



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 13, 2020

***NOTES REGARDING PUBLIC COMMENT:** In order to protect the health and safety of the public and the employees of MassDOT and the MBTA during this public health emergency, public comment will be taken in writing (email or mail) or by voice message only. Comments may be submitted by email to publiccomment@dot.state.ma.us or mail to:

MassDOT Board of Directors *and/or* Fiscal and Management Control Board
C/O Owen Kane
10 Park Plaza - Suite 3510
Boston, MA 02116

Written comments received by mail or email at least ninety minutes before the start of the Joint Board meeting, the commenter's name and affiliation (if stated), along with the first few sentences of the commentary will be read aloud during the virtual public comment period by Board Counsel or the Chair. Mailed and emailed comments will be compiled and distributed to all Board Members in advance of the meeting.

Voice message comments may be submitted by calling 857-360-9742 and leaving a message by end of day on Sunday April 12. Voice messages received before Monday will be played aloud during the public comment portion of the board meeting and captured in the livestream video. Voice messages are limited to 2 minutes per commenter, or up to 4 minutes for comments submitted on behalf of an organization or elected official at the discretion of the Board Chair.

At the call of Chair Stephanie Pollack, a meeting of the MassDOT Board of Directors (Board) was called to order at 12:13 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts.

Chair Pollack discussed the current COVID-19 situation and the meeting structure that would be followed during this meeting. Board Members participated by phone and had materials provided to them prior to the meeting.

Board Counsel Owen Kane called a roll call of the Board of Directors participating, being a quorum of the Board of Directors of the Massachusetts Department of Transportation

Director Taylor	Yes
Director Moylan	Yes
Director Shortsleeve	Yes
Director Sullivan	Yes
Director Murtagh	Yes
Director Kornegay	Yes
Director Otero	Yes
Chair Pollack	Yes

Also present and/or participating for various portions of the meeting, were Highway Administrator Jonathan Gulliver, Owen Kane, Marie Breen, Daniel Sullivan, Highway Administrator Jonathan Gulliver, Acting Registrar Jamey Tesler, Patrick Landers, Matthew Knosp, Mike O'Dowd, David Mohler, John Dalton, Michelle Ho, Fiscal and Management Control Board Chair Joseph Aiello, FMCB Director Brian Lang (arrived at 1:46 p.m.) and General Manager Steve Poftak.

In response to the current health situation, public comment was received three ways – voice mail, e-mail and regular mail. Chair Pollack indicated that approximately 50 e-mails were received, four directed to MassDOT agenda items and one letter was relative to a non-agenda Registry issue. All comments were forwarded to the Board.

Board Counsel Owen Kane read aloud those e-mails pertaining to MassDOT and joint agenda Items.

Mr. Richard Dimino from A Better City, Wendy Landman from WalkBoston, Laura Jasinski from Charles River Conservancy, and Galen Mook from the Massachusetts Bicycle Coalition, commented on the Allston I-90 Multimodal Project scoping.

Next, Staci Rubin from the Conservation Law Foundation commented on the Allston Multi Modal Project and the Report from the General Manager.

Next, Daniel Sullivan replayed voice mails relevant to MassDOT and joint board agenda items.

Staci Rubin from the Conservation Law Foundation commented on the Capital Investment Plan and the Allston I-90 Multimodal Project.

Also, Harry Mattison from Allston, Mary Connaughton from the Pioneer Institute, Stacy Thompson from Livable Streets Alliance and Jessica Robertson from Allston also had comments relative to the Allston I-90 Multimodal Project.

Next was the approval of the minutes of the March 23, 2020 meeting.

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

Director Taylor	Yes
Director Moylan	Yes
Director Shortsleeve	Yes
Director Sullivan	Yes
Director Murtagh	Yes
Director Kornegay	Yes
Director Otero	Yes
Chair Pollack	Yes

VOTED: to approve the minutes of March 23, 2020.

Next, Secretary Pollack provided her report, Agenda Item 2. Chair Pollack focused her presentation on and discussed MassDOT's efforts concerning the coronavirus pandemic and its impacts. Chair Pollack first thanked all essential employees and workforce for their hard work during this unfortunate time. She next discussed: COVID-19 response and prevention; MassDOT teleworking and in-person work; workforce assignments; safe construction activity and protocols; service plaza operations; self-quarantine information; rail pilot updates; the impact on expenses and revenue; the FY20 budget forecast; toll reserves; and the status of ongoing and upcoming projects, as set forth in the attached

document labeled, "Secretary Stephanie Pollack's Report to the MassDOT Board, April 13, 2020." Discussion ensued on infrastructure project status updates.

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 COVID-19 updates and the effects on MassHighway and maintaining critical operations and projects. Mr. Gulliver concluded his report with an update on the snow and ice budget, as set forth in the attached document labeled, "Highway Administrator's Report, April 13, 2020." Discussion ensued on social distancing and its effects on construction projects.

Chair Pollack next called on Acting Registrar Jamey Tesler to present Agenda Item 4, the RMV Update. Mr. Tesler provided updates of the Registry's operations and administrative changes, and best business practices due to COVID-19, specifically: limited in-person customer service availability; updated service center reservations; suspension hearing modifications; Real ID extension; personal protection equipment and cleaning measures; distracted driving/hands free law and public outreach, as set forth in the attached document labeled, "RMV Update, April 13, 2020."

Next, Chair Pollack called on Rail and Transit Administrator Astrid Glynn to present Agenda Item 5, the Report from the Rail and Transit Administrator.

Administrator Glynn reviewed COVID19-impacts on the Regional Transit Authorities (RTAs), Federal CARES Act of 2020 funding update, Fiscal Federal Year apportionment of funds in Massachusetts, and summarized CARES funding for RTAs, as set forth in the attached document labeled, "RTA COVID-19 Impacts on RTAs, April 13, 2020".

Chair Pollack noted for the record that Agenda Item 6, the Report from the Aeronautics Administrator was a written document and included in their board materials.

Next, Chair Pollack introduced Director of Human Resources Matthew Knosp to present Agenda Item 7, the Human Resources Update. Mr. Knosp gave an overview of workforce assignments and the significant shift of workers teleworking and highlighted critical technology infrastructure as it related to the Coronavirus. Mr. Knosp updated the Board on support materials for employees provided from MassDOT University, e-learning libraries, and the Classification Study and Collective Bargaining Agreement completed for bargaining units C and D, as set forth in the attached document labeled, "Human Resources Update, April 13, 2020." Discussion ensued on the current hiring marketplace within MassDOT and a plan for filling vacancies.

At the call of Chair Joseph Aiello, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 1:39 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.

Board Counsel called the roll of the FMCB Directors present:

Director Shortsleeve	Yes
Director Kornegay	Yes
Chair Aiello	Yes

Chair Pollack called upon Chair Aiello to present Agenda Item 8, the Report from the Fiscal and Management Control Board. Chair Aiello highlighted a few of the highest priorities and developments from its previous meeting on March 23, 2020. At that meeting, the Board heard from the General Manager on the impact of the coronavirus and the MBTA's response, including distribution of personal protective equipment, employee policy changes, service principles, and ridership trends. The Board also approved three actions: an amendment to a General Engineering Services Contract for Bus System Infrastructure improvements; Green Line B-Branch Station Consolidation and Accessibility Improvements; and Engineering and Design Services for Downtown Crossing Accessibility Improvements.

Chair Pollack prefaced the next presentation, an update on the Capital Investment Plan (CIP), with a recap from the last meeting and said that for today's meeting, staff was seeking feedback on preliminary sources and uses

and on programs and sizes. Chair Pollack called on Michelle Ho, Director of Capital Programs to continue with the update, Agenda Item 9. Ms. Ho stated that she went through a more detailed presentation at the Capital Programs Committee meeting just prior to this one, and noted the staff was still planning to submit a draft CIP to the Joint Boards in May, either in person or virtually. She discussed new CIP initiatives and noted reliability and modernization would continue to be the focus of CIP investments. The Secretary discussed the Bond Bill and noted she would include that in the CIP vote. Ms. Ho continued to discuss funding sources for MassDOT and the MBTA, FY 2020-2024 uses, FY 2021-2025 CIP by priority, funding challenges and an update on public engagement strategy, as set forth in the attached document labeled, "FY21-25 CIP Update, Sources, Uses, and Programs Sizes, April 13, 2020." Discussion ensued relative to the passage of the Transportation Bond Bill and current associated logistics and challenges.

Next, Chair Pollack skipped to Agenda Item 13 and called on MBTA Treasurer Pat Landers to discuss the MBTA's debt issuance. Mr. Landers said the MBTA was requesting authorization to issue Subordinated Sales Tax Bonds in amounts sufficient to accomplish new CIP spending, to repay commercial paper, refund Series 2010 Series A –variable rate bonds and refund Series 2010 Series B– fixed rate bonds. Mr. Landers noted the MBTA had increased capital investment over the past three years, achieving \$1 billion for the first time in 2019. He stated that additional bond proceeds and commercial paper were

required to support the growing capital program and provided a timeline of the transaction, as set forth in the attached document labeled, "Issuance of Long-Term Debt, April 13, 2020." Discussion ensued.

Director Taylor recommended the approval of this transaction, as it was thoroughly discussed at the last Finance and Audit Committee, and supported the Boards to move forward with the transaction. Directors from the FMCB acknowledged the hard work and significance of this transaction and that it was a clever piece of work utilizing all the tools available to the MBTA.

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

Director Shortsleeve	Yes
Director Kornegay	Yes
Director Lang	Yes
Chair Aiello	Yes

VOTED:

That the members of the Fiscal and Management Control Board (the Department of Transportation ("MassDOT")) that it:

Approve the Plan of Finance recommended by the MBTA's financial advisor, Public Resources Advisory Group, in its memoranda presented herewith;

Authorize the General Manager, Chief Administrator, Chief Financial Officer and Treasurer, or any of them acting singly (each, an "Authorized Officer"), acting in the name and on behalf of the MBTA, to proceed with a competitive process to select a syndicate of underwriters to implement the Plan of Finance, consistent with the MBTA's Debt Policy; and

Authorize each Authorized Officer, the General Counsel and other officers of the MBTA and MassDOT, acting singly, to do all acts and

things and to execute, in the name and on behalf of the MBTA, and deliver any and all documents necessary or desirable in connection with foregoing votes.

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

Director Taylor	Yes
Director Moylan	Yes
Director Shortsleeve	Yes
Director Sullivan	Yes
Director Murtagh	Yes
Director Otero	Yes
Director Kornegay	Yes
Chair Pollack	Yes

VOTED:

That the members of the Board of Directors of the Massachusetts Department of Transportation (“MassDOT”) hereby approve the recommendation of the Massachusetts Bay Transportation (“MBTA”) Fiscal and Management Control Board that it:

Approve the Plan of Finance recommended by the MBTA’s financial advisor, Public Resources Advisory Group, in its memoranda presented herewith;

Authorize the General Manager, Chief Administrator, Chief Financial Officer and Treasurer, or any of them acting singly (each, an “Authorized Officer”), acting in the name and on behalf of the MBTA, to proceed with a competitive process to select a syndicate of underwriters to implement the Plan of Finance, consistent with the MBTA’s Debt Policy; and

Authorize each Authorized Officer, the General Counsel and other officers of the MBTA and MassDOT, acting singly, to do all acts and things and to execute, in the name and on behalf of the MBTA, and deliver any and all documents necessary or desirable in connection with foregoing votes.

Next, Chair Pollack called on Project Manager John Dalton to present Agenda Item 10, the Green Line Extension (GLX) Update, Mr. Dalton provided comments on workforce safely while keeping the momentum of this project going.

Mr. Dalton next provided an update on: GLX design build entity contract cash flow and spending; the Lechmere Station Rehabilitation Project; Lechmere bus replacement service and service impacts; and provided illustrations of current status and future aspects of the project, as set forth in the attached document labeled, "Green Line Extension Update, April 13, 2020." Discussion ensued on the impacts of construction on the project due to the current coronavirus pandemic.

Chair Pollack next called on Mike O'Dowd, Assistant Administrator for Construction to present Agenda Item 11, the Allston Multimodal Project. Mr. O'Dowd provided an update to the Boards on: preparing a scoping summary report incorporating a summary of major comments received as part of the scoping process; re-evaluating which Build options to advance in the NEPA and MEPA processes based on comments received from the public and government agencies; ongoing NEPA/MEPA process coordination with FHWA and EEA; the Task Force meeting to be scheduled; and a progress update for the May Joint Board Meeting, as set forth in the attached document labeled, "I-90 Allston Interchange Multi Modal Transportation Project, April 13, 2020." Discussion

ensued on the definition of a no-build option, on double track service during construction, two-track operation of the Worcester line and access to the BET terminal, all to be considered at the May Board meeting with a more substantive update.

Next, the Chair called on David Mohler, Executive Director of the Office of Transportation and Planning to present Agenda Item 12, an update on the East/West Rail Study. Mr. Mohler noted the Study began in December 2018, and with input from the Advisory Committee developed the project goals. The Study team developed six preliminary alternatives with the clear preference being continuous rail service between Pittsfield and Boston. The Advisory Committee and the public raised questions on ridership forecasts and conceptual construction costs at the February 2020 meeting. Mr. Mohler noted that since then, MassDOT has been working to respond to these questions in preparation to narrowing the six Preliminary Alternatives to three for final analysis at a meeting in April 2020. Mr. Mohler continued reviewing specific questions from the Advisory Committee and concluded with next steps and a proposed timeline, as set forth in the attached document labeled, "East-West Passenger Rail Study Update, April 13, 2020."

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

Director Taylor	Yes
Director Moylan	Yes

Director Shortsleeve	Yes
Director Sullivan	Yes
Director Murtagh	Yes
Director Otero	Yes
Director Kornegay	Yes
Chair Pollack	Yes

VOTED: to adjourn the MassDOT Board of Directors at 3:18 p.m.

Documents relied upon for this meeting:

- Minutes of March 23, 2020
- Stephanie Pollack's Report to the MassDOT Board, April 13, 2020
- Highway Administrator's Report, April 13, 2020
- RTA Covid-19 Impacts on RTAs, April 13, 2020
- Aeronautics Division Board Report, April 13, 2020
- Human Resources Update, Learning and Development, April 13, 2020
- FY21-25 CIP Update, Sources, Uses, and Programs Sizes, April 13, 2020
- Issuance of Long-Term Debt, April 13, 2020
- Green Line Extension Update, April 13, 2020
- I-90 Allston Interchange Multi Modal Transportation Project, April 13, 2020
- East-West Passenger Rail Study Update, April 13, 2020