



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

May 11, 2020

At the call of Chair Stephanie Pollack, a meeting of the MassDOT Board of Directors (Board) was called to order at 11:16 a.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts.

Chair Pollack discussed the current COVID-19 pandemic 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 Tibbits-Nutt	Yes
Director Shortsleeve	Yes
Director Sullivan	Yes
Director Murtagh	Yes
Director Kornegay	Yes
Director Otero	Yes
Director Mazzarella	Yes
Director King	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, Aeronautics Administrator Jeff DeCarlo, Patrick Landers, Matthew Knosp, John Bechard, Michelle Ho, Rob DiAdamo, Fiscal and Management Control Board Chair Joseph Aiello (arrived at 12:23 p.m.), FMCB Director Brian Lang (arrived at 12:29 p.m.), General Manager Steve Poftak, and Mary Ann O'Hara.

Chair Pollack opened up the public comment session*.

Veena Dharmaraj from the Sierra Club, commented on the CIP and CIP public engagement, crowding on the MBTA and bus infrastructure partnership.

Next, was the approval of the minutes of the April 13, 2020 meeting.

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

Director Taylor	Yes
Director Moylan	Yes
Director Tibbits-Nutt	Yes
Director Shortsleeve	Yes
Director Sullivan	Yes
Director Murtagh	Yes
Director Kornegay	Yes
Director Otero	Yes
Director Mazzearella	Yes
Director King	Yes
Chair Pollack	Yes

VOTED: To approve the minutes of April 13, 2020.

Secretary Pollack provided her report, Agenda Item 2. Chair Pollack provided updates on: highway travel with a comparison from for April 2020 travel vs. April 2019 travel and associated data; ridership reduction and fluctuation on the MBTA; planning for reopening and the effects on service; analysis of traffic congestion if riders abandon

public transit; reopening of Regional Transit Authorities; driver safety issues – distractions, speed limits and increased citations; Executive Order for mandatory face coverings; announcement of Paul Franzese as permanent director of the Merit Rating Board; Capital Investment Plan; and Community Transit Grants, as set forth in the attached document labeled, “Secretary Stephanie Pollack’s Report to the MassDOT Board, May 11, 2020.”

Chair Pollack announced that Agenda Item 4, the Report from the Acting Registrar of Motor Vehicles and Agenda Item 5, the Report from the Rail and Transit Administrator were written documents included in the Directors’ Board packages and would not be presented.

Next, Chair Pollack called upon Highway Administrator Jonathan Gulliver to present Agenda Item 3, the Report of the Highway Administrator. Mr. Gulliver provided the Board with COVID-19 updates and its effects on MassHighway including: constucution updates and a construction dashboard; Safety First protocols; and reduced traffic volume, as set forth in the attached document labeled, “Highway Administrator’s Report, May 11, 2020.” Discussion ensued on social distancing and its effects on construction projects.

Chair Pollack next called on Aeronautics Adminsistrator Jeff DeCarlo to present Agenda Item 6, the Report from the Aeronautics Administrator. Mr. DeCarlo discussed COVD-19 Air Medical Response Planning; Massachusetts Air Ambulance Services and Boston Med Flight Overview; and, Massachusetts Air Ambulance Services – Northeast Air Alliance and medical transport during COVID-19, as set forth in the attached

document labeled, “Board Report: COVID-19 Air Medical Response Planning, Massachusetts, May 2020.”

Next, Chair Pollack introduced Deputy Chief Engineer of Design John Bechard to present Agenda Item 7, a discussion of the Newton/Needham Contract. Mr. Bechard reviewed the contract components and discussed the improvements of 1.7 miles of roadway reconstruction that included segments of Highland Avenue, the bridge over the Charles River, Needham Street and a segment of Winchester Street. The proposed improvements involved roadway widening, raised bike lane/sidewalk installation, new traffic signals and signal replacements and installation of a storm water basin and infiltration trenches, as set forth in the attached document labeled “Newton/Needham Contract – Reconstruction of Highland Ave, Needham Street, and Charles River Bridge from Webster Street, May 11, 2020.”

Director Moylan noted for the record that this contract was discussed in detail at the Capital Programs Committee (CPC) and the CPC endorsed the approval of this contract.

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

Director Taylor	Yes
Director Moylan	Yes
Director Tibbits-Nutt	Yes
Director Murtagh	Yes
Director Kornegay	Yes
Director Otero	Yes
Director Mazzearella	Yes
Director King	Yes
Chair Pollack	Yes

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, Subject: Highway Division Contract No. 109597 Needham/Newton – Roadway Reconstruction and Related Work (including Bridge Widening and Signals) Br. No. 04-002=N-12-002 (Concrete) along Sections of Highland Avenue and Needham Street over the Charles River, with P Gioioso & Sons Co, in the amount of \$26,205,992.00, based upon a schedule of unit prices, being the lowest responsible bidder in response to requests for sealed proposals.

Next, Chair Pollack introduced Interim Director of Human Resources Matthew Knosp to present Agenda Item 8, the Human Resources Update – COVID-19 Workforce Update. Mr. Knosp gave an update of the current workforce assignments. Mr. Knosp continued discussing workforce utilization and key trends, COVID-19 related leave; hiring and the Massachusetts Equal Pay Act ,as set forth in the attached document labeled, “Human Resources Update, May 11, 2020.”

Chair Pollack continued with the second portion of Agenda Item 8, Pay Equity. Ms. Pollack indicated that after a review of MassDOT Administrators’ salaries, it was decided that the Rail and Transit Administrator’s salary should be adjusted from \$148,334 to \$149,305, an adjustment of \$970.

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

Director Taylor	Yes
Director Moylan	Yes
Director Tibbitts-Nutt	Yes
Director Shortsleeve	Yes
Director Murtagh	Yes
Director Kornegay	Yes
Director Otero	Yes

Director Mazzaella	Yes
Director King	Yes
Chair Pollack	Yes

VOTED: to approve the increase of the Rail and Transit Administrator's salary as presented at this meeting.

At the call of Chair Joseph Aiello, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 12:23 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 Owen Kane called the roll of the FMCB Directors present:

Director Tibbits-Nutt	Yes
Director Shortsleeve	Yes
Director Kornegay	Yes
Chair Aiello	Yes

Chair Pollack called upon Chair Aiello to present Agenda Item 9, the Report from the Fiscal and Management Control Board. Chair Aiello highlighted a few of the highest priorities and developments from its previous three meetings.

During the April 13 meeting, the FMCB heard from the General Manager on COVID-19 and its impact on revenue, personal protective equipment provided to employees, and the MBTA Advisory Board's report on their review of the preliminary operating budget. The FMCB heard a presentation on the options for the new commuter rail contract and approved four actions: architectural and engineering services for station and accessibility improvements; an amendment to a professional service contract

for the Red/Orange Line program; an on-call right of way for the Green Line E Branch; and an amendment to a design and construction professional services contract for the Newton Highlands Accessibility Project.

At the April 27 meeting, the FMCB heard a presentation on preventative maintenance and inspections, a key area of improvement identified in the Safety Review Panel report. The Board also received an update on the FY20 budget, a plan for developing the FY21 budget, and an outline for orientation of the next MBTA governance board. The FMCB voted to amend the original AFC 2.0 contract in order to achieve the same goals under a phased rollout and amended schedule, and voted to amend a professional services contract for the South Coast Rail project.

During a specially scheduled FMCB meeting on May 4, the General Manager provided another update on COVID-19 and its impacts on revenue and ridership and reviewed FY21 budget assumptions, scenarios and priorities.

Chair Pollack announced that Director Lang had joined the meeting at 12:29 p.m.

Chair Pollack next introduced Agenda Item 10, an update on the draft FY21 Capital Investment Plan (CIP) and asked Michelle Ho, Senior Project Manager for Development to present. Ms. Ho noted that due to the current health situation it was unrealistic to develop a five-year plan at this time, and that since this would have been the last year of a rolling five-year CIP, the new direction and focus now was on FY21, a one-year CIP. She discussed new revenue realities, unclear new construction safety rules, and federal and state legislative uncertainty, and said the process of developing a full-five year plan later in 2020 would begin when the funding picture was clearer.

Ms. Ho said the focus was on continuing investments already underway and those that had been planned to start in FY21. Ms. Ho noted the new plan did not assume new funding sources or new programs and that some revenue sources were being adjusted to reflect current realities. Ms. Ho said the new plan was \$3.7B and discussed the adjustments to revenue and sources; FY21 projects and changes; virtual interactive public engagement meetings; and next steps to finalize content in an on-line format for review during the public comment period.

For this meeting today, Ms. Ho was requesting approval from the MassDOT Board and the FMCB to release the CIP draft for public comment. In June, both Boards would be provided an analysis of public comments received and staff would continue to map investments and an equity analysis before the Joint Board voted on the final CIP in June, as set forth in the attached document labeled, "Draft CIP Update SFY2021, Joint Boards presentation, May 11, 2020."

Secretary indicated that the bond bill authorization was not included in the FY21 CIP.

Discussion ensued on the possibility of further money becoming available from Administration and Finance and/or the federal government

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

Director Taylor	Yes
Director Moylan	Yes
Director Sullivan	Yes
Director Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Shortsleeve	Yes

Director King	Yes
Director Murtagh	Yes
Director Otero	Yes
Director Mazzaella	Yes
Director Lang	Yes
Chair Aiello	Yes
Chair Pollack	Yes

VOTED:

That the Secretary/CEO is hereby authorized and directed to take any steps deemed necessary and appropriate, to request public comment for the Department's Draft FY21 Capital Investment Program.

Next, Chair Pollack moved to Agenda Item 11 and called upon MBTA Treasurer Pat Landers to discuss the MBTA's debt issuance. Mr. Landers noted that on April 13, 2020 the MassDOT Board approved the MBTA's Plan of Finance as recommended by the MBTA's financial advisor, Public Resources Advisory Group. The board vote authorized the MBTA to produce a Preliminary Official Statement, Supplemental Trust Agreement, and other documents pertaining to the sale of the bonds. Mr. Landers said the Board had since been provided with a draft form of the Preliminary Official Statement, a board disclosure memo and Supplemental Trust Agreement. Today Mr. Landers was seeking a recommendation from the FMCB, and approval from the MassDOT Board to authorize the MBTA move forward with the transaction in the amount sufficient to finance \$200 million, as set forth in the attached document labeled, "Issuance of Long-Term Debt, May 11, 2020."

Director Taylor noted that this issue was thoroughly discussed at the last Finance and Audit Committee, and the Committee supports the Boards to move forward with the transaction.

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

Director Tibbits-Nutt	Yes
Director Shortsleeve	Yes
Director Kornegay	Yes
Director Lang	Yes
Chair Aiello	Yes

VOTED:

**Recommendation to MassDOT Regarding
Issuance of MBTA Bonds**

That the members of the Fiscal and Management Control Board (the “FMCB”) hereby recommend to the Board of Directors of the Massachusetts Department of Transportation (“MassDOT”) that it:

Authorize the issuance of Subordinated Sales Tax Bonds (the “CIP Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in an amount sufficient to finance a \$200 million portion of the costs of the MBTA’s Capital Investment Plan (CIP) budget for fiscal year 2021;

Authorize the issuance of Subordinated Sales Tax Bonds (the “Refunding Bonds” and, together with the CIP Bonds, the “Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in such amount as necessary to refund the Authority’s outstanding: Senior Sales Tax Bonds, 2010 Series B; Senior Sales Tax Bonds, Variable Rate Demand Obligations, 2010 Series A; and commercial paper bond anticipation notes;

Authorize the determination by any one or more Authorized Officers to designate all or any portion of the Bonds as ‘Sustainability Bonds’ pursuant to the MBTA’s Sustainability Bond Framework previously approved by MassDOT and to issue any such Sustainability Bonds as a separate series or subseries of the Bonds, such determination to be conclusively evidenced by the execution of such Sustainability Bonds by an Authorized Officer;

Authorize the execution by 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, and delivery of one or more Supplemental Trust Agreements providing for the issuance of the Bonds, in substantially the form presented at this meeting, with such changes as are deemed advisable by an Authorized Officer, the definitive form of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;

Authorize the sale of the Bonds by competitive bids or by negotiated sale with a syndicate of underwriters selected by a competitive process;

Authorize (i) the distribution of one or more Preliminary Official Statements, in substantially the form presented at this meeting, with such changes as are deemed advisable by an Authorized Officer, the definitive form of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer, and (ii) the execution by an Authorized Officer, acting in the name and on behalf of the MBTA, and delivery to the underwriters of the Bonds, of final Official Statements in substantially the same form as the respective Preliminary Official Statement, with such changes, omissions, insertions and revisions as are deemed advisable by an Authorized Officer, the definitive forms of which shall be evidenced by a certificate of such Authorized Officer;

Authorize the execution by an Authorized Officer, acting in the name and on behalf of the MBTA, and delivery of one or more continuing disclosure agreements with respect to the Bonds, in the form approved by any such Authorized Officer, the definitive form of which shall be evidenced conclusively by the execution thereof by any such Authorized Officer;

Authorize the execution by an Authorized Officer, acting in the name and on behalf of the MBTA, and delivery of one or more purchase contracts with respect to the Bonds, in in the form approved by any such Authorized Officer, the definitive form of which shall be evidenced conclusively by the execution thereof by any such Authorized Officer; 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, certificates and other instruments necessary or desirable to effectuate the transactions contemplated by the documents executed in connection with foregoing votes.

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

Director Taylor	Yes
Director Moylan	Yes
Director Sullivan	Yes
Director Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Shortsleeve	Yes
Director King	Yes
Director Murtagh	Yes
Director Otero	Yes
Director Mazzearella	Yes
Chair Pollack	Yes

VOTED:

**Approval of
Fiscal and Management Control Board Recommendation Regarding
Issuance of MBTA Bonds**

Authorize the issuance of Subordinated Sales Tax Bonds (the “CIP Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in an amount sufficient to finance a \$200 million portion of the costs of the MBTA’s Capital Investment Plan (CIP) budget for fiscal year 2021;

Authorize the issuance of Subordinated Sales Tax Bonds (the “Refunding Bonds” and, together with the CIP Bonds, the “Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in such amount as necessary to refund the Authority’s outstanding: Senior Sales Tax Bonds, 2010 Series B; Senior Sales Tax Bonds, Variable Rate Demand Obligations, 2010 Series A; and commercial paper bond anticipation notes;

Authorize the determination by any one or more Authorized Officers to designate all or any portion of the Bonds as ‘Sustainability Bonds’ pursuant to the MBTA’s Sustainability Bond Framework previously approved by MassDOT and to issue any such Sustainability Bonds as a separate series or subseries of the Bonds, such determination to be conclusively evidenced by the execution of such Sustainability Bonds by an Authorized Officer;

Authorize the execution by 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, and delivery of one or more Supplemental Trust Agreements providing for the issuance of the Bonds, in substantially the form presented at this meeting,

with such changes as are deemed advisable by an Authorized Officer, the definitive form of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;

Authorize the sale of the Bonds by competitive bids or by negotiated sale with a syndicate of underwriters selected by a competitive process;

Authorize (i) the distribution of one or more Preliminary Official Statements, in substantially the form presented at this meeting, with such changes as are deemed advisable by an Authorized Officer, the definitive form of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer, and (ii) the execution by an Authorized Officer, acting in the name and on behalf of the MBTA, and delivery to the underwriters of the Bonds, of final Official Statements in substantially the same form as the respective Preliminary Official Statement, with such changes, omissions, insertions and revisions as are deemed advisable by an Authorized Officer, the definitive forms of which shall be evidenced by a certificate of such Authorized Officer;

Authorize the execution by an Authorized Officer, acting in the name and on behalf of the MBTA, and delivery of one or more continuing disclosure agreements with respect to the Bonds, in the form approved by any such Authorized Officer, the definitive form of which shall be evidenced conclusively by the execution thereof by any such Authorized Officer;

Authorize the execution by an Authorized Officer, acting in the name and on behalf of the MBTA, and delivery of one or more purchase contracts with respect to the Bonds, in the form approved by any such Authorized Officer, the definitive form of which shall be evidenced conclusively by the execution thereof by any such Authorized Officer; 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, certificates and other instruments necessary or desirable to effectuate the transactions contemplated by the documents executed in connection with foregoing votes.

Next, Chair Pollack called on Commuter Rail Executive Director Rob DiAdamo to present Agenda Item 12, a discussion of Commuter Rail Contract Options. Mr. DiAdamo discussed potential paths going forward with the goal of a long-term transformational contract to improve service and deliver rail transformation, while driving immediate term

performance improvement. Mr. DiAdamo noted the potential strategies included a short-term extension with Keolis per contract to develop/procure a transformational contract, and said staff had been having senior level negotiating sessions with Keolis. The second strategy was to procure a shorter-term new operating contract that would begin the transformation process while developing/procuring a transformational contract. Mr. DiAdamo commented that a senior staff steering committee had been formed to direct the procurement, have identified internal and external resources to manage the procurement, and have developed a procurement schedule.

Mr. DiAdamo continued discussing future contract goals, scenario planning, ridership uncertainty and rail transformation next steps, as set forth in attached document labeled, "Commuter Rail Contract Update, May 11, 2020."

Extensive discussion ensued on commuter rail transformation, contract development, procurement readiness, partnerships, institutional capacity and cooperation, and national and international resources.

Chair Pollack noted that Agenda Item 13, an update on Commuter Rail Performance was a written document and included in their Board packages.

Lastly, General Manager Poftak provided some comments on Paul Regan's retirement as Executive Director from the MBTA Advisory Board and bestowed an MBTA clock in appreciation of his service. Director Tibbits-Nutt added her own comments about his substantial expertise in transportation that would be missed. Director Sullivan also noted his positive achievements and contributions.

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

Director Taylor	Yes
Director Moylan	Yes
Director Sullivan	Yes
Director Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Shortsleeve	Yes
Director King	Yes
Director Murtagh	Yes
Director Otero	Yes
Director Mazzarella	Yes
Chair Pollack	Yes

VOTED: to adjourn the MassDOT Board of Directors at 1:34 p.m.

Documents relied upon for this meeting:

Minutes of April 13, 2020
Secretary Stephanie Pollack's Report to the MassDOT Board, May 11, 2020
Highway Administrator's Report, May 11, 2020
Rail and Transit Administrator's Report, May 11, 2020
RMV Update, May 11, 2020
Board Report: COVID-19 Air Medical Response Planning, Massachusetts, May 2020
Newton/Needham Contract – Reconstruction of Highland Ave, Needham Street, and Charles River Bridge from Webster Street, May 11, 2020
Human Resources Update, May 11, 2020
Issuance of Long-Term Debt, May 11, 2020
Draft CIP Update SFY2021, Joint Boards presentation, May 11, 2020
Commuter Rail Contract Update, May 11, 2020
Commuter Rail Performance Update, May 11, 2020

***Notes Regarding Public Comment:** In an effort to provide effective opportunities for public comment and engagement while protecting the health and safety of the public and staff, this meeting of the FMCB will be held virtually. Public comment will be taken (1) in writing by email or mail, (2) by voice message, and (3) by live public comment through telephone conference call.

(1) Written 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

For written comments received by mail or email at least one hour before the start of the FMCB meeting, the commenter's name and affiliation (if stated), along with the subject line of the message will be shared in the meeting and on the Livestream. Mailed and emailed comments will be compiled and distributed to all Board Members in advance of the meeting.

(2) Voice message comments may be submitted by calling 857-368-1655 and leaving a message at least one hour before the start of the FMCB meeting. Voice messages will be played aloud during the public comment portion of the board meeting and captured in the livestream video. Messages must be limited to two minutes per commenter, or up to four minutes for comments submitted on behalf of an organization or elected official and at the discretion of the Board Chair.

(3) Public comment may be provided in real-time during the public comment portion of the meeting by telephone conference call. Live public comments are limited to two minutes per commenter at the discretion of the Board Chair. To provide a comment live by telephone, you must email publiccomment@dot.state.ma.us at least one hour before the start of the meeting with your name and affiliation (if applicable) and item(s) for which you will provide comments. Participants will be sent a conference call number by email about 30 minutes prior to the start of the meeting. Participants will be called upon by the Board Chair to provide comments in the order they have signed up. At the end of the public comment period, participants who have offered comments may observe the FMCB meeting using the livestream video available at mbta.com. Members of the public who would like to watch the meeting but are not interested in providing comments should also use the livestream video available at mbta.com.