

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

Section 10.020 Board Bylaws

**BYLAWS
of the
BI-STATE DEVELOPMENT AGENCY
of the
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

ARTICLE I – DEFINITIONS

A. Definitions. For all purposes of these bylaws, unless the context clearly requires otherwise, the following terms shall have the following meanings:

1. Agency. The term “Agency” or “Bi-State Development Agency” shall refer to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, a governmental unit formed by an interstate compact between the States of Missouri and Illinois.

RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II

2. Board. The term “Board” or “Board of Commissioners” shall refer to the Board of Commissioners of the Agency, the governing body of the Agency under the Compact.

RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV

3. Chair. The term “Chair” shall refer to the Chair of the Board of Commissioners elected pursuant to these, the Compact and the policies and procedures of the Agency.

RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V

4. Commissioner. The term “Commissioner” shall refer to a member of the Board of Commissioners of the Agency.

RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV

5. Compact. The term “Compact” shall refer to the interstate compact entered into between States of Missouri and Illinois pursuant to Section 70.370 of the Missouri Revised Statutes and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and approved by the Congress of

the United States under Public Law 743, Chapter 829, approved August 31, 1950, pursuant to Article I, Section 10, Clause 3 of the United States Constitution.

6. District. The term “District” shall refer to the Missouri – Illinois Metropolitan District established under the Compact.

RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II

7. President & Chief Executive Officer (President & CEO). The term “President & CEO” shall refer to the President & CEO of the Agency.

ARTICLE II – BOARD OF COMMISSIONERS

(revised 04/19/2024)

The Board of Commissioners of the Agency shall consist of those persons qualified and appointed pursuant to the provisions of the Compact and implementing statutes.

RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV

ARTICLE III – OFFICERS

(revised 04/19/2024)

A. Election of Officers. At a regular or special meeting called for that purpose, the members of the Board shall, in June of each year, elect from among the members of the Board a Chair and a Vice-Chair, one of whom shall be a resident of Illinois and one a resident of Missouri; a Secretary and a Treasurer, one of whom shall be a resident of Illinois and one a resident of Missouri.

B. Term of Office and Succession. All officers shall hold office for a term of one year or until their successors are elected and qualified. No Commissioner shall be eligible to serve more than two successive terms in the same office. Upon the expiration of two successive full terms in the office of Chair, no Commissioner who has the state of residence of the Chair whose successive terms shall have expired shall be eligible for election as Chair.

C. Vacancies. Upon the vacancy of the office of Chair for any reason during a term of office, the Vice-Chair shall succeed to the office of Chair for the balance of the unexpired term, unless the Board determines to elect from among the members of the Board an officer to fill such vacancy. Upon the vacancy of any other office for any reason during the term of office, the members of the Board shall, at the next regular or at a special meeting called for that purpose, elect from among the members of the Board an officer or officers to fill any such vacancy in accordance with the provisions of these.

D. Duties of Officers.

1. Chair. The Chair shall preside at all meetings of the Board, shall have

general supervision of the affairs of the Agency, and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Board to delegate any specific powers to any other officer or officers of the Agency. The Chair shall execute all documents requiring the seal of the Agency. The Chair is the authorized speaker for the Board of Commissioners.

2. Vice Chair. The Vice-Chair shall perform such duties as shall be assigned by the Board or by the Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair with the same force and effect as if performed by the Chair, and shall be subject to all restrictions imposed upon the Chair.
3. Secretary. The Secretary shall record or cause to be recorded all votes and the minutes of all proceedings of the Board in a minute book to be kept for that purpose. The Secretary shall keep or cause to be kept in safe custody the seal of the Agency and, when authorized by the Chair or Vice-Chair, shall affix the seal to any instrument requiring the seal and, when so ordered, provide an attestation thereof, shall give, or cause to be given, a notice as required of all meetings of the Board and shall perform such other duties as may be prescribed from time to time by the Board.
4. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of the Agency to be maintained for such purpose, shall deposit or cause to be deposited all moneys and other valuable effects of the Agency in the name and to the credit of the Agency in depositories designated by the Board or in accordance with its policies, and shall disburse or cause to be disbursed the funds of the Agency as may be ordered by the Board.
5. Other Officers. The Board may appoint such other officers and agents, as it shall deem expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V

E. Delegation of Power. In case of absence of any officer of the Agency or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any other officer or to any Commissioner for the time being.

F. Removal. Any officer elected or appointed by the Board may be removed at any time with or without cause by the Board.

G. Compensation. The members of the Board shall receive no salary. However, nothing contained herein shall be construed to preclude any Commissioner or officer from

receiving expenses, if any, while in the exercise of Agency duties or in the performance of business of the Agency.

RSMo Section 70.410; 45 ILCS 105/4

H. Bonds. The Board may require any and all of the officers or employees to give bond to the Agency with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

I. Area Representation. The Chair shall annually appoint with the advice and consent of the Board, at least one Commissioner to represent the City of St. Louis and each of the counties in the District. Commissioners will be appointed to only one such political subdivision. It is the representative's function to make this representation known to the chief executive officer and officials or appointees of that subdivision concerned with Agency matters so that each political area has access to the Board on matters that deserve Board attention.

J. 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.

K. Failure to Perform Duties and/or Follow Board Policies. Members of the Board have a duty to perform the duties of a Commissioner described by the Compact and implementing statutes, and to comply with the duly authorized policies of the Board. In the event the Board believes a Commissioner has failed in either of these regards, the Board may move to censure the Board member in question through the adoption of a resolution expressing the Board's opinion that the Commissioner has violated the Compact, statutes or Board policies and explaining the basis for its opinion. The Board may also direct the Chair to petition the appropriate appointing authority to replace the Board member.

ARTICLE IV – COMMITTEES OF THE BOARD

(revised 8/26/10, 11/18/11, 11/18/16, 04/19/2024)

A. Executive Committee. There shall be an Executive Committee of the Board, which shall have the duties and powers enumerated herein and such other duties, and powers as may be prescribed by the Compact or other Board Policy. The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall perform the following general functions and such other matters as may be referred to the Executive Committee from time to time:

1. Assist the Chair in reviewing all major policy issues and public policies affecting the strategic direction of the Agency
2. Assist the Chair in ensuring that the Agency's continuing direction is consistent with its stated mission and goals

3. Review management recommendations regarding human resource issues and collective bargaining agreements
4. Review and recommend action on matters requiring Commission approval
5. Perform any other duties delegated to the Executive Committee by the Board of Commissioners.

B. Other Committees (revised 8/26/10, 11/18/11, 11/18/16, 04/19/2024). Unless otherwise provided by Board Policy, applicable law, or agreements providing the establishment of committees, the Board Chairman shall, subject to such conditions as may be prescribed by the Board, appoint Board Commissioners to serve as members of standing committees of the Board. All standing committee members shall be appointed for a term of two years beginning in June of alternate years, or until their successors are appointed. Unless otherwise provided by Board Policy, or applicable law or agreement, the Board Chairman shall designate one Commissioner to serve as the chairman of each committee.

In appointing both committee members and committee chairmen, the Board Chairman shall ensure that both Missouri and Illinois Commissioners are fairly represented. Each committee shall be composed of three or more Commissioners, and shall be supported by Agency staff members whose positions in the Agency are appropriate to the purposes and responsibilities of that committee. Should a Commissioner vacate a committee position for any reason during his/her appointed term, or should the Board create a new committee, the Board Chairman shall appoint another Commissioner or Commissioners to fill such vacancy, or new committee positions, as soon as practicable.

Standing committees shall include an Executive Committee, a Nominating Committee, an Audit, Finance & Administration Committee, and an Operations Committee. In addition, the Board may, by motion or resolution, appoint other standing or temporary committees as it deems necessary and assign them such duties and powers as may be required to fulfill their purpose.

ARTICLE V – MEETINGS OF THE BOARD

(revised 8/26/10 and 04/19/2024)

A. Regular Board Meetings (revised 8/26/10 and 04/19/2024). The regular meetings of the Board shall be held according to a schedule proposed by the Board Chairman and approved by the Board. The time of the meetings shall be 8:30 A.M. unless stated otherwise in the meeting notice. Meetings may be held in person, or virtually with Commissioner participation by videoconference, or a combination thereof.

B. Committee Meetings (revised 8/26/10 and 04/19/2024). Committees shall meet as determined by the committee chairman or by the Board for the conduct of its business. Committees may recommend matters for action to the full Board, but such a recommendation is not required for the Board to act on a matter. A quorum of committee members is not required for a committee to meet or to make recommendations to the Board. Two or more Board committees may meet jointly when it is expedient to mutually discuss and recommend action on a particular matter.

Unless otherwise prohibited by Board Policy, or applicable law or agreement, any Board member may attend any committee meeting and, for any committee other than Nominating or Executive, may vote on matters presented for that committee's consideration regardless of whether he/she is a member of that committee.

Each committee will be assisted by Agency employees designated by the President/CEO for the purpose of providing staff support to that committee. Each committee shall provide advance public notice of the date, time and place of its upcoming meeting, and shall keep minutes of all of its proceedings as provided by Board Policy. All minutes shall be kept in the offices of the Agency, and the proceedings of each committee meeting shall be reported to the full Board at the Board's next regularly-scheduled or special meeting.

C. Special Meetings (revised 04/19/2024). Special meetings of the Board or Committees of the Board may be called at any time by the Board Chair or by two Commissioners; to be held virtually or at the principal office of the Agency or at such other place as may be designated in the notice and call of the meeting.

D. Place (revised 04/19/2024). All meetings of the Board or a Committee of the Board shall be held virtually or in the principal office of the Agency or at such other place as shall be determined from time to time by the Board, and the place at which said meeting shall be held shall be stated in the notice and call of the meeting.

E. Notice (revised 04/19/2024).

1. When and How Notice is Given. Written notice of each meeting of the Board or a Committee of the Board, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered or given not less than five days before the date of the meeting, either personally or by email to all Board members. The notice shall be accompanied by any material which is to be considered in connection with any action proposed to be acted upon at the meeting; provided, however, that nothing contained herein shall preclude a Commissioner from requesting consideration of any matter at any meeting of the Board. Materials may also be provided to Commissioners through an electronic document system used by the Board.
2. Notice May be Given in Writing (revised 04/19/2024). Whenever the provisions of these policies require notice to be given to any Commissioner, they shall not be construed to mean personal notice; such notices may be given by emailing to such Commissioner at the email address of such Commissioner provided to the Board Secretary, and the time when the same shall be emailed will be deemed to be the time of the giving of such notice.
3. Waiver of Notice. A waiver of any notice in writing signed by a Commissioner, whether before or after the time stated in the said waiver for

holding a meeting, shall be deemed equivalent to a notice required to be given to any Commissioner.

F. Quorum for Board Meetings. A quorum at any regular or special meeting of the Board shall consist of three Commissioners from the State of Illinois and three Commissioners from the State of Missouri. If a quorum is not present at a properly called meeting, the meeting may be adjourned by those present from time to time until a quorum is present and a notice of such adjourned meeting shall be sent to all Commissioners which notice shall contain the time and place of such adjourned meeting.

RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V

G. Telephone and Video Conference (Virtual) Participation (revised 04/19/2024). Any member or members of the Board or of any Committee designated by the Board or by the Chair may participate in a meeting of the Commissioners or any Committee of the Board by means of conference telephone, videoconference or similar communication equipment by means of which all persons participating in the meeting can hear each other, and with the recording of that meeting becoming a part of the official Agency records. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the member or members so participating.

RSMo Section 70.421; 45 ILCS 105/9

H. Meeting Conduct.

1. Roberts Rules of Order. The Chair will conduct board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Authorized Speakers (revised 04/19/2024). Persons authorized to speak at the Board meetings are the Commissioners and President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners at a meeting may do so pursuant to Board Policies on Public Comment.

ARTICLE VI – BOARD POLICIES

(revised 04/19/2024)

A. Any action by the Board of Commissioners establishing policy, administrative, business, or otherwise, shall be known as “Board Policies”.

B. Board Policies shall be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.

C. All Policies falling within the definition of Board Policies as herein defined, and in existence upon the date of the adoption of these, shall be a part of the Board Policies.

D. Unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board.

E. The Secretary of the Board of Commissioners shall keep all such Policies on file in his or her office, and shall post such Policies on the Agency's website at a place accessible to the public.

RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V

ARTICLE VII – FINANCIAL MATTERS

A. Books and Accounts. The books, accounts, and records of the Agency, except as may otherwise be required by applicable law, may be kept at such place or places as the Board of Commissioners may from time to time designate. All books, accounts, records and documents of the Agency shall be open to inspection of the Commissioners at all times.

B. Funds. All monies coming into the possession of the Agency shall be deposited in the name of the Agency in such bank or banks or trust companies or credit unions or savings and loans or other depository institutions as the Board shall designate and shall be drawn out by check, or electronic funds transfer, by persons designated by resolution of the Board.

C. Audit. The books and accounts of the Agency shall be audited annually by a certified public accountant or firm of certified public accountants designated by the Board.

D. Fiscal Year. The fiscal year of the Agency shall date from July 1 of one year to June 30 of the next year unless otherwise provided by the Board.

RSMo Section 70.370, Art. III; 45 ILCS 100/1, Art. III

ARTICLE VIII – EMERGENCY ACTION/RESPONSE

(revised 04/19/2024)

A. The Chair, or President & CEO, is authorized to undertake whatever action is deemed necessary or appropriate to respond to, to deal with, or to manage the Agency, in an "emergency." Such action need not comply with any applicable requirement of Agency policies and procedures, which shall be deemed to be waived during any emergency.

B. For purposes of this provision, an "emergency" shall be deemed to include:

1. the occurrence of a catastrophic event, such as war, nuclear incident, or other national or local calamity;
2. situations posing immediate threat to public health or safety;
3. situations posing immediate threat to Agency personnel or property; and

4. such extraordinary circumstances that failing to take action will be detrimental to the activities of the Agency.

C. As soon as practicable after the taking of any such action in an emergency, the Chair or President & CEO shall report such action to the Board and such action will be considered by the Board at its next regular meeting.

D. This provision is not intended to supersede or repeal any emergency provision included in any specific Agency bylaw, policy or procedure.

ARTICLE IX – INDEMNIFICATION

A. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency), by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

B. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by the Agency to procure a judgment in its favor by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonable incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a Commissioner, officer or employee of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in such paragraphs A and B, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit or proceeding.

D. Any indemnification under such paragraphs A and B hereinabove, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the Commissioner, officer or employee is proper in the circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Commissioner, officer or employee to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

F. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be a Commissioner, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

G. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph F, to any person who is or was a Commissioner, officer or employee; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

H. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency, by reason of the fact that such person is or was an independent contractor of the Agency), against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

I. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by of the Agency to procure a judgment in its favor by reason of the fact that such person is or was an independent contractor of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

J. To the extent that an independent contractor of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph H, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonable incurred by such person in connection with the action, suit or proceeding.

K. Any indemnification under paragraph H herein above, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the independent contractor is proper in the circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

L. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of an independent contractor to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

M. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such persons' official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be an independent contractor and shall inure to the benefit of the heirs, executors and administrators of such person.

N. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph M, to any person who is or was an independent contractor; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment

and discretion of the Board and in no event shall the Board be required to increase such indemnification.

ARTICLE X – SEAL

The seal of the Agency shall consist of two concentric circles, between which shall be the name of the Agency with the year established, and the State names of Missouri and Illinois and in the center shall be shown the area comprising the Bi-State Metropolitan Development District.

ARTICLE XI – AMENDMENTS

Alterations, amendments, or repeals of these Bylaws may be made by a majority of the Commissioners from Illinois and a majority of the Commissioners from Missouri at any regular or special meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal.

CERTIFICATION

I, _____, Secretary of the Board of Commissioners of the Bi-State Development Agency, do hereby certify that the above is a true and correct copy as adopted by the Board of Commissioners on a quorum present and voting in favor thereof.

Name
Secretary

Date

Section 10.030 Controlling Law

Bi-State Development Agency (the “Agency”) is an interstate compact entity created pursuant to Article I, Section 10, Clause 3 of the United States Constitution and the interstate compact entered into between the States of Missouri and Illinois pursuant to Section 70.370 of the Revised Statutes of Missouri and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and ratified by the Congress of the United States (the “Agency Compact”). As an interstate compact entity, the Agency is not governed by the provisions of state law but by the provisions of the Agency Compact.

Section 10.040 Standing Committees (revised 5/22/09, 8/26/10; 3/25/11, 11/18/11, 11/18/16, and 04/19/2024)

A. Executive Committee (revised 8/26/10) The Executive Committee shall be composed of the officers of the Board, and shall perform its functions pursuant to the provisions of the Board Bylaws.

B. Committee Formation and Appointment of Members (revised 8/26/10) The Committees of the Board shall consist of those established pursuant to the Board Bylaws, and the appointment of members to the committees is governed by the provisions of the Bylaws. In addition to the regular assigned committee staff, a committee may request that any officer or employee of the Agency, the Agency’s outside counsel, its independent auditors or actuaries, or other outside consultants attend a particular committee meeting or meetings for the purpose of providing information or advice.

C. Standing Committees (Revised 8/26/10, 03/25/11, 11/18/11, 11/18/16 and 04/19/2024)

1. NOMINATING COMMITTEE (Revised 11/18/16). The purpose of this Committee is to recommend a slate of officers to serve for the following year, which slate shall be presented to the Board for approval in June of each year. The Chairman of the Board shall appoint the members of the Nominating Committee, which shall be composed of two Missouri Commissioners and two Illinois Commissioners.

2. AUDIT, FINANCE & ADMINISTRATION COMMITTEE (Revised 03/25/11, 11/18/11, 11/18/16, and 04/19/2024). The purpose of this Committee is to assist the Board in the oversight of the Agency’s financial management and operations, including the integrity of its financial statements, the appointment and performance of its internal and external auditors and its compliance with all legal and regulatory requirements. It shall have the authority, to the extent it deems necessary, to conduct investigations and to retain independent consultants in connection with its responsibilities. Additionally, the Committee has oversight of the development of the Agency’s capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency’s legislative, regulatory and public relations plans.

Specific responsibilities include, but are not limited to the following:

- To review the Agency's major financial risk exposures and the adequacy of the Agency's risk management assessment and control policies.
- To directly oversee the planning, staffing and work of any independent auditors retained to perform the annual financial audit of the Agency and issue an audit report, or to perform other audits, reviews or attests services.
- To appoint and oversee the work of the Chief Audit Executive and the Internal Audit Department staff, including reviewing all significant reports prepared by the internal auditing department and reviewing the internal audit plan for each upcoming year. The Committee will provide input to the Executive Committee in connection with the annual evaluation of the Chief Audit Executive.

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 Pension Plans are being funded in accord with actuarial recommendations, and that the investment of funds for each Plan is based on independent advice from qualified outside professionals and is within the parameters of the Plan's investment policy.
- To monitor legislative, regulatory and public relations issues facing the Agency and to advise and make recommendations regarding the Agency's plans in these areas.
- The Committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

3. OPERATIONS COMMITTEE (revised 11/18/11, 11/18/16, 04/19/2024). The purpose of this Committee is to oversee all aspects of the Agency's operations, including the operations of Metro Transit, the St. Louis Regional Freightway, Tourism Innovation Division (Arch, Riverboats), St. Louis Downtown Airport, the Economic Development Division, and any other of the Agency's business enterprises, whether now existing or hereafter arising. It is to provide operational and program oversight of all current and proposed operations plans to ensure that such plans accord with the strategic direction set for the Agency by the Board. The Committee will:

- Regularly review guidelines for the execution of the transit service, including system performance, geographical coverage, levels of service, and consumer interfaces.
- Monitor system safety issues and system performance in conformance with regulatory requirements.
- Review management's recommendations concerning development opportunities created by the Agency's expansions of service and investments in infrastructure, and review activities supporting the implementation of the Agency's Long-Range Transit Plan including regular updates of same.
- Review management's recommendations on the Agency's goal of increasing community awareness of and support for public transit; and to identify and foster partnerships with regional civic and business entities in order to enhance economic development.
- Make regular reports of its findings and/or recommendations to the full Board of Commissioners.
- The Committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

Section 10.050 Ad Hoc Committees (Revised 11/18/16, 11/29/2023, 04/19/2024)

A. Membership. The Chair will appoint membership of Ad Hoc Committees and they will contain the appropriate number and mix of Commissioners to accomplish the tasks of the committee. Ad Hoc Committees can be a committee of the whole.

B. Purpose. Ad Hoc Committees shall consider such issues as appropriate for that particular committee. Examples of Ad Hoc committees include, but are not limited to; Executive Search Committee, Chief Legal Counsel Selection Committee, Interim Management Committee, Planning Committee and Special Project Committees.

Section 10.060 Board and Committee Meetings (revised 09/23/16, 06/17/2020, and 04/19/2024)

A. Compact and Bylaws to Control. The conduct of regular and special meetings of the Board of Commissioners and Committees thereof established pursuant to this Chapter 10 of the Collected Board Policies, including the provision of notice, place where such meetings are held, and applicable attendance and quorum requirements shall be done pursuant to and in

accordance with the Board Bylaws and the Compact. The provisions of this section shall supplement such matters.

B. Agendas. The President & CEO shall prepare the agenda for Board and Committee meetings in accordance with the provisions of the Compact and Board Policy. He or she shall place such matters upon the agenda as may be requested by the Chair of the Board and such Committee or any Board Commissioner. Requests by a Committee or a Commissioner for the preparation of a report, policy or report for a Board Agenda, which in the opinion of the President & CEO will require the expenditure of significant staff time or funds, may not be acted upon by the President & CEO until approved by the Board.

C. Consent Agenda Procedure. The President & CEO may, at his discretion, place any item of business on the consent agenda, provided the item of business does not involve any advertised public hearing, does not require a super majority vote, and as to which no request has been made by a Commissioner to discuss the matter. The consent agenda shall be prepared by the President & CEO. An item of business placed on the consent agenda may be removed from such agenda at any time prior to the finalization of the consent agenda as set forth herein. An item of business shall be automatically removed from the consent agenda if a request is made by a Commissioner that they wish to speak or have discussion on the matter. An item included on the consent agenda shall not be debated or discussed by a Commissioner unless the Commissioner has requested an opportunity to speak on the matter prior to the finalization of the consent agenda. Items of business contained on the consent agenda shall be voted upon by the Board considering the consent agenda in its entirety and shall not be taken up for consideration as separate matters, except that nothing contained herein shall be construed to prohibit a Commissioner from voting individually on each separate item shown on the consent agenda.

A vote by a Commissioner for adoption of the consent agenda shall mean that the Commissioner has requested that his or her vote be recorded as an "aye" vote for each separate item on the consent agenda and shall be recorded as such. A vote against adoption of the consent agenda shall be recorded as a "nay" vote on each item placed on the consent agenda and shall be recorded as such. Provided, however, a Commissioner, when casting an "aye" or "nay" vote, may specifically exclude from such vote for approval or disapproval of the consent agenda specific items on the agenda, and in such event the minutes shall record the exceptions accordingly. Consent agendas following this procedure may also be used for closed (executive) session agendas.

D. Order of Business (revised 04/19/2024).

1. Call to Order
2. Roll Call
3. Public Comment
4. Approval of Minutes
5. Report of Treasurer

6. Report of Chair
7. Report of President & CEO
8. Committee Reports
9. Approval and Adjustment of Agenda - Commissioners to indicate matters for removal from Consent Agenda on which discussion is requested
10. Consent Agenda Items
11. Committee Action Items
12. Unscheduled Business
13. Call of the Dates for Future Board and Committee Meetings
14. Adjournment

E. Conduct of Meetings; Rules of Order.

1. Rules of Order. The Chair will conduct Board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Conduct of Meetings. Persons authorized to speak at the Board meetings are the Commissioners and the President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only pursuant to the Agency's public comment policy as set forth herein, provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

F. Public Comment (revised 04/24/2020, 06/17/2020, and 04/19/2024).

1. Meetings of the Board and Committees shall provide for public comment in the following instances:
 - a. In connection with matters related to capital grant applications, fare increases and service changes, and changes to the paratransit plan as required by provision of applicable law
 - b. On motion adopted by the Board permitting public comment on a specified topic or topics

- c. At the written request of a member of the public specifying the topic or topics to be addressed during such public comment and provided to the Agency 16 hours before the start of the Board or Committee meeting at which such public comment is requested. No public comment shall be allowed addressing any pending bid protest, litigation, or legal matter to which the Agency, its Commissioners, officers, directors, employees, or agents are a party.
- 2. Public comment at meetings where the Commissioners attend virtually:
 - a. May be submitted in writing up to 16 hours before the meeting;
 - b. Will be provided to all Commissioners prior to the meeting and included in the meeting packet.
- 3. All public comments at meetings with Commissioners at headquarters shall be made pursuant to the following rules:
 - a. All individuals shall state their name, address and topic for comment.
 - b. All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair.
 - c. All remarks shall be directed to the Board as a collective body and not to any individual member thereof.
 - d. Use of threatening, obscene, profane, disruptive, or abusive language is prohibited.
 - e. An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair.
 - f. Public comment by an individual shall be limited to three minutes unless permission to continue is given by motion adopted by the Board.

Section 10.070 Public Meetings (revised 09/26/08, 09/23/16, 06/28/19, and 04/19/2024)

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 (revised 04/19/2024).

- 1. Regular Meetings (revised 04/19/2024). The Agency shall give public notice of the schedule of regular meetings of the Board of Commissioners (the “Board”) and its Committees 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 (revised 04/19/2024). The Agency shall give public notice of any special meeting of the Board or its Committees at least 24 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, and placed on the Agency's website. When it is necessary to hold a meeting on less than 24-hour notice, the nature of the good cause justifying the departure from the normal notice requirements shall be stated in the minutes.
3. Notice to News Media and Others. The Agency shall also supply copies of the schedule of regular meetings and notice of any special, emergency, rescheduled or reconvened meeting of the Board or its Committees to any news medium or member of the public that has filed an annual request for such notice with the Agency. Such annual request shall be filed with the Agency and shall include an email address or telephone number within the territorial jurisdiction of the Agency at which such notice may be given.
4. Posting of Meeting Agenda (revised 04/19/2024). 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 24 hours in advance of the holding of the meeting.
5. Notice of Closed Meetings or Vote. (revised 09/26/08, 09/23/16, and 06/28/19) Notice of any closed meeting, or portion thereof, shall be provided by giving notice of the time, date and place of such meeting in the manner prescribed by this section. Such notice shall also state the reason for holding such closed meeting. The Agency may close its meetings, or parts thereof, for any of the circumstances listed for closing records in the Agency's Public Records Policy (Section 10.080). The reasons for the closed meeting or closed (executive) session will be provided for each agenda item and any motion to go into closed (executive) session will state the reason for holding such closed (executive) session.
6. Closed Meeting and Closed (Executive) Session Voting. No final action vote shall be taken in a closed meeting or closed (executive) session. For closed meeting and closed (executive) session matters requiring final action a roll call vote shall be taken in open session.

C. Accessibility (revised 04/19/2024). 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. Virtual meetings shall also be accessible to the public. When it is necessary to hold a meeting at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying the departure from the normal requirements shall be stated in the minutes.

D. Disruption of Meetings. No person shall be allowed to conduct themselves during the proceedings of open meetings of the Board or its Committees in any manner, which disrupts the meetings. Public meetings of the Agency may be videotaped at the discretion of the Chair as long as such activity does not become disruptive. The Chair may order the removal of any disruptive person from the meeting.

E. Minutes. (revised 09/26/08, 09/23/16, 06/28/19 and 11/29/2023) The Agency shall keep written minutes of all meetings of its Board and its Committees, which minutes shall include the following:

1. the date, time and place of the meeting;
2. the members of the Board recorded as either present or absent;
3. a roll call vote during open session on the vote to go into closed (executive) session;
4. a roll call vote taken during closed (executive) session to resume open session;
5. a roll call vote taken in open session of all matters proposed for final action during closed (executive) session; and
6. a general description of all matters proposed, discussed or decided, and a record of any votes taken.

The minutes of meetings open to the public shall be available for public inspection at the Agency's Headquarters within seven days of the approval of such minutes by the Board. The Board shall meet to review the minutes of closed Board and Committee meetings or closed (executive) sessions periodically in its discretion, but no less than twice a year. At such meetings the Board will determine if it is no longer necessary to protect the public interest or the privacy of an individual by keeping the minutes confidential. If such meeting is not held by the Board as provided by this section, the Chief Legal Counsel will determine if it is no longer necessary to protect the public interest or privacy of an individual by keeping the closed minutes, or a portion thereof, confidential.

F. Recordings. The Agency shall record all meetings of its Board and its Committees in the form of an audio or video recording. Recordings of open meetings shall be an open record of the Agency. Recordings of closed meetings and closed (executive) sessions shall be a closed record not

open to the public and are not required to be reviewed. The closed session recordings shall be destroyed after 18 months, provided the Board has approved the minutes of the closed meeting.

Section 10.080 Public Records (revised 09/23/16, 11/29/2023, and 04/19/2024)

A. Policy. As an interstate agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing the public records of the Agency.

B. Definition “Public Record” (revised 04/19/2024), any record, whether written or electronically stored, retained by the Agency, including any report, survey, memorandum, or other document or study prepared for the Agency by a consultant or other professional service paid for in whole or in part by public funds, including records created or maintained by private contractors under an agreement with the Agency or on behalf of the Agency. The term “public record” does not include 1) any internal memorandum or letter received or prepared by or on behalf of the Agency consisting of advice, opinions and recommendations in connection with the deliberative decision-making process of the Agency or any preliminary drafts, notes, recommendations, memoranda and other recordings in which opinions are expressed, or policies or actions are formulated, unless such records are presented at a public meeting; 2) off-line communications with the public on social media including but not limited to responses, messages, phone records, and emails; or 3) communications and other documents of independent business enterprises established by the Agency, unless such documents are presented to the governing body of the enterprise or the Agency.

C. Custodian. (Revised 6/27/08 and 09/23/16) The Agency hereby appoints the Chief Legal Counsel as Custodian of the Agency’s official records. The office of the Chief Legal Counsel is located at the Agency’s Headquarters, 211 North Broadway, Suite 700, St. Louis, Missouri 63102.

D. Closed Records. Circumstances under which Agency records are closed include, but are not limited to the following:

- (1) Legal: Actual or potential legal actions, causes of action or litigation involving the Agency, including but not limited to any confidential or privileged communications between the Agency or its representatives and its attorneys. Any minutes, vote or settlement agreement relating to legal actions, causes of action or litigation involving the Agency or any agent or entity representing its interest or acting on its behalf or with its authority, including any insurance company, shall be made public upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court. Legal work product shall be considered a closed record;

- (2) Real Estate: Leasing, purchase or sale of real estate by the Agency where public knowledge of the transaction might adversely affect the legal consideration therefor. However, any minutes, vote or public record approving a contract relating to the leasing, purchase or sale of real estate by the Agency shall be made public upon closing of the lease, purchase or sale of the real estate. Despite the provisions herein, any lease at the St. Louis Downtown Airport wherein the Agency is lessor shall be a closed record, except any rental and fees paid to the Agency thereunder shall be public;
- (3) Personnel: Hiring, firing, disciplining or promoting of particular employees by the Agency when personal information about the employee is discussed or recorded. However, any vote on a final decision, when taken by the Agency, to hire, fire, promote or discipline an employee shall be made available with a record of how each member voted to the public within seventy-two hours; provided however, that any employee so affected shall be entitled to prompt notice of such decision during the seventy-two-hour period before such decision is made available to the public. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment, including but not limited to records reflecting any health, disability, drug and alcohol matters, and discrimination issues, except that this exemption shall not apply to the names, positions, salaries and lengths of service of officers and employees of the Agency once they are employed as such;
- (4) Health Proceedings: Non-Judicial mental or physical health proceedings involving identifiable persons, including medical, psychiatric, psychological, or alcoholism or drug dependency diagnosis or treatment;
- (5) Employee Negotiations: Records relating to collective negotiating or bargaining matters between the Agency or its representatives and its employees or representatives, including but not limited to any discussions, work product, offers or positions, except that any final contract or agreement shall be open;
- (6) Data Processing: Administrative or technical information associated with automated data processing operations, including but not limited to software, operating protocols, computer program abstracts, file layouts, source listings, object modules, load modules, user guides, documentation pertaining to all logical and physical design of computerized systems, employee manuals, and any other information that, if disclosed, would jeopardize the security of the system or its data or the security of materials exempt under this Policy;
- (7) Purchasing and Contracts: Proposals and bids and related documents for any contract, grant, or agreement, including information which if it were disclosed would frustrate procurement or give an advantage to any person proposing to enter into a contractor agreement with the Agency, and any documents related to a negotiated contract, until an award or final selection is made or a contract is executed. Information prepared by or for the Agency in preparation of a bid

solicitation, including but not limited to specifications for competitive bidding, shall be exempt until an award or final selection is made;

- (8) Proprietary Interest: Records relating to scientific and technological innovations in which the owner has a proprietary interest. Trade secrets and commercial or financial information obtained from a person or business where the trade secrets or commercial or financial information are furnished under a claim that they are proprietary, privileged or confidential, and that disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business, and only insofar as the claim directly applies to the records requested;
- (9) Hotlines: Records relating to hotlines established for the reporting of abuse and wrongdoing, including the Agency's Compliance Program under Chapter 100 of Agency Policy, and any investigations and reports relating to such records;
- (10) Auditors: Confidential or privileged communications between the Agency and its auditors, including all auditor work product and materials prepared or compiled with respect to internal or external audits of the Agency;
- (11) Security: Vulnerability assessments; security measures (including security force measures, reports, policies and videos for Agency facilities, rail and bus); safety investigations and reports; operational guidelines; and response policies or plans that are designed to identify, prevent, or respond to potential incidents or attacks upon Agency patrons or systems, facilities, or installations, the destruction or contamination of which has the potential to endanger individual or public safety or health, but only to the extent that disclosure could reasonably be expected to jeopardize the effectiveness of the measures or the safety of the personnel who implement them or the public. Architects' plans, engineers' technical submissions, existing or proposed security systems, structural plans, and other construction related technical documents for Agency projects, but only to the extent that disclosure would compromise security or safety. The portion of a record that identifies security systems or access codes or authorization codes for security systems of Agency real property;
- (12) Computers: Records that identify the configuration of components or the operation of a computer, computer system, computer network, or telecommunications network, and would allow unauthorized access to or unlawful disruption of a computer, computer system, computer network, or telecommunications network of the Agency. This exception shall not be used to limit or deny access to otherwise public records in a file, document, data file or database containing public records. Records related to the procurement of or expenditures relating to such computer, computer system, computer network, or telecommunications network, including the amount of moneys paid by, or on behalf of, the Agency for such computer, computer system, computer network, or telecommunications network shall be open;

- (13) Personal Access Codes: Credit card numbers, personal identification numbers, digital certificates, physical and virtual keys, access codes or authorization codes that are used to protect the security of electronic transactions between the Agency and a person or entity doing business with the Agency;
- (14) Personal Information: Personal information contained within public records, the disclosure of which would constitute a clearly unwarranted invasion of personal privacy, unless the disclosure is consented to in writing by the individual subjects of the information. "Unwarranted invasion of personal privacy" means the disclosure of information that is highly personal or objectionable to a reasonable person and in which the subject's right to privacy outweighs any legitimate public interest in obtaining the information. This shall include any personnel information exempt from disclosure under subsection (3), except that the disclosure of information that bears on the public duties of public employees and officials shall not be considered an invasion of personal privacy. Any personal information relating to Agency patrons, including but not limited to, medical information, shall be excluded pursuant to this section;
- (15) Insurance Information: Any and all proprietary information and records related to the operation of an intergovernmental risk management association or self-insurance pool or jointly self-administered health and accident cooperative or pool. Insurance or self-insurance (including any intergovernmental risk management association or self-insurance pool) claims (including but not limited to liability, workers' compensation, and equal employment), loss or risk management information, records, data, advice or communications;
- (16) Rail, Bus or Facilities Safety and Accidents: Any and all documents related to rail, bus or facilities safety and accidents, including security camera videos or footage, security, portions of system safety program plans, investigation reports, surveys, schedules, lists, data, or information compiled, collected, or prepared by the Agency in connection with internal or external investigations;
- (17) Protected by Law: Records and information which are protected from disclosure by law, including federal or state laws or rules or regulations.

In addition, although the Missouri Sunshine Law (Mo. Rev. Stat. § 610.010, et seq.) and Illinois Freedom of Information Act (5 Ill. Comp. Stat. § 140/1, et seq.) are not applicable to the Agency as an interstate compact agency, as a matter of policy, in addition the specific exemptions listed above, the Agency reserves the right to close any record of the Agency which would be permitted to be closed under any exemption in these Missouri or Illinois laws, as amended, if those laws were applicable to the Agency.

Notwithstanding anything else provided herein, the Agency also reserves the right to close any record at its discretion if the Agency deems such closure to be in the Agency's best interests.

E. Requests for Records. (revised 6/27/08, 09/23/16, 11/29/2023, and 04/19/2024) Requests for Agency records must be in writing to the Custodian of Records, which is the Chief Legal Counsel. The Chief Legal Counsel will reply to a written request for Agency records within three business days of its receipt, except in the case of an emergency or for other reasonable cause, either arranging or determining access to the Agency records or denying the request.

F. Interpretation and Appeal. The determination of whether or not a particular record is exempt from disclosure is in the discretion of the Custodian of Records. Any person wishing to appeal such determination may, within 10 business days of the Custodian's determination, file an appeal with the President & CEO of the Agency, who shall respond to the appeal within 10 business days. The determination of the President & CEO shall be final.

G. Fees. (revised 6/27/08 and 09/23/16) The Agency may charge fees not to exceed the actual cost of producing the requested records, including document search, review assembly and duplication of the requested records. The fees, including reasonable costs to be charged for the search, review, assembly and furnishing copies of the records shall be paid prior to production or reproduction of records requested. A non-refundable fee of \$25.00 shall be paid for each record request at the time of the request but such fee will be applied to the cost of production for any documents produced. The Custodian may choose to furnish documents without charge or at a reduced charge when the Custodian determines that a waiver or reduction of the fee is in the public interest because it is likely to contribute significantly to public understanding of the operations or activities of the Agency and it is not primarily in the commercial interest of the requestor.

Section 10.090 Information Requests

A. Policy. In order to facilitate the flow of information to Commissioners for use in performance of their duties, it is the policy of the Agency that Commissioners have access to information used by Agency staff in the performance of their jobs. Commissioners may request the information during Committee or Board meetings or through the President & CEO or Deputy Secretary to the Board.

B. Responses. Responses to Commissioners' requests for information on topics, which fall within the subject matter of a public meeting, will be provided to all Commissioners in regular informational mailings sent by the Deputy Secretary to the Board.

Section 10.100 Travel Expense Policy and Reimbursement Procedure

A. Policy. It is the policy of the Agency to authorize, fund and reimburse Commissioners, employees and independent contractors of the Agency for reasonable travel expenses incurred in the conduct of Agency business. "Agency Personnel" in this section, shall mean, unless otherwise noted, the members of the Board of Commissioners, employees, and persons doing business with the Agency or acting on behalf of the of the Agency pursuant to contract. Agency personnel are expected to exercise the same care in incurring expenses as a prudent person would exercise if traveling on personal business. Reimbursable travel expenses

are limited to those expenses authorized and essential to the transaction of Agency business. These policies, and regulations promulgated by the President & CEO, shall govern the reimbursement of travel expenses.

B. The Board of Commissioners, as part of its annual budget shall approve a travel and expense budget for the Board. The President & CEO, as a part of the annual budgetary process, shall establish expense reimbursement procedures for the Board.

C. Pre-approval. All requests by Agency personnel for business travel shall be initiated by submitting completed forms requesting authorization for incurring travel expenses in the conduct of Agency business; Commissioners shall submit completed forms requesting authorization to the President & CEO.

D. Advance Funding. Cash advances are discouraged, but are available if approved in accordance with Agency procedures.

E. Travel Arrangements. Agency business travel may be accomplished by the method that most economically and advantageously serves the requirements of the Agency. Modes of travel may include airplane, train, bus, public mass transportation, private or Agency-owned automobile, rented car or taxi. Airline travel shall be coach, economy or business class in order to obtain the airfare providing the lowest convenient rate. Ground transportation shall be inexpensive and functional. The Board Chair or President & CEO may approve unusual travel arrangements.

F. Accommodations. The lowest available or governmental rate shall be sought in all instances.

G. Meal Charges. Agency personnel may elect during the period of Agency business travel, on a daily basis if desired, to seek reimbursement for meals by submitting receipts, or by accepting the per diem allowance for meals.

H. Entertainment and Meetings. Agency Personnel shall identify entertainment and meeting expenses related to non-Agency personnel on the request for travel authorization when such expenses can be reasonably foreseen. Expenses for spontaneous business meetings while traveling may be submitted for reimbursement, and shall include an explanation of the meeting. Reimbursement for the purchase of alcoholic beverages will not be made except in extraordinary situations.

I. Traveling with Spouse. Agency personnel may travel with spouses on business related travel. Travel expenses for spouses shall not be reimbursed by the Agency.