



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

November 18, 2019

At the call of Chair Stephanie Pollack, a meeting of the MassDOT Board of Directors (Board) was called to order at 12:11 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts.

Those present were Chair Stephanie Pollack, Directors Betsy Taylor, Tim King, Joseph Sullivan (departed at 1:54 p.m.), Kathleen Murtagh, Monica Tibbits-Nutt, Chrystal Kornegay (arrived at 12:16 p.m.), Dean Mazzearella, and Director Shortsleeve being a quorum of the Board of Directors of the Massachusetts Department of Transportation.

Also present were Highway Administrator Jonathan Gulliver, Owen Kane, Marie Breen, Michelle Kalowski, Nathan Peyton, Rail and Transit Administrator Astrid Glynn, Acting Registrar Jamey Tesler and Fiscal and Management Control Board Chair Joseph Aiello

Chair Pollack opened the public comment period on Agenda Items 1-12.

The first speakers, Mike Lang from East Braintree Civic Association, and Robert Kearns and Alice Arena from FRRACS (Fore River Residents Against

the Compressor Station), expressed concerns about the compressor station by the Fore River Bridge in Weymouth.

Next, Mike Smith commented on bus overcrowding.

Next, Richard Prone, Advisory Board representative from Duxbury commented on commuter rail on time performance on the Old Colony Line. He also commended Mayor Joseph Sullivan for his years of public service in the Legislature and as Mayor.

Next, Cindy Henrickson from Gloucester commented on the Rail Vision.

Lastly, Bethany Renner along with members of SEIU-BJ commented on the awarding of cleaning contracts and a justified transition for workers.

Chair Pollack closed the public comment period at 12:28 p.m.

Next, was the approval of the minutes of October 28, 2019.

On motion duly made and seconded, it was:

VOTED: to approve the minutes of October 28, 2019.

Prior to providing the Secretary's report, Chair Pollack held a moment of silence in honor of fallen Worcester firefighter Lt. Jason Menard.

Chair Pollack announced that the Reports from the Rail and Transit Administrator and the Aeronautics Administrator were written submittals and were included in their Board packages.

Next, Secretary Pollack provided her report updating the Board on recent activities of and topics of interest to MassDOT, such as: the World Day of Remembrance Vigil; a recap of the recent MHS refunding; an update of IRAP Grants, Applications and Awards; Atlas 2 update; Transportation Climate Initiative; Kelley Square Improvements; advancement of Route 1 Chelsea project; Thanksgiving travel and MassDOT's 10 Anniversary, as set forth in the attached document labeled, "Secretary's Report to the MassDOT Board, November 18, 2019."

Next, Chair Pollack called upon Jonathan Gulliver, Highway Administrator to present Agenda Item 3, the report of the Highway Administrator. Mr. Gulliver provided the Board with updates on the MassDOT Transportation Asset Management Plan (TAMP) and the Boden Lane Bridge in Natick demolition. Mr. Gulliver next previewed the Southborough/Westborough Bridge Bundle rehab and discussed major projects at substantial completion. Mr. Gulliver concluded his report acknowledging winners of the MassDOT Performance Recognition Program for Highway employees, as set forth in the attached document labeled, "Highway Administrator's Report, November 18, 2019." Discussion ensued.

Mr., Gulliver next introduced a presentation on Mile-Based Exit Renumbering and asked Assistant Administrator of Traffic and Safety Neil Boudreau to provide the details of the project. Mr. Neal discussed the federally mandated mile-based exit structure that statutorily required states to convert to the system, noting MassDOT was expecting to be in compliance by January 2022. The conversion to the mile-based exit numbering system would be implemented on a route-by-route basis starting in Western Massachusetts and moving eastward. Mr. Boudreau previewed the sign design, discussed benefits of the new requirements, and the construction schedule and planned public outreach, as set forth in the attached document labeled, "Mile-Based Exit Renumbering, November 18, 2019." Discussion ensued.

Next, Chief Human Resources Officer Boris Lazic presented Agenda Item 6, an update of Human Resources. Mr. Lazic announced the HR Service Center went live on February 25, 2019, and since that time over 22,000 cases have been opened in the HR Portal. Mr. Lazic continued with a discussion on the new Learning Management System planned for a full rollout at the end of January 2020. This system will provide a record for training activity across all MassDOT, MBTA, and comprehensive real-time reporting for compliance and professional development, as set forth in the attached document labeled, "Human Resources Update, November 18, 2019." Discussion ensued.

Next, Mr. Gulliver returned to present Agenda Item 7, a discussion of Winter Preparations. Mr. Gulliver provided a “Snow and Ice” overview of over the 15,000 lane miles requiring treatment or snow removal, equipment availability and snow and ice materials. Mr. Gulliver continued discussing the expanded use of GPS on vehicles and new communication tools for customers and municipal partners.

Mr. Gulliver concluded with a discussion of new snow and ice control on sidewalks and bikeways, as set forth in the attached document labeled, “Snow & Ice Preparation, November 2019.” Discussion ensued.

Next, Chair Pollack called on Director Betsy Taylor to discuss Agenda Item 8, the Finance and Audit Charter. Ms. Taylor noted that after several meetings with Grant Thornton, other professional experts and the MassDOT Audit and Finance Committee, and as a result of their findings and recommendations in the Grant Thornton report, it was suggested the current Finance and Audit Charter should be updated to include clarity of the financial component concerning public private partnerships, finance and real estate air rights. Director Taylor noted that the language had been amended to include same, as set forth in the attached document labeled, “Charter of the Finance and Audit Committee of the Board of Directors, as of November 18, 2019.” Discussion ensued.

On motion, duly made and seconded, it was:

VOTED:

The MassDOT Board of Directors hereby adopts a certain Charter of the Finance and Audit Committee of the Board of Directors, dated November 18, 2019 and attached hereto. Said Charter hereby supersedes all prior charters

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION
Charter of the Finance and Audit Committee
Of the Board of Directors
As of November 18, 2019

General

The role of the Finance and Audit Committee of the Massachusetts Department of Transportation ("MassDOT") (hereinafter the "Committee") is to provide assistance to the MassDOT Board of Directors in fulfilling its responsibilities relating budgeting, accounting, financial reporting practices, the quality and integrity of the financial reports, as well as compliance with laws, regulations and internal policies and procedures.

Composition of the Committee

The Committee shall consist of three or more members of the Board, one of whom shall serve as the Committee Chair. The Committee Chair and the Committee members shall be appointed by vote of the Board and shall serve at the discretion of the Board. The Committee Chair and Members may be removed at any time by vote of the Board.

Members of the Committee must be free of any financial or personal relationship that would create a conflict of interest with regard to the duties and responsibilities of the Committee.

Meetings of the Committee

The Committee shall hold meetings as scheduled by the Committee Chair, after consultation with other members of the Committee. The Committee shall meet at least four times per year and shall confer with internal and external auditors. All meetings of the Committee shall be conducted in compliance with all applicable provisions the Massachusetts State Open Meeting Law, G.L. Chapter 30A, §§ 11A-11A 1/2.

Committee Resources

To assist the Committee in fulfilling its responsibilities, each committee member shall have full access to any member of management, the Internal Auditor, and the Independent Auditor as he or she determines necessary to carry out the duties of the Committee. The Committee shall periodically review and assess the adequacy of the subcommittee charter, requesting the Board of Directors approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

Finance Responsibilities

The Committee shall discharge the following responsibilities with respect to the financial matters of the MassDOT:

- Review annual revenue and operating expense budgets as prepared by management
- Review and recommend the issuance and management of bonds and other debt instruments
- Review and recommend the financial terms of major public private partnership projects exceeding \$15 million.
- Review the financial terms of real estate air rights or development projects involving long term (10 year or more) leases and major real estate transactions exceeding \$15 million.

Audit Responsibilities

The Committee shall discharge the following responsibilities with respect to the audit functions of the MassDOT:

- Financial Statements & External Audit
- Review audited financial statements and reports and any related regulatory reporting
- Review with management and the external auditors all matters reported via the Management Letter
- Review the Single Audit and Findings reported in connection with the expenditure of federal funds.
- Review with the General Counsel any legal matters that could have a material impact on the financial statements.

- **Internal Audit**
 - **Review the DOT-wide Risk Assessment**
 - **Review the Internal Audit Charter and the annual Internal Audit Plan**
 - **Review Internal Audit reports and discuss any control concerns raised by Internal Audit**
 - **Review and monitor Internal Audit's quarterly report on management's progress in complying with audit findings.**

Compliance Responsibilities

The Committee shall advise the Board regarding the Board's responsibilities to oversee:

- **The quality and integrity of the Department's compliance with legal, and regulatory requirements, financial reporting and financial statements, and internal controls related to risks; and**
- **The function, disclosures and performance of corporate compliance, internal control and risk management systems regarding ethics, compliance, risk finance and accounting, and the adequacy of such systems throughout the Department.**

Next, Chair Pollack called on MassDOT Project Manager Mike O'Dowd to present Agenda Item 9, the Greenfield Bridge Replacement Project. Mr. O'Dowd was requesting the approval of a contract with MIG Corporation to replace two deteriorated bridges carrying I-91 in Greenfield. Mr. O'Dowd said both bridges would be widened to minimize traffic impacts and would include 900+ feet of roadway improvements on bridge approaches. The construction would take approximately four years, and would maintain two lanes of traffic open in each direction at all phases of construction, as set forth in the attached document labeled, "MassDOT Highway Construction Contract: 108809, Replacement of Bridge Nos. G-12-052 and G-12-053 Interstate 91 (NB & SB) over the Pan Am

Railroad, November 2019.” Discussion ensued. Director Sullivan, in the absence of Director Moylan, informed the Board that this item was heard at the November 13, 2019 Capital Programs Committee and recommended for approval by the Committee.

On motion duly made and seconded, it was:

VOTED:

That the Secretary/CEO of the Massachusetts, 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, MassDOT Construction Contract 108809: 2 Bridge Replacements Br. Nos. G-12-052 and G-12-053 (Steel) Interstate 91 (NB & SB) over the Pan Am Railroad with MIG Corporation for an amount not to exceed \$19,357,752.70.

Next, At the call of Chair Joseph Aiello, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 1:38 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts joining the MassDOT Board of Directors (Board) meeting for Joint Board presentations.

Chair Pollack asked Chair Aiello of the Fiscal and Management Control Board (FMCB) to present Agenda Item 10, the report from the FMCB. Mr. Aiello highlighted a few of the highest priorities and developments since his last report in October 28.

During the October 28th meeting, the FMCB held a discussion with the Rail Vision Advisory Committee who shared their thoughts and perspectives on the future of rail

transportation in the Commonwealth. The majority of the Committee members were united in wanting to move ahead with an electrified regional rail that offered more frequent service. In addition, the FMCB heard a presentation on headcount assumptions for the five-year Pro Forma and approved two contracts, a Kendall Station Inbound Headhouse Memorandum of Agreement and a South Coast Rail contract amendment.

Chair Aiello noted at the last meeting on November 4, the FMCB heard a presentation on debt service and revenue for the five-year Pro Forma. The FMCB also approved contracts for Natick Center Commuter Rail Accessibility improvements and a general engineering consultant contract. The FMCB also endorsed five resolutions regarding future rail transformation.

Next, Chair Pollack called on Project Manager Mike O'Dowd to present Agenda Item 11, the Allston Multimodal Project update. Mr. O'Dowd reported the MEPA/NEPA Scoping Report was published on November 6 and a public meeting held on November 7 to introduce the report to the public, kicking off the scoping and process and the 37-day public comment period. The next public NEPA meeting will be on December 4 and public comment deadline is December 12.

Mr. O'Dowd next reviewed a MEPA/NEPA flow chart including timelines leading up to construction procurement. Mr. O'Dowd continued with discussion on the re-alignment Alternative Plan "3L" and the Soldiers Field Road Hybrid Throat area and the complexity involving the major utilities in the area.

Mr. O'Dowd next discussed the temporary Soldier's Field Road by-pass plan and SFR Hybrid Throat Area construction staging highlights and concluded with Charles River Bank and park treatment alternatives, as set forth in the attached document labeled, "I-90 Allston Interchange – A Multimodal Transportation Project, November 18, 2019." Discussion ensued.

Next, Chair Pollack called upon Executive Director of Commuter Rail Rob DiAdamo to present Agenda Item 12, the Commuter Rail Performance update. Mr. DiAdamo reviewed graphs on equipment availability, on-time performance, on-time performance within 5 minutes, and on-time performance within 10 minutes on all lines. Mr. DiAdamo noted that the worst-performing line was the Franklin line, followed by the Fitchburg and Providence lines. The Franklin line has had a large number of mechanical failures and slippery rail was a major issue on the Fitchburg line.

Mr. DiAdamo next discussed slippery rail performance and the expedited hiring of new assistant conductors to further improve customer experience, performance reliability and fare collection.

Mr. DiAdamo concluded his presentation with a discussion of the Commuter Rail revenue share initiative, the first in the United States and in operation since July 2017 managed through a joint board by MBTA and Keolis, as set forth in the attached document labeled, "FMCB Commuter Rail Update, November 18, 2019." Discussion ensued.

On motion duly made and seconded, it was:

VOTED: to adjourn the MassDOT Board of Directors at 2:28 p.m.

Documents relied upon for this meeting:

- Minutes of October 28, 2019
- Secretary's Report to the MassDOT Board, November 18, 2019
- Highway Administrator's Report, November 18, 2019
- Industrial Rail Access Program Awards, November 2019
- Recent Airport Events at Plymouth, Fitchburg and Barnstable Municipal Airports and FAA Grants Awarded to Massachusetts Public Use Airports, November 18, 2019
- Mile Based Exit Renumbering, November 18, 2019
- Human Resources Update, November 18, 2019
- Snow & Ice Preparation, November 2019
- Charter of the Finance and Audit Committee of the Board of Directors, as of November 18, 2019
- MassDOT Highway Construction Contract: 108809, Replacement of Bridge Nos. G-12-052 and G-12-053 Interstate 91 (NB & SB) over the Pan Am Railroad, November 2019
- I-90 Allston Interchange – A Multimodal Transportation Project, November 18, 2019
- FMCB Commuter Rail Update, November 18, 2019