



Charles D. Baker, Governor  
Karyn E. Polito, Lieutenant Governor  
Stephanie Pollack, MassDOT Secretary & CEO



## MINUTES

### **Meeting of the MassDOT Board of Directors and Joint Meeting of the MassDOT Board of Directors and the Fiscal and Management Control Board**

**April 22, 2019**

At the call of Chair Stephanie Pollack, a meeting of the MassDOT Board of Directors (Board) was called to order at 11:06 a.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts joining the Fiscal and Management Control Board meeting for Joint Board presentations.

Those present were Chair Stephanie Pollack, Directors Betsy Taylor, Tim King, Joseph Sullivan, Dean Mazzarella (arrived at 11:49), Kathleen Murtagh, Vanessa Otero and Robert Moylan being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Also present were Highway Administrator Jonathan Gulliver, Owen Kane, Marie Breen, Michelle Kalowski, Denise Garcia, Nathan Peyton, and Boris Lazik. FMCB Chair Joseph Aiello, FMCB Director Brian Lang, John Dalton, Maria Rota, Scott Bosworth, Dan Grabauskas, David Skorey, Jim Eng, Mike O'Dowd and Mike Muller.

Prior to the public comment session, Chair Pollack announced that the Board would enter into Executive Session for a discussion of strategy related to a real estate matter at 11:07 a.m.

On motion duly made and seconded, it was by roll call:

Chair Pollack	Yes
Director King	Yes
Director Taylor	Yes
Director Sullivan	Yes
Director Moylan	Yes
Director Murtagh	Yes
Director Otero	Yes

The Board returned from Executive Session at 11:42 a.m.

Next, the Chair opened the public comment period.

The first speaker, Richard Prone, MBTA Advisory Board representative from Duxbury, commented on later evening commuter rail service on the Old Colony Line and commuter rail performance.

Next, Garrett Wollman commented on the Capital Investment Plan, elimination of gashouse emissions and mode share.

Next, Chelsea City Councilor at Large Damali Vidot commented on the Chelsea Street Bridge disruption.

The public comment period closed at 11:59 a.m.

Next, was the approval of the March 18, 2019 minutes.

On motion duly made and seconded, it was;

**VOTED: to approve the minutes of March 18, 2019.**

Next, Secretary Pollack provided her report updating the Board on recent activities of and topics of interest to MassDOT, such as: the Transportation and Climate Initiative; the South Coast Rail Program; Boston Harbor Now business plans; the new Commuter Options Grants initiative; Registry wait times and the Registry of Motor Vehicles' newly updated parent's supervised driving program guide and RoadReady App, as set forth in the attached document labeled, "Secretary's Report to the MassDOT Board, April 22, 2019."

Next, Chair Pollack called upon Jonathan Gulliver, Highway Administrator to present Agenda Item 4, the report of the Highway Administrator. Mr. Gulliver provided the Board with updates on the Tobin Bridge/Chelsea Curves and Spring

Cleaning. Mr. Gulliver concluded with the announcement of nine 2019 Engineering Excellence Awards received from the American Council of Engineering Companies – MA for specific highway projects, as set forth in the attached document labeled, “Highway Administrator’s Report, April 22, 2019.”

Chair Pollack noted for the record that the reports from the Registrar of Motor Vehicles, the Rail and Transit Administrator and the Aeronautics Administrator were written submittals and included in the Board Book.

Next, Chair Pollack called upon MassDOT’s Senior Director of Human Resources, Boris Lazik to present Agenda Item 8, the Human Resources Update. Mr. Lazik delivered an overview of the new MassDOT Human Resources (HR) Portal and followed with a live demonstration by the Lead Instructional Designer of MassDOT’s HR Department, Bradford Everly, as set forth in the attached document labeled, “Human Resources Portal, April 22, 2019.” Chair Pollack contributed to the presentation, and discussion ensued.

Next, the Chair called on John Bechard, Deputy Assistant Administrator for Project Development to present Agenda Item 9, a resurfacing contract on Route 2 in Lancaster, Harvard, and Littleton. Mr. Bechard noted this project consisted of resurfacing Route 2 in Lancaster, Harvard and Littleton between Interstate I90 and Interstate 495 in Northern Worcester County. The purpose was to improve the condition of pavement and bridge state of good repair and

included micro milling and resurfacing of the existing roadway and six exit ramps, as set forth in the attached document labeled, "Lancaster-Harvard-Littleton Resurfacing and Related Work on Route 2, April 22, 2019." Discussion ensued. Director Moylan, Chairman of the Capital Programs Committee noted this contract was discussed at the Committee's meeting on April 17, and recommended the Board approve this action.

On motion duly made and seconded, it was:

**VOTED:**

That the Secretary/CEO and/or Administrator for the Highway Division, be and hereby is, authorized to award and execute, in the name and on behalf of the Department, and in a form approved by General Counsel, a certain Highway Division Contract entitled, "Lancaster/Harvard/Littleton – Resurfacing and Related Work (Including 5 Bridges) Along a Section of Route 2 (George W. Stanton Highway)" with PJ Keating Company in the amount of \$17,986,688.00, said contractor being the lowest responsible and eligible bidder in response to requests for sealed proposals.

Next, Chair Pollack began a discussion of 1000 Boylston Street, Agenda Item 10. Ms. Pollack provided a review of the air rights lease project previously discussed and voted and noted that this is a technical amendment to the February MassDOT vote relative to air rights and lengthening of the Prudential Tunnel and to acknowledge without changing any conditions previously voted.

**VOTED:**

**That the Secretary of Transportation be, and hereby is, authorized in the name of and on behalf of the Massachusetts Department of Transportation, to: a) in accordance with Section 3 of the Acts of 2018, Chapter 228 (the “Act”) i) negotiate and execute a 198-year lease of air rights within Massachusetts Turnpike Parcel 15 with ADG Scotia II LLC, or its approved designee (the “Developer”) for the construction of a mixed-use residential and retail development within the air rights of Parcel 15 and certain adjacent parcels and air rights (the “Development”), which lease will provide for the conveyance of the air rights of Parcel 15 to the Developer upon the completion of the Development; and ii) if, applicable, transfer to the Boston Planning and Redevelopment Agency (“BPDA”) Twelve Percent (12%) of the lease proceeds in accordance with the Act; b) require upon the execution of the lease a one-time lump-sum lease payment to the Massachusetts Department of Transportation in the amount of \$17,500,000; c) require upon the conveyance of the air rights of Parcel 15 to the Developer upon completion of the Development a payment to the Massachusetts Department of Transportation by the Developer in an amount to be agreed upon by the Massachusetts Department of Transportation and the Developer; d) enter into such lease, deed and any other necessary documents on such terms and conditions as the Secretary of Transportation and General Counsel deem necessary and/or advisable; and e) take any and all actions necessary and/or advisable to effectuate the foregoing consistent with the attached Term Sheet.**

**Key Terms for Proposed Lease Between**

**Massachusetts Department of Transportation (MassDOT) and ADG Scotia II LLC (Tenant) Pertaining to the Lease of  
Massachusetts Turnpike Air Rights Parcel 15 - 1000 Boylston Street  
(Property)**

**Tenant: ADG Scotia II LLC, or its approved nominee**

**Term: 198 years, as authorized by Section 3 of Chapter 228 of the Acts of 2018 (Act)**

**Property:** Approximately 11,969 SF of air rights over the rail tracks located on the south side of Boylston Street and west of Dalton Street and a portion of the air rights over the Turnpike Extension.

**Development:** Approximately 439,500 SF of floor area comprised of approximately 108 residential condominium units and retail space on approximately 38 stories, and up to approximately 175 parking spaces, over three other parcels in addition to the Property.

**Closing:** Not later than June 19, 2019, subject to extension as per the June 19, 2014 Development Agreement between MassDOT and Tenant, as amended

**Consideration:** \$17,000,000 (NPV of current 99 year lease) plus \$500,000 (NPV of additional succeeding 99 year lease) for a total of \$17,500,000 base rent to be paid to MassDOT at closing, as determined by appraisal of the current fair market value as set forth in the Act.

**Statutory**

**Compliance:** Subject to compliance with the Act, which requires that the lease be subject to, among other things:

(i) MassDOT reserving all easements and rights needed for its transportation purposes;

(ii) a recognition by the Tenant that MassDOT's transportation needs remain paramount;

(iii) compliance by the Tenant with MassDOT's requirements for indemnification, covenants not to sue and releases relating to negative impacts from development above the turnpike, roadway and rail lines;

(iv) compliance by the Tenant with the City of Boston's inclusionary development policy; and

(v) such other terms and conditions as the Secretary or General Counsel determines are necessary or desirable including terms and conditions for the installation and maintenance of foundations, walls and appurtenances below, or a part of, the air rights.

**Affordable**

**Housing:** MassDOT, to transfer 12 percent of the lease proceeds to BPDA as gap financing for affordable housing in accordance with the Act.

**Construction,  
Tunnel Upgrades  
and Traffic Mitigation:**

**Subject to, and as a precondition to executing the lease:**

**Tenant shall obtain all Project approvals including without limitation, all work permits and highway access permits and licenses and other approvals from MassDOT and MBTA, as applicable, and Tenant shall obtain MassDOT's approval of all design documents, construction plans, construction management plans and construction schedules.**

**All construction sequencing, traffic management plans, lane closures, and construction staging and construction plans involving use of, or impact on, any MassDOT operations or facility shall be subject to the approval by the Highway Administrator or his designee.**

**All construction sequencing, railroad closures, and construction staging and construction plans involving use of, or impact on, any commuter rail operation or MBTA facility shall be subject to the approval by the General Manager or his designee.**

**MassDOT and MBTA work and access permits and licenses shall be incorporated into the lease, the lease shall include disincentive assessments for failure to comply with road closure timeframes, and Tenant's failure to comply with the terms of the MassDOT and MBTA work permit, access permits or licenses shall be an event of default under the lease.**

**The Tenant's allocation of responsibility for the construction, maintenance and associated costs of life safety, ventilation, lighting, fire protection, and other work to the existing tunnels and extensions to the Prudential Tunnel and commuter rail tunnel shall be set forth in the lease.**

Next, Chair Pollack called upon Director of Labor Relations Maria Rota to present Agenda Item 11, the Collective Bargaining Agreement with the Coalition of MassDOT Unions for Unit E. Ms. Rota provided an overview and history of the negotiated bargaining agreement and provided a detailed summary. Discussion ensued.



On motion duly made and seconded, it was:

**VOTED:**

**That the Secretary of Transportation is hereby authorized to enter into a Collective Bargaining Agreement with the Coalition of MassDOT Unions (Unit E) for the term from July 1, 2017 to June 30, 2020 incorporating the terms and conditions outlined in the Memorandum of Agreement executed on March 7, 2019. (the “MOU”) The Secretary is also authorized to execute the final fully integrated collective bargaining agreement in the name and on behalf of the Department of Transportation. Copy of said MOU in the form submitted is hereby ordered filed with the records of the meeting.**

Prior to Chair Aiello’s report, Chair Aiello announced to the Secretary that currently there was not a quorum of the FMCB and then proceeded with Agenda Item 12, the Report of the Fiscal and Management Control Board. Mr. Aiello outlined some highlights of the last four meetings of the FMCB. The Board received updates on the following issues: customer experience/stakeholder engagement plans; the Red/Orange line program; the Better Bus Project; Bus Facilities Modernization; the Station Brightening Program; Warehousing and Logistics; upcoming construction projects and impacts on operations; the new pilot for TNC wheelchair accessible vehicles; Human Resources and Workforce Planning; Hiring and Key Strategic Initiatives; the Plan for Accessible Transit Infrastructure and a preview of the 2019 recommendations by mode; The RIDE software transition and the draft Capital Investment Plan.

The FMCB also had an in-depth discussion on the bus shelter contract that expires at the end of the year and provides a rare opportunity to re-think the contract structure. Lastly, the FMCB approved the FY20 Operating Budget.

Next, Chair Pollack called on John Dalton, Green Line Extension Project Manager to present Agenda Item 15, the Green Line Extension (GLX) Quarterly Project Update. Mr. Dalton reviewed the project costs and the budget vs. commitments vs. actuals. Mr. Dalton continued with discussion of the top program risks and concluded with current active work areas and public impacts, as set forth in the attached document labeled “GLX Quarterly Project Update, April 22, 2019.” Discussion ensued

Chairman Aiello announced to the MassDOT Board and to the public that the FMCB did not have a quorum due to unexpected issues that arose with two FMCB Board members that prevented them from attending the meeting.

Next, Chair Pollack called upon Executive Director of Commuter Rail Dan Grabauskas to present Agenda Item 13, the Commuter Rail Performance Update. Mr. Grabauskas reviewed locomotive and coach availability and on-time performance statistics, and concluded with a discussion on commuter rail

derailments, as set forth in the attached document labeled, "Commuter Rail Update, April 22, 2019." Discussion ensued.

Mr. Grabauskas invited Keolis CEO and General Manager David Skorey to discuss personnel safety standards at Keolis.

Next, the Chair called upon Jim Eng, MassDOT's Rail Administrator to present Agenda Item 14, the South Coast Rail (SCR) Update. Mr. Eng announced that the SCR Project had reached two critical milestones: the Finance Plan for Phase 1 was complete, fully funded in the Capital Investment Plan, and the federal and state permits were nearly completed with the Army Corp. of Engineers. Mr. Eng noted that key early actions were on schedule including track work, culverts and bridges and acquisition of land for stations was underway, as set forth in the attached document labeled, "South Coast Rail – Update, April 22, 2019." Discussion ensued. Chairman Aiello asked what it would cost to operate and maintain the SCR once completed. Mr. Eng indicated he would probably not have the information for at least three months. Chair Aiello responded that that was very unacceptable and requested Mr. Eng have an estimate within 30 days.

Next, Project Manager Mike O'Dowd discussed the replacement of four bridges on the New Bedford Main Line for the SCR Program. He discussed the construction scope, anticipated impacts, the public process summary and the

program schedule, as set forth in the attached document labeled, “MassDOT Highway Construction Contract: 106704 SCR Early Action 4 Bridges, April 22, 2019.” Discussion ensued.

Director Moylan noted that on April 17 the Capital Programs Committee had a robust discussion about this contract, but now recommend it for Board approval.

On motion duly made and seconded, it was:

**VOTED:**

**That the Secretary/CEO and/or Administrator for the Highway Division, be and hereby is, authorized to award and execute, in the name and on behalf of the Department, and in a form approved by General Counsel, a certain Highway Division Contract entitled, “Bridge Replacements Bridge Nos. B-08-004 Cotley River – North, B-08-005 Cotley River – South, L-01-018 Cedar Swamp and F-09-028 Fall Brook” which are part of the South Coast Rail Phase I Program, with JF White Contracting Inc. in the amount of \$21,977,824.00, said contractor being the lowest responsible and eligible bidder in response to requests for sealed proposals.**

Next, Chair Pollack discussed the Interagency Service Agreement action that would formally transfer the SCR Project from MassDOT to the MBTA, except for early action matters such as the one just approved by the Board. Discussion ensued.

On motion duly made and seconded, it was;

**VOTED:**

**That the Board of Directors hereby authorizes the Department, through the Secretary or her designee, to execute a certain Interdepartmental Service Agreement (ISA) with the Massachusetts Bay Transportation Authority (MBTA) for the South Coast Commuter Rail Program;**

**FURTHER VOTED:**

**That the Board of Directors hereby approves the transfer of \$108,000,000.00 to the MBTA pursuant to this Amendment.**

Next, Chair Pollack called upon Deputy Chief Financial Officer Michelle Ho to present Agenda Item 16, an update on the Capital Investment Program. Ms. Ho began with a recap of the CIP process and a status update on CIP development activities. Ms. Ho continued with MassDOT/MBTA initiatives for the 2020-2024 CIP including new programs and/or significant changes. Ms. Ho reviewed preliminary sources and uses and concluded with a public engagement strategy update, as set forth in the attached document labeled, "FY2020-2024 CIP Update: Sources, Uses and Program Sizes, April 22, 2019." Discussion ensued.

Chair Pollack next called upon Assistant General Manager of Capital Delivery Beth Larkin to present Agenda Item 17, the Red/Orange Line Interagency Service Agreement (ISA) Funding. Ms. Larkin was seeking approval of the MassDOT and FMCB Boards for funding through FY23 for construction of the remaining Red Line/Orange Line infrastructure improvement projects and

continuation of program management, construction management, owner's representation and administrative costs. Ms. Larkin noted the requested funding would be through an Interagency Service Agreement between MassDOT and the MBTA, transferring proceeds of Commonwealth-issued Rail Enhancement Program bonds to the MBTA, as set forth in the attached document labeled, "Red Line/Orange Line Infrastructure Improvements Program Funding Through FY2023, April 22, 2019." Discussion ensued.

On motion duly made and seconded, it was

**VOTED:**

**That the Board of Directors hereby authorizes the Department, through the Secretary or her designee, to amend a certain Interdepartmental Service Agreement (ISA) with the Massachusetts Bay Transportation Authority (MBTA) for the Red Line/Orange Line Infrastructure Improvements Program;**

**FURTHER VOTED:**

**That the Board of Directors hereby approves the transfer of \$23,792,180.00 to the MBTA pursuant to this Amendment.**

On motion duly made and seconded, it was:

**VOTED: to adjourn the MassDOT Board of Directors meeting at 3:13 p.m.**

**Documents relied upon for this meeting:**

Minutes of March 18, 2019  
Secretary's Report to the MassDOT Board, April 22, 2019  
Highway Administrator's Report, April 22, 2019

RMV Update, April 22, 2019

Rail and Transit Administrator's Report, April 22, 2019

Statewide Airport Administration & Vegetation Management Program Updates, April 22, 2019

Human Resources Portal, April 22, 2019."

Lancaster-Harvard-Littleton Resurfacing and Related Work on Route 2, April 22, 2019

MOU between MassDOT and the Coalition of MassDOT Unions

Commuter Rail Update

MassDOT Highway Construction Contract: 106704 SCR Early Action 4 Bridge, April 22, 2019

South Coast Rail Update, April 22, 2019

FY2020-2024 CIP Update: Sources, Uses and Program Sizes, April 22, 2019

Red Line/Orange Line Infrastructure Improvements Funding Through FY2023, April 22, 2019