAL INC	\$ 130,104.00	Gates, Carol Renee	Open	0
62485	0	19-RFQ-105763-CB Purchase of Unleaded Gasoline, Performance Period January 1, 2019 - March 31, 2019	Standard Purchase Order	12/20/18	PETROLEUM TRADERS CORPORATION	\$ 125,475.30	Bonds, Charcita M	Open	0

**NEW CONTRACT AWARDS EXCEEDING \$100,000
JULY1, 2018 - MARCH 31, 2018**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
62593	0	19-SB-105462-TJ Missouri Yards & Shop Facility Cleaning,Three Year Base with Two Option Years , Period of Performance February 4, 2019 - February 5, 2024	Contract Purchase Agreement	1/4/19	STEELO CLEANING LLC	\$ 119,999.80	Johnson, Theresa	Open	10%
63360	0	19-RFQ-105901-DR ERP Analyst II - Period of Performance - March 19, 2019 - October 3, 2019	Standard Purchase Order	3/6/19	RANDSTAD NORTH AMERICA, LP	\$ 119,600.00	Dillard, Marian Denise	Open	0
60538	0	18-SB-105249-CB Union Station Tunnel Asbestos Abatement, Period of Performance 7/16/2018 thru 10/12/2018	Standard Purchase Order	7/12/18	MIDWEST ASBESTOS ABATEMENT CORP	\$ 118,880.00	Bonds, Charcita M	Open	0
62833	0	19-RFQ-105638-SG Food, Beverage, Produce, and Supply Items for the Gateway Riverboats/Dock Period of performance January 1, 2019 - December 31, 2019	Standard Purchase Order	1/24/19	SYSCO ST LOUIS LLC	\$ 114,000.00	Griffin, Sandra P	Open	0
62678	2	19-RFQ-105621-FP Conduct Healthcare Internal Audit January 15, 2019 - January 14, 2020	Standard Purchase Order	1/10/19	BROWN SMITH WALLACE LLC	\$ 111,935.00	Paronish, Francis J Jr	Open	0

Contract Modifications 3rd Qtr FY19

July 1, 2018 - March 31, 2019

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extension to Date
13-RFP-5980-SG		16	Security & Fare Enforcement Services	Additional Funds/180 Day Extension	Securitas Security Services USA, Inc.	10%	\$ 3,235,705	\$ 23,672,393	03/06/19	\$ 4,971,414	\$ 31,879,512	Operations	180	2
13-RFP-5949-DH			Communications System Agreement	Change Order	Motorola Solutions, Inc.	0%	\$ 13,000,000	\$ (346,837)	01/08/19	\$ 346,837	\$ 13,000,000	MO-05-0028 MO-90-X231 Prop M SCCTD	0	0
18-RFP-103593-DGR		2	CM/GC for Union Station Tunnel	Additional Funds	Kiewit Infrastructure Company	20%	\$ 241,944	\$ 9,935,750	02/14/19	\$ 1,487,000	\$ 11,664,694	MO-90-X296 & Prop M	0	0
18-RFP-103593-DGR		1	CM/GC for Union Station Tunnel	Incorporate Early Work Packages	Kiewit Infrastructure Company	19.5%	\$ 241,944	\$ -	01/24/19	\$ 9,935,750	\$ 10,177,694	MO-90-X296, MO-95-X257 & Prop M	0	0
14-SB-99550-SM/CG		6	MetroLink Station Cleaning	Change in Scope	Katsam Enterprises	15%	\$ 5,770,470	\$ 4,030,079	03/26/19	\$ 143,620	\$ 9,944,168	Operations	0	0
15-RFP-101355-DR		2	Medical ASO & Stop Loss Coverage (Employment Assistance Program (EAP) Services)	Option Yr 1	Cigna Health and Life Insurance and Cigna Behavioral Health	0%	\$ 3,721,760	\$ 1,000	03/08/19	\$ 1,349,191	\$ 5,071,951	Operations	0	0
17-RFP-103314-DGR		2	Union Station Tunnel Rehabilitation Design	Change in Scope	Modjeski & Masters, Inc.	10%	\$ 4,432,067	\$ 71,203	01/30/19	\$ 99,233	\$ 4,602,503	MO 54-0001 and Prop M	0	0
13-RFP-5975-SS/MD		4	Rebranding the Gateway Arch Riverfront CityArchRiver (CAR) Jefferson National Expansion Memorial (JNEM)	Additional Funds/180 Day Extension	Dovetail Inc.	15%	\$ 993,750	\$ 1,386,500	03/19/19	\$ 208,618	\$ 2,588,868	Jefferson National Expansion Memorial (JNEM)	180	1
17-SB-104151-DGR		1	Boyle Avenue Station & CWE Platform Extension Package 2 - Track	Additional Funds	Railworks Track Services, Inc.	7%	\$ 1,808,394	\$ -	03/25/19	\$ 92,761	\$ 1,901,155	FTA Grant # MO-79-X004 & Cortex	0	0

Contract Modifications 3rd Qtr FY19

July 1, 2018 - March 31, 2019

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extension to Date
16-RFP-102111-CG		2	On Call GEC Services/Multiple Disciplines	Option Yr 2	Jacobs Engineering	0%	\$ 500,000	\$ 1,000,000	03/21/19	\$ -	\$ 1,500,000	Various per Task Order	0	0
12-RFP-5919-MM		9	Downtown Transfer Center	Administrative Services	Arcturis	15%	\$ 558,657	\$ 518,744	01/16/19	\$ 44,451	\$ 1,121,852	FTA Grant # MO-90-X296 and Prop M	0	0
14-RFP-99505-DR		2	Voluntary Critical Illness and Accident Insurance Program	Option Yr 2	Allstate Benefits	0%	\$ 541,453	\$ 28,000	01/14/19	\$ 482,500	\$ 1,051,953	Operations	0	0
15-RFP-101101-VH-MD		2	Metro Cell Phone Services	Additional Funds/90 Day Extension	Sprint Solutions	0%	\$ 432,000	\$ 432,000	03/15/19	\$ 54,000	\$ 918,000	Operations	90	1
17-SB-104152-CB		4	Boyle Avenue & Central West End Signals	Change in Scope	Wissenhr Electrical Contractors	0%	\$ 726,787	\$ 87,120	03/01/19	\$ 101,540	\$ 915,448	FTA: #MO-79-X004 & CORTEX	0	0
17-SB-104152-CB		3	Boyle Avenue & Central West End - Signals	Incorporate PCRs	Wissehr Electrical Contractors	0%	\$ 726,787	\$ 70,702	01/17/19	\$ 16,418	\$ 813,907	FTA: MO-05-0028, MO-54-0001 & MO-90-X204	0	0
17-SB-103880-DAB		1	Call-A-Ride Van Cleaning Service	Option Yr 1	MERS Goodwill	12%	\$ 523,932	\$ -	03/08/19	\$ 261,966	\$ 785,898	Operations	0	0
18-SB-104767-CG		2	Fire Extinguisher Services	Additional Funds	Weber Fire & Safety	0%	\$ 592,296	\$ 47,915	03/20/19	\$ 15,970	\$ 656,181	Operations	0	0
16-SB-102814-TJ		4	North County Transit Center Cleaning	Additional Funds	MERS Goodwill	10%	\$ 140,483	\$ 397,065	02/26/19	\$ 34,728	\$ 572,276	Operations	0	0
16-RFP-102791-CG		1	On Call GEC Services/Traction Power Engineering Services	Option Yr 1	STV Inc.	0%	\$ 300,000	\$ -	03/22/19	\$ 100,000	\$ 400,000	Various per Task Order	0	0
17-RFP-103834-CG		3	e-Builder Software	Option Yr 2	e-Builder, Inc.	0%	\$ 206,605	\$ 116,585	02/06/19	\$ 75,835	\$ 399,025	Operations	0	0
18-SB-104776-DGR		2	JNEM Site Signage	Additional Funds	The Harlan Company	0%	\$ 316,900	\$ -	03/25/19	\$ 69,084	\$ 385,984	JNEM Beneficial Fund	0	0

Contract Modifications 3rd Qtr FY19

July 1, 2018 - March 31, 2019

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extension to Date
18-SB-105089-CB		2	Feeder Wire Rehabilitation & Substation Waterproofing at MO-05	Remove Underground Obstruction	Wissehr Electrical Contractors	15%	\$ 318,800	\$ -	01/28/19	\$ 10,557	\$ 329,357	FTA MO-05-0028 & Prop M	90	1
18-SB-105089-CB		3	Feeder Wire Rehabilitation & Substation Waterproofing at MO-05	Time Extension	Wissehr Electric	15%	\$ 318,800	\$ 10,557	03/06/19	\$ -	\$ 329,357	FTA MO-90-X231 & Prop M	90	1
15-RFP-101423-SG		5	Temporary Employee Services for Quality Control Observation (Spotter)	Additional Funds	Above All Personnel	0%	\$ 50,650	\$ 245,950	03/19/19	\$ 19,350	\$ 315,950	Operations	0	0
16-RFP-102399-VH/MD		1	On-Call GEC Track Engineering Services	Option Yr 1	STV Inc.	0%	\$ 300,000	\$ -	01/28/19	\$ -	\$ 300,000	Operations	0	0
16-RFP-102385-VH/MD		1	On-Call GEC Communication Engineering Services	Option Yr 1	HNTB Corporation	0%	\$ 300,000	\$ -	01/28/19		\$ 300,000	Operations	0	0
13-RFP-5991-DR/VH/MD	7a	1	On-Call Information Technology Consulting Services	Additional Funds/Time Extension	Randstad Technologies	0%	\$ 150,000	\$ -	03/05/19	\$ 97,440	\$ 247,440	Operations	180	1
16-RFP-102111-CG	16	1	On Call GEC Services/Multiple Disciplines - Task Order 16	Additional Services	Jacobs Engineering	0%	\$ 86,853	\$ 0	02/15/19	\$ 62,464	\$ 149,318	MO-54-001/Prop M	0	0
17-RFP-104212-CG		2	Consulting and Design Services for BSD 2018 Annual Report	Additional Funds	Falk Harrison, Inc.	0%	\$ 63,024	\$ 49,999	03/18/19	\$ 8,716	\$ 121,740	Operations	0	0
N/A		1	Professional Services Contractor Agreement for Jefferson National Expansion Memorial between BSD & TR Advisors	30 Day Extension	TR Advisors Tara Ann Rath	0%	\$ 105,000	\$ -	01/09/19	\$ -	\$ 105,000	Jefferson National Expansion Memorial Beneficial Fund	30	1

Contract Modifications 3rd Qtr FY19

July 1, 2018 - March 31, 2019

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extension to Date
N/A		2	Professional Services Contractor Agreement for Jefferson National Expansion Memorial between BSD & TR Advisors	No Cost Time Extension	RE Advisors (Tara Ann Rath)	0%	\$ 105,000	\$ -	02/05/19	\$ -	\$ 105,000	N/A	60	2
16-RFP-102793-VH/MD		1	On-Call GEC Signal Engineering Services	Option Yr 1	Rio Grande Pacific Technology, Inc.	0%	\$ 100,000	\$ -	02/08/19	\$ -	\$ 100,000	Operations	0	0

Prevailing Wage Report Fiscal Year 2019 January 2019 - March 2019

Project: 16-SB-102360-CB METRO DOWNTOWN TRANSIT CENTER - FTA GRANT NO# MO-04-0013; MO-90-X296; MO-95-X261

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3148948888

KCI Construction

Start Date: **04/13/2016** End **10/03/2017**
 Contract Amount: **\$7,267,000.00**

10315 Lake Bluff Drive ,
 St. Louis , MO 63123

314.535.6063
 Acme Glass

Start Date: **02/15/2017**

6369490605
 ACOUSTICAL CEILINGS INC

Start Date: **05/01/2017**

3147766686
 Allied Waterproofing Company, Inc.

Start Date: **03/01/2017**

636-937-7500
 Blakely Sheet Metal, LLC

Start Date: **02/01/2017**

6362835031
 C2 Service Group

Start Date: **05/01/2018**

3142925069
 Coatings Unlimited

Start Date: **09/28/2018**

314-741-1637
 Control Line, Inc.

Start Date: **07/01/2017**

636-343-5769 CR Painting and More, Inc	Start Date: 06/15/2017
3144862038 D&L Painting and Drywall, LLC	Start Date: 03/01/2017
3145341030 David Mason & Associates	Start Date: 05/01/2018
3142003550 Enterprise Industrial Construction	Start Date: 07/15/2016
314-329-9300 Flooring Systems	Start Date: 06/01/2017
314-892-7622 Gateway Fire Protection Systems, Inc	Start Date: 05/01/2017
3149977440 GEOTECHNOLOGY, INC.	Start Date: 06/01/2016
6364091115 Hawkins Construction & Flatwork Contracting	Start Date: 07/21/2017
3145346664 ICS CONSTRUCTION SERVICES	Start Date: 06/01/2017
314-658-5203 Kaemmerlen Electric Company	Start Date: 04/25/2016
3148723400 KMEIER Roof Systems, Inc	Start Date: 01/02/2017

618-277-4280
MAYER LANDSCPAING INC

Start Date: **06/01/2016**

3148431000
Merlo Plumbing Co Inc

Start Date: **09/19/2016**

3143618090
MISSOURI TERRAZZO

Start Date: **12/01/2016**

8477053863
Penn Services LLC

Start Date: **11/01/2016**

6363494990
RF MEEH CO

Start Date: **04/15/2017**

3146441666
Sally Waterproofing

Start Date: **11/20/2016**

5733925554
SURECUT LAWNCARE LLC

Start Date: **03/01/2017**

(636) 970-2710
XL Contracting Inc.

Start Date: **07/01/2016**

314-534-1030
DAVID MASON & ASSOC

Start Date: **08/01/2016**

Contract Amount: **\$0.00**

Project: 17-SB-103454-CB ELEVATOR REHAB - 8 UNITS - MO (FTA GRANTS MO-05-0028, MO-54-0001 AND PROP M)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3148902351
THE HARLAN COMPANY

Start Date: **05/26/2017** End **07/31/2018**
Contract Amount: **\$2,145,450.00**

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

314-522-9400 All American Painting Company	Start Date: 02/19/2018 Contract Amount: \$23,694.00	End Date: 09/06/2018
6363431211 Aschinger Electric	Start Date: 02/19/2018 Contract Amount: \$179,920.00	End Date: 09/06/2018
3147710868 BEETZ PLUMBING	Start Date: 04/16/2018	
3146311554 Degenhardt Heating & Cooling, Inc.	Start Date: 02/19/2018 Contract Amount: \$184,695.00	End Date: 09/06/2018
9729635273 ThyssenKrupp Elevator Corp.	Start Date: 02/14/2018 Contract Amount: \$1,100,246.00	End Date: 09/06/2018
3149910800 THYSSENKRUPP ELEVATOR CORPORATION	Start Date: 02/14/2018 Contract Amount: \$1,100,246.00	End Date: 09/06/2018

Project: 17-SB-104149-DR - BOYLE - CENTRAL WEST END METROLINK STATION - FACILITIES (FTA GRANT MO-79-X004 AND CORTE

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3144215933
L. Keeley Start Date: **06/29/2017** End **10/31/2018**
Contract Amount: **\$6,405,349.00**

500 South Ewing Avenue , Suite G
St. Louis , MO 63103

3147850078
BRK ELECTRICAL CONTRACTORS LLC Start Date: **07/03/2017**

6363524818 Contract ID: **17020-03**
Brandt Contracting, Inc. Start Date: **07/01/2017** End Date: **08/01/2017**
Contract Amount: **\$75,789.00**
6363495999 Contract ID: **SC#17020-01**

GERSTNER ELECTRIC

Start Date: **06/23/2017**

End Date: **05/31/2018**

Contract Amount: **\$377,037.00**

3148927550

Contract ID: **17020-03**

Sager & Son

Start Date: **07/01/2017**

End Date: **08/01/2017**

Contract Amount: **\$9,460.00**

618-274-0105

BUMPY'S STEEL ERECTION LLC

Start Date: **07/03/2017**

3147716200

Corrigan Company Mechanical Contractors

Start Date: **05/02/2018**

6369378300

D & S FENCING CO INC

Start Date: **07/03/2017**

LC9738124

D&S Fencing Co., Inc

Start Date: **07/03/2017**

314-291-1111

DRILLING SERVICE CO

Start Date: **02/20/2018**

3148436030

Kupferer Brothers Ironworks, Inc.

Start Date: **03/02/2018**

3142802800

St. Louis Steel

Start Date: **02/08/2018**

3144233338

Lorenz and Associates, Inc.

Start Date: **03/02/2018**

618-277-4280

MAYER LANDSCAING INC

Start Date: **07/03/2017**

3147739954

Mechanical Solutions

Start Date: **11/01/2017**

636-257-3701
Precision Daylighting, Inc.

Start Date: **05/02/2018**

End Date: **05/02/2018**

6365197770
ROSCH Co

Start Date: **06/20/2018**

(636) 978-7770
ROSCH COMPANY

Start Date: **03/26/2018**

6036214090
SPAN SYSTEMS, INC.

Start Date: **07/03/2017**

636332889
ST. CHARLES GLASS & GLAZING

Start Date: **07/09/2018**

6364753500
THOMAS INDUSTRIAL COATINGS, INC.

Start Date: **03/05/2018**

6362257800
Traffic Control Company

Start Date: **07/03/2017**

3142976968
Trinity Masonry

Start Date: **01/10/2018**

Project: 17-SB-104151-DGR BOYLE AVE. STATION & CWE PLATFORM EXTENSION PACKAGE 2 - TRACK (MO-79-X004 AND CORTEX)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3142912233

RAILWORKS TRACK SERVICES

Start Date: **10/12/2017** End **06/30/2018**
Contract Amount: **\$1,808,394.00**

4301 BRIDGETON INDUSTRIAL DRIVE ,

3144215933

L. Keeley

Start Date: 03/26/2018

3143812277

N & J RAILROAD CONTRACTING

Start Date: 05/07/2018

Project: 17-SB-104152-CB BOYLE AVE STN AND CWE PLATFORM EXT PACKAGE 3 -SIGNALS FTA GRANT MO-79-X004 AND CORTEX

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6183987575

WISSEHR ELECTRICAL CONTRACTORS

Start Date: 07/30/2017	End	07/31/2018
Contract Amount: \$726,787.03		

P.O. BOX 23798 ,
BELLEVILLE , IL 62223

Project: 17-SB-104153-CG BOYLE AVE STN AND CWE PLATFORM EXT PKG 4 - COMMUNICATIONS FTA GRANT MO-79-X004 & CORTE

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3145322000

SACHS ELECTRIC

Start Date: 08/23/2017	End	03/01/2018
	Date:	

PO BOX 96 ,
ST. LOUIS , MO 63166

3144205550

Pearl Street Electric

Start Date: 08/18/2017

Project: 17-SB-104494-CB, REPAIR & REPLACE CONCRETE AT DEBALIVIERE BUS FACILITY FTA GRANT MO-90-X296 & PROP M

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6183379494

L. KEELEY CONSTRUCTION, INC.

Start Date: 08/16/2017	End	12/31/2017
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Contract Amount: **\$287,927.75**

2901 FALLING SPRINGS RD ,
SAUGET , IL 62206

3144215933

L. Keeley

Start Date: **08/28/2017** End **12/31/2017**
Contract Amount: **\$287,927.75**

500 South Ewing Avenue , Suite G
St. Louis , MO 63103

3145962311
JR CONCRETE SERVICES LLC

Start Date: **08/21/2017**

Project: 18-RFP-103593-DGR CM/GC for Union Station Tunnel

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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5313657619

Kiewit Corporation

Start Date: **02/01/2019**

12720 I Street , Suite 200
Omaha , NE 68137

6362962012
KOZENY WAGNER

Start Date: **03/01/2019**

Project: 18-RFQ-105059-MD EMERSON PARK AND FAIRVIEW HEIGHTS - Z CROSSING GATES (MO-57-X006 and PROP M)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3148902351

THE HARLAN COMPANY

Start Date: **05/01/2018** End **08/01/2018**
Contract Amount: **\$111,700.00**

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

6363431211
Aschinger Electric

Start Date: **05/01/2018** End Date: **08/01/2018**
Contract Amount: **\$22,981.00**

Project: 18-SB-104831-MD PHASE 5 ADA MISSOURI METROBUS STOP ENHANCEMENT PROJECT - FTA GRANT FUNDED - MO-57-X006

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3146675913

RAINERI CONSTRUCTION

Start Date: **04/05/2018** End **07/31/2018**
Contract Amount: **\$143,336.00**

1300 Hampton Avenue Ste 200 ,
ST. LOUIS , MO 63109

Project: 18-SB-104938-CB ELECTRICAL INSTALLATION - ILLINOIS SECURITY GUARD SHACKS (MO-90-X296 AND SCCTD)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6183987575

WISSEHR ELECTRICAL CONTRACTORS

Start Date: **03/26/2018** End **06/26/2018**
Contract Amount: **\$66,860.00**

P.O. BOX 23798 ,
BELLEVILLE , IL 62223

Project: 18-SB-105089-CB FEEDER WIRE REHABILITATION AND SUBSTATION WATERPROOFING AT MO-05

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6183987575

WISSEHR ELECTRICAL CONTRACTORS

Start Date: **07/24/2018** End **12/07/2018**
Contract Amount: **\$318,800.00**

P.O. BOX 23798 ,
BELLEVILLE , IL 62223

6369378300
D & S FENCING CO INC

Start Date: **10/01/2018**
Contract Amount: **\$26,420.00**

Project: 18-SB-105153-CG Rehab & Overlay Repair Illinois Bus Facility Training Lot - FTA Funding MO-90-X296

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3145677997

BYRNE & JONES CONSTRUCTION INC.

Start Date: 06/25/2018 End 10/01/2018
Contract Amount: \$211,900.00

11745 REAR LACKLAND ,
ST. LOUIS , MO 63146

Project: 18-SS-104906-CB Emergency Temporary Shoring of Union Station Tunnel

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6183379494

L. KEELEY CONSTRUCTION, INC.

Start Date: 01/06/2018 End 04/30/2018
Contract Amount: \$100,000.00

2901 FALLING SPRINGS RD ,
SAUGET , IL 62206

Project: 18-SS-104908-CB Temporary Shoring & Barrier Curbs at Delmar Station

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3148902351

THE HARLAN COMPANY

Start Date: 01/06/2018 End 03/31/2018
Contract Amount: \$50,000.00

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

Project: 18-SS-105288-CB CROSS COUNTY HANLEY BRIDGE - STEEL REPAIR (OPERATIONAL FUNDING)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6362963300

ST. LOUIS BRIDGE COMPANY

Start Date: 05/23/2018 End 07/31/2018
Date:

655 LANDMARK DRIVE ,
ARNOLD , MO 63010

Project: 19-RFQ -105558-FP Feeder Cables at MO-25 Substation

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

618-398-7575

Wissehr Electrical Contractor

Start Date: **11/15/2018**

5801 W. State Route 161 ,
Belleville , IL 62223

**PROCUREMENT CARD PROGRAM
ADMINISTRATIVE REVIEW STATISTICS
JULY 1, 2018 - March 31, 2019**

	1ST QUARTER FY19		2nd QUARTER FY19		3rd QUARTER FY19		FY2019 YTD TOTAL	
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT
TOTAL TRANSACTIONS	4067	\$ 1,393,988	3931	\$ 1,379,514	4421	\$ 1,551,374	12,419	\$ 4,324,875
TRANSACTIONS REVIEWED	4067	\$ 1,393,988	3931	\$ 1,379,514	4421	\$ 1,551,374	12,419	\$ 4,324,875
PERCENTAGE REVIEWED	100%	100%	100%	100%	100%	100%	100%	100%
TRANSACTIONS INVESTIGATED	11	\$ 17,679	27	\$ 33,239	64	\$ 611,451	102	\$ 662,369
PERCENTAGE OF TOTAL INVESTIGATED	0.3%	1.3%	0.7%	2.4%	1.4%	39.4%	0.8%	15.3%
CONFIRMED PROCEDURAL VIOLATIONS	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -	14 TRANS 1 INCIDENT	\$ 641	14 TRANS 1 INCIDENT	\$ 641
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
TRANSACTIONS WITH SALES TAX	36	\$ 387	26	\$ 206	27	\$ 454	89	\$ 1,047
SALES TAX CHARGED	22	\$ 152	21	\$ 141	15	\$ 173	58	\$ 466
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	0.9%	0.0%	0.7%	0.0%	0.6%	0.0%	0.7%	0.0%
REFUNDED SALES TAX	14	\$ 235	5	\$ 65	12	\$ 281	31	\$ 581