



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

March 23, 2020

To protect the health and safety of the public and the employees of MassDOT and the MBTA during the COVID public health emergency, public comments were submitted in writing to Board Counsel and was/will be shared with the MassDOT Board of Directors and Fiscal and Management Control Board members, respectively.

At the call of Chair Stephanie Pollack, a meeting of the MassDOT Board of Directors (Board) was called to order at 11:09 a.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts.

Chair Pollack discussed current COVID-19 situation and the meeting structure. Most Directors will be following the meeting remotely and had materials provided to them prior to the meeting.

Those present in person were Chair Stephanie Pollack, Directors Joseph Sullivan and Dean Mazarella (1:03 p.m.). Also present remotely were Directors Monica Tibbits-Nutt, Betsy Taylor, Kathy Murtagh, Vanessa Otero, Robert Moylan, Chrystal Kornegay (joined in at 11:44 a.m.), and Tim King being a quorum of the Board of Directors of the Massachusetts Department of Transportation.

Also present and/or participating were Highway Administrator Jonathan Gulliver, Owen Kane, Marie Breen, Highway Administrator Jonathan Gulliver, Acting Registrar Jamey Tesler, Boris Lazic, Scott Bosworth, Pat Landers, Mary Ann O'Hara, John Bechard, Pat Hoey from the City of Boston, David Pottier, Michelle Ho, Fiscal and Management Control Board Chair Joseph Aiello (joined at 12:40 p.m.), FMCB Director Brian Lang (joined at 11:25 a.m.) and General Manager Steve Poftak.

Next, was the approval of the minutes of the February 10, 2020 meeting.

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

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

VOTED: to approve the minutes of February 10, 2020.

Next, Secretary Pollack provided her report, Agenda Item 2. Chair Pollack focused her presentation on and discussed MassDOT's efforts concerning the Corona Virus pandemic and its impacts. Specifically, Chair Pollack discussed social distancing; Governor Baker's Executive Order relative to essential services and individual self-isolation; workforce protection and work plan; traffic reductions; construction program going forward safely; and the monitoring of toll revenue, as set forth in the attached document labeled, "Secretary Stephanie Pollack's Report to the MassDOT Board, March 23, 2020."

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 Corona Virus updates and the effects on MassHighway specifically discussing maintaining core services; staffing and redefining operations; Highway Division core staff and workforce utilization, as set forth in the attached document labeled, "Highway Administrator's Report, March 23, 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 the Corona Virus, specifically: reducing in-person customer volumes; limited in-person service opportunities; cleaning and social distancing in facilities and other updates, as set forth in the attached document labeled, "RMV Update, March 23, 2020." Discussion ensued.

Chair Pollack noted for the record that Agenda Item 5, the Report from the Rail and Transit Administrator and Agenda Item 6, the Report from the Aeronautics Administrator were written documents and included in their Board materials.

Next, Secretary Pollack introduced Chief Human Resources Officer Boris Lazic to present Agenda Item 7, the Human Resources Update. Prior to the commencement of his presentation, Chair Pollack announced that this would be Mr. Lazic's last presentation due to his upcoming resignation and thanked him for his service.

Mr. Lazic, as with the previous presentations, focused on core functions in Human Resources as they related to the Corona Virus. Mr. Lazic specifically discussed: workforce utilization; Highway Division and Registry core staff; highlighted critical infrastructure technology; security operations and systems; telework transition activities; hiring activities and future hiring at MassDOT, as set forth in the attached document labeled, "Human Resources Update, March 23,

2020.” Discussion ensued on hiring of “essential” employees and cost considerations during the current pandemic crisis.

Next, Chair Pollack called upon John Bechard, Deputy Chief Engineer for Design to present Agenda Item 8, the Melnea Cass Contract. Mr. Bechard presented an abbreviated presentation of the version previously presented to the Capital Programs Committee earlier on this day. Mr. Bechard said the reconstruction of Melnea Cass Boulevard, for an approximate length of 0.9 miles was a transportation improvement project funded through the MPO in partnership with the City of Boston. Mr. Bechard reviewed the terms of the contract, proposed improvements, bid and estimate comparisons, and the value and significance of the Board’s approval, as set forth in the attached document labeled, “Boston Reconstruction of Melnea Cass Boulevard, March 23, 2020.” Chair Pollack noted that upon approval of this contract, new construction might be delayed due to the current statewide health considerations and restrictions.

Mr. Pat Hoey, Transportation Planner for the City of Boston (by phone), relayed his thanks from the community and the consideration from the state on the approval of this contract that would allow for the reconstruction of the Melnea Cass Boulevard resulting in improved safety within the community along with its positive ecological impact.

Director Sullivan moved that the Board approve this contract as it was discussed at the Capital Programs Committee held earlier on this date and received unanimous endorsement from Committee members. Director Taylor appreciated the segregated bike lanes, while limited in distance, being connected to other bicycle lanes, since the project was only 0.9 miles long.

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

Director Taylor Yes

Director Murtagh Yes

Director King Yes

Director Tibbits-Nutt Yes

Director Kornegay Yes

Director Moylan Yes

Director Otero Yes

Director Mazzarella Yes

Director Sullivan 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 Highway Division Contract Number 109531 with Newport Construction Corporation, in the amount of \$25,640,640.64 based upon a schedule of unit and lump sum prices, said contractor being the lowest responsible and eligible bidder in response to requests for sealed proposals.

Next, Chair Pollack called on Chief Financial Officer David Pottier to present Agenda Item 9, the replacement of expiring liquidity facility.

Mr. Pottier said that based on the RFP response and their bond/market trading spread, MassDOT will replace the 2010 series letter of credit with Barclays Bank with a direct pay letter of credit with TD Bank with an expiration date of October 1, 2023, resulting in savings of \$206,412 annually, as set forth in the attached documents labeled, "MassDOT MHS Revenue RFP Fee Quote Summary, Credit Facility Substitution Staff Summary, and the TD Bank Resolution."

Director Taylor moved that the Board approve this contract as it was discussed thoroughly at a recent Finance and Audit Committee meeting and received the endorsement from Committee members.

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

Director Taylor Yes

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

VOTED:

RESOLUTION

WHEREAS, the Massachusetts Department of Transportation (the “Department”) issued its \$107,665,000 Metropolitan Highway System Revenue Bonds (Senior), Variable Rate Demand Obligations, 2010 Series A-2 (the “Senior A-2 Bonds”), together with other bonds, on May 27, 2010, for the purpose of refinancing bonds previously issued by the Massachusetts Turnpike Authority, predecessor to the Department;

WHEREAS, the payment of principal of and interest on the Senior A-2 Bonds is currently secured by a Letter of Credit (the “Barclays Letter of Credit”) issued by Barclays Bank PLC (“Barclays”);

WHEREAS, the Department desires to replace the Barclays Letter of Credit with a new letter of credit to be issued by TD Bank, N.A. (“TD”);

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Department, pursuant to the Act, as follows:

Section 1. The Department hereby authorizes obtaining a direct-pay letter of credit (the “Senior A-2 Letter of Credit”) to be provided by TD for the Senior A-2 Bonds, and the Department hereby authorizes the execution and delivery by any of the Chairman, the Secretary and Chief Executive Officer and Chief Financial Officer of the Department (each an “Authorized Officer”), acting singly, of (i) a reimbursement agreement between the Department and TD pursuant to which TD will issue the Senior A-2 Letter of Credit in such form and otherwise containing such terms and conditions as any Authorized Officer, acting singly, shall determine to be appropriate, the execution of such reimbursement agreement by such Authorized Officer to be conclusive evidence that the form and terms of such reimbursement agreement and the Senior A-2 Letter of Credit were deemed appropriate, and (ii) any other documents, certificates and other instruments which may be advisable, convenient or necessary to obtain the Senior A-2 Letter of Credit, including without limitation any fee letter agreement, offering memorandum or remarketing circular.

Section 2. Each Authorized Officer, acting singly, is hereby further authorized and directed to do all acts and things, and to execute and deliver any and all documents, certificates and other instruments necessary or desirable to effectuate the transactions contemplated by this vote.

Section 3. This resolution shall take effect immediately.

At the call of Chair Joseph Aiello, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 12:40 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 Tibbits-Nutt Yes

Director Kornegay **Yes**

Chair Aiello **Yes**

Chair Pollack called upon Chair Aiello to present Agenda Item 10, the Report from the Fiscal and Management Control Board. Chair Aiello highlighted a few of the highest priorities and developments from its previous two meetings.

At the February 24, 2020 meeting, the FMCB heard a presentation on the FY21 Operating Budget and requested a follow-up presentation with more detail. The FMCB also heard an overview on sources and programs for the FY21-26 Capital Investment Plan, and updates on Commuter Rail performance, fare transformation, means-tested fares, the bus network design, and approved a contract for the MBTA's acquisition of ownership of the Milford Secondary Line.

During the March 9, 2020 meeting, the FMCB received the requested follow-up presentation on the FY21 Operating Budget and voted to submit the preliminary budget to the MBTA Advisory Board for their review. Chair Aiello noted General Manager Poftak would be discussing the direction of the FY21 budget going forward due to the current pandemic situation. The FMCB also heard a presentation on the findings of the Commuter Rail Zone Study commissioned by the Legislature; approved an amendment to a contract to provide technical support services for the Positive Train Control System; and

approved a contract to provide on-call construction services for the Green Line track IV on the B & C Branches.

Chair Pollack noted Agenda Item 11, an update on the Capital Investment Plan, would not be presented as it was discussed at the Capital Programs Committee held immediately prior to this meeting, and in the interest of keeping a quorum of the FMCB moved to the next agenda item.

Chair Pollack called on Scott Bosworth, Undersecretary and Chief Strategic Officer to present Agenda Item 12, a discussion of Parcel 12. Mr. Bosworth was accompanied on the phone with Administrator of Real Estate Mark Boyle, who had spent many years working on the project. Mr. Bosworth provided an overview of the project and said that today the Board was being asked to approve the financial terms of a deal to lease land and air rights for Parcel 12, 1.81 acres over I-90 where a 12-story building would be erected. Mr. Bosworth said the project includes offices, a hotel and retail space, transportation improvements and other public benefits, and noted the designated developer was Samuels & Associates.

Mr. Bosworth next discussed the financial terms. Chair Pollack noted that as the project proceeded more updates would be made available to the Board. Discussion ensued on project value costs versus net construction costs during the current public health emergency crisis.

General Counsel Marie Breen discussed the key terms of the contract as it related to protection to MassDOT if the project was sidelined.

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

Director Taylor Yes

Director Murtagh Yes

Director King Yes

Director Tibbits-Nutt Yes

Director Kornegay Yes

Director Moylan Yes

Director Otero Yes

Director Mazarella Yes

Director Sullivan Yes

Chair Pollack Yes

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) negotiate and execute a 99-year lease of land and air rights within Massachusetts Turnpike Parcel 12 with S&A P-12 Property LLC, or its approved designee, for the construction of a mixed-use commercial hotel, office, retail, and restaurant development within Parcel 12 (the “Development”); (b) enter into such lease and any other necessary documents on such terms and conditions as the Secretary of Transportation and General Counsel deem necessary and/or advisable; and (c) take any and all actions necessary and/or advisable to effectuate the foregoing consistent with the attached Term Sheet

Attachment A – Parcel 12 Key Terms March 23, 2020

**Key Terms for Proposed Air Rights Lease Agreement
between
Massachusetts Department of Transportation (MassDOT)
and
S&A P-12 Property LLC (Tenant)
Pertaining to the Lease of
Massachusetts Turnpike Air Rights Parcel 12 – Intersection of
Massachusetts Avenue, Boylston Street, and Newbury Street, Boston,
Massachusetts (Property)**

Landlord:	Massachusetts Department of Transportation
Tenant:	S&A P-12 Property LLC, or its approved designee
Term:	99 years from the date of execution of the lease.
Property:	The land and air rights measuring approximately 78,969 square feet in area, located west of Massachusetts Avenue, south of the Newbury Street Extension, and north of Boylston Street, portions of which are over the Turnpike Extension and rail tracks.
Development:	Buildings, improvements and facilities to be constructed on the Property, consisting of

approximately 634,000 square feet of gross floor area, including (i) approximately 55,000 square feet of retail/restaurant use within a two-story podium; (ii) approximately 429,000 square feet of commercial office use in an 18-story building above the podium; (iii) approximately 150,000 square feet of hotel use in an 11-story building above the podium; (iv) a parking garage containing approximately 150 parking spaces; and (v) a deck over the Turnpike Extension and rail tracks.

Closing: Not later than June 19, 2020 or such other date as approved by the Secretary.

Consideration: Rent

- (i) Rent Payment Due when Lease is Executed: \$5,300,000.00.
- (ii) Pre-Construction/Construction Rent: \$100,000 per year in quarterly payments commencing when Lease is executed and ending when first Certificate of Occupancy is issued.
- (iii) Payment Due when First Certificate of Occupancy is Issued: \$1,500,000.00
- (iv) Annual Base Rent: \$175,000 per year commencing when first Certificate of Occupancy is issued and ending at the end of the Lease term. Annual Base Rent increases 20% every 10 years.
- (v) Participation Rent: The following participation rent payments (each a "Participation Rent Payment") are due and payable:
 - (a) 1% of actual or appraised value less total costs of construction due upon earlier of sale or second refinancing, but in all events no later than 15 years after issuance of first Certificate of Occupancy (the "First Participation Rent Payment").

- (b) 0.5% of incremental increase in actual or appraised value since the previous Participation Rent Payment, due upon each subsequent sale or financing after the First Participation Rent Payment.**

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

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

- (i) Tenant to obtain all Development approvals, including, without limitation, all work and highway access permits and licenses and other approvals from MassDOT and MBTA, as applicable, and Tenant to obtain MassDOT's and MBTA's approval of all design documents, construction plans, construction management plans and construction schedules.**
- (ii) 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 to be subject to the approval by the Highway Administrator or his designee.**
- (iii) All construction sequencing, railroad closures, and construction staging and construction plans involving use of, or impact on, any commuter rail operation or MBTA facility to be subject to the approval by the General Manager or his designee.**
- (iv) MassDOT and MBTA work and access permits and licenses to be incorporated into the lease, and to include disincentive assessments for failure to comply with road and rail right-of-way closure timeframes, and Tenant's failure to comply with the terms of the MassDOT and MBTA work and access permits or licenses shall be an event of default under the lease.**

- (v) Tenant’s allocation of responsibility for the construction, maintenance and associated costs of lighting, life safety, fire protection, ventilation, communications, security, power and other systems and appurtenances to the deck being constructed over the Turnpike Extension and the railroad right-of-way and in connection with extensions to the Prudential Tunnel to be set forth in the lease.**

Chair Pollack noted that Agenda Item 13, MassDOT and MBTA Debt and Derivative/Swap Policies and Agenda Item 14, Issuance of Short-Term Debt by the MBTA required votes by both boards and were thoroughly discussed at the Finance and Audit Committee on March 18, 2020. Mr. Pottier discussed the changes in MassDOT’s Debt Policy and MassDOT’s Swap Policy, as set forth in the attached documents labeled, “MassDOT Debt Issuance and Management Policy, March 23, 2020” and “MassDOT Interest Rate Swap Management Policy, March 23, 2020.” Director Taylor recommended the Boards adopt all of the policies.

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

Director Taylor Yes

Director Murtagh Yes

Director King Yes

Director Tibbits-Nutt Yes

Director Kornegay Yes

Director Moylan Yes

Director Otero Yes

Director Mazzarella Yes

Director Sullivan Yes

Director Pollack Yes

VOTED:

That the members of the Board of Directors of the Massachusetts Department of Transportation (“MassDOT”) hereby approve the MassDOT Interest Rate and Swap Management Policy as presented at this meeting.

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

Director Taylor Yes

Director Murtagh Yes

Director King Yes

Director Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Moylan	Yes
Director Otero	Yes
Director Mazzarella	Yes
Director Sullivan	Yes
Chair Pollack	Yes

VOTED:

That the members of the Board of Directors of the Massachusetts Department of Transportation (“MassDOT”) hereby approve the MassDOT Debt Issuance and Management Policy as presented at this meeting.

Next, MBTA Treasurer Pat Landers provided an overview of the updated Master Derivatives Policy and reviewed the changes in concert with bond counsel and legal consultants.

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

Director Tibbits-Nutt	Yes
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Director Lang Yes

Director Kornegay Yes

Chair Aiello Yes

VOTED:

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”) approve the Master Derivatives Policy of the Massachusetts Bay Transportation Authority (the “MBTA”) in the form presented at this meeting.

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

Director Taylor Yes

Director Murtagh Yes

Director King Yes

Director Tibbits-Nutt Yes

Director Kornegay Yes

Director Moylan Yes

Director Otero Yes

Director Mazzearella Yes

Director Sullivan Yes

Chair Pollack Yes

VOTED:

That the members of the Board of Directors of the Massachusetts Department of Transportation (“MassDOT”) accept the recommendation of the Fiscal and Management Control Board (the “FMCB”) and hereby reauthorize the Master Derivatives Policy of the Massachusetts Bay Transportation Authority in the form presented at this meeting.

Chair Pollack next called on Mary Ann O’Hara, the MBTA’s Chief Financial Officer to present Agenda Item 14, the Issuance of Short-Term Debt by the MBTA. Ms. O’Hara, upon recommendation from financial advisor PRAG, was requesting authorization to approve a plan of finance for a bank loan or line of credit to provide short-term liquidity. Ms. O’Hara noted this was thoroughly discussed at the March 18, 2020 Finance and Audit Committee meeting and the Committee recommended it go before the Boards for approval.

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

Director Tibbits-Nutt Yes

Director Lang Yes

Director Kornegay Yes

Chair Aiello Yes

VOTED:

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:

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

Authorize the issuance of up to \$200,000,000 aggregate principal amount of short-term notes, in one or more series (the “Notes”), as necessary to provide liquidity to the MBTA to meet expenses in light of reduced revenues resulting from actions taken in response to the COVID-19 pandemic, such Notes to be issued as Subordinated or Senior Sales Tax Bond Anticipation Notes pursuant to the Sales Tax Bond Trust Agreement, or as Assessment Bond Anticipation Notes pursuant to the Assessment Bond Trust Agreement, and, if necessary, one or more renewals thereof, such Notes to be repaid with revenues or the proceeds of long-term Sales Tax Bonds or Assessment Bonds, as applicable;

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 execute and delivery of one or more Supplemental Trust Agreements providing for the issuance of the Notes, in such form as is deemed advisable by an Authorized Officer, the definitive form of each such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;

Authorize the sale of the Notes by negotiated sale with one or more financial institutions on terms deemed advisable by an 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 by the MassDOT Board, by roll call:

Director Taylor Yes

Director Murtagh Yes

Director King Yes

Director Tibbits-Nutt Yes

Director Kornegay Yes

Director Moylan Yes

Director Otero Yes

Director Mazarella Yes

Director Sullivan 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 Plans of Finance recommended by the MBTA’s financial advisor, Public Resources Advisory Group, in its memorandum presented herewith;

Authorize the issuance of up to \$200,000,000 aggregate principal amount of short-term notes, in one or more series (the “Notes”), as necessary to provide liquidity to the MBTA to meet expenses in light of reduced revenues resulting from actions taken in response to the COVID-19 pandemic, such Notes to be issued as Subordinated or Senior Sales Tax Bond Anticipation Notes pursuant to the Sales Tax Bond Trust Agreement, or as Assessment Bond Anticipation Notes pursuant to the Assessment Bond Trust Agreement, and, if necessary, one or more renewals thereof, such Notes to be repaid with revenues or the proceeds of long-term Sales Tax Bonds or Assessment Bonds, as applicable;

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 execute and delivery of one or more Supplemental Trust Agreements providing for the issuance of the Notes, in such form as is deemed advisable by an Authorized Officer, the definitive form of each such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;

Authorize the sale of the Notes by negotiated sale with one or more financial institutions on terms deemed advisable by an 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 by the MassDOT Board, it was by roll call:

Director Taylor	Yes
Director Murtagh	Yes
Director King	Yes
Director Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Moylan	Yes
Director Otero	Yes
Director Mazarella	Yes
Director Sullivan	Yes
Director Pollack	Yes

**VOTED: to adjourn the MassDOT Board of Directors meeting at 1:15
p.m.**

Documents relied upon for this meeting:

Minutes of February 10, 2020

Secretary Stephanie Pollack's Report to the MassDOT Board, March 23, 2020

Highway Administrator's Report, March 23, 2020

Report from the Rail and Transit Administrator, March 23, 2020

Board Report: Signage Plan for Drone "No Fly Zones" new Airline Service at Cape & Islands
Airports and Aircraft Registration Program Update, March 23, 2020

RMV Update, March 23, 2020

Human Resources Update, March 23, 2020

Boston Reconstruction of Melnea Cass Boulevard, March 23, 2020

MassDOT Update to Debt Management and Swap Policies, March 23, 2020

FY2021-2025 CIP Update: Program Sizes, Source and Uses

Massachusetts Turnpike Parcel 12 Briefing

MassDOT Debt Issuance and Management Policy, March 23, 2020

MassDOT Interest Rate Swap Management Policy, March 23, 2020

MBTA Debt Issuance and Management Policy, July 1, 2020

MBTA Debt Management/Derivative Policies Revision, March 23, 2020

MBTA Master Derivatives Policy, July 1, 2020

COMPILED PUBIC COMMENTS BY EMAIL – MARCH 23, 2020

----- Original message -----

From: Louise Baxter <lbaxter4@verizon.net>

Date: 3/22/20 10:00 PM (GMT-05:00)

To: publiccomments@dot.state.ma.us

Cc: mela@ace-ej.org, "Kane, Owen (MBTA)" <okane@MBTA.com>

Subject: public comment 3/23 FMCB DOT meeting

CAUTION: This email originated from a sender outside of the Commonwealth of Massachusetts mail system. Do not click on links or open attachments unless you recognize the sender and know the content is safe.

I'm for requiring all contracts to keep union jobs Also don't pass off public responsibility to private companies We all as citizens and voters should not pass off public responsibility for public goods among other things Also private companies are concerned about profits as services and might cut off service to EJ people

This is now time to make equity a main concern not just numbers. The newspapers now have articles had some people who can afford it moving out of Boston to less congested areas because of the virus. Public good should be for all people especially the less well off. The post office charges rural areas same as urban areas even though it is more costly to serve rural areas Communication and transportation are human rights and everyone has the right to be connected to opportunity, ability to fill their needs such as food, health services etc. even if it is not profitable.

I think you did good outreach for 3/10 better bus project meeting. We didn't get a chance to evaluate it. I hope you keep up outreach for all changes such as posting notices on effected stops and routes

Also please make public comments easily and timely accessible to the public. It is important to know what others are saying and their concerns. It helps us in making decisions. We can take other's needs and concerns in deciding our platform. We can see what we ask for might affect others

Thank You

Louise Baxter
lbaxter4@verizon.net

----- Original message -----

From: "Lolita Parker, Jr." <roxbury02119@gmail.com>
Date: 3/22/20 9:01 PM (GMT-05:00)
To: "Kane, Owen (DOT)" <Owen.Kane@dot.state.ma.us>
Subject: Please delay awarding the Melnea Cass tree removal contract

We need them more than ever.

Heat index maps show the summertime temps are 10 degrees and more cooler than a couple of blocks over to the north.

Thank You
Lolita Parker Jr

----- Original message -----

From: ivonne lalyre <lalira53@yahoo.com>
Date: 3/23/20 5:32 AM (GMT-05:00)
To: "Kane, Owen (DOT)" <Owen.Kane@dot.state.ma.us>, MassDOT Public Comments <publiccomment@dot.state.ma.us>, "Kane, Owen (DOT)" <Owen.Kane@dot.state.ma.us>, "Kane, Owen (MBTA)" <okane@MBTA.com>
Cc: "Pollack, Stephanie (DOT)" <Stephanie.Pollack@dot.state.ma.us>, yawu@bannerpub.com, newstip@globe.com, Jon Santiago <jon.santiago@mahouse.gov>, Kim Janey <kim.janey@boston.gov>, Sonia.Chang-diaz@masenate.gov
Subject: Melnea Cass Boulevard - Item 8 on Today's meeting agenda

Dear Mr. Kane,

My name is Yvonne Lalyre. I started a petition a few days ago on behalf of my neighborhood and the Friends of Melnea Cass Boulevard (FMCB). I urge you and the Massachusetts Department of

Transportation to consider that as of this moment the petition has gathered already three hundred and sixty-nine (369) signatures.

In short, the signers and I are respectfully asking the Massachusetts Department of Transportation to halt the project of reconstruction of the boulevard and consider the options proposed by the neighborhood of Lower Roxbury and FMCB. We are also asking that the contract not be awarded to Newport Corporation.

Anyone may access the pertinent information at <http://chnng.it/mVbgy8cwnr>.

Sincerely and grateful for your attention,

Yvonne Lalyre, Ed.D.
17 Greenwich Street
Frederick Douglass Square
Roxbury Crossing, MA 02120-2250
(617)427-5542

----- Original message -----

From: ivonne lalyre <lalira53@yahoo.com>

Date: 3/23/20 6:31 AM (GMT-05:00)

To: "Kane, Owen (DOT)" <Owen.Kane@dot.state.ma.us>, MassDOT Public Comments <publiccomment@dot.state.ma.us>, "Kane, Owen (DOT)" <Owen.Kane@dot.state.ma.us>, "Kane, Owen (MBTA)" <okane@MBTA.com>

Cc: "Pollack, Stephanie (DOT)" <Stephanie.Pollack@dot.state.ma.us>, yawu@bannerpub.com, newstip@globe.com

Subject: Re: Melnea Cass Boulevard - Item 8 on Today's meeting agenda

Dear Mr. Kane,

For your information and that of the Board of Mass DOT, an earlier petition regarding the project last year, addressed to the Mayor of Boston, gathered two hundred and twenty-five signatures (225):

<https://www.change.org/p/boston-residents-and-stakeholders-save-the-mature-canopy-of-urban-trees-lining-melnea-cass-blvd-in-lower-roxbury>

Below is the full text of my current petition in English (369 signatures). The opposition is mounting.

Environmental Justice for Lower Roxbury! Save \$33M+ of Tax Payer Dollars
(Traducción abajo)

The reconstruction of Melnea Cass Boulevard (MCB)*, the multi-lane road located in the low-income neighborhood of Roxbury, was first suggested by the Boston Transportation Department as a project in 2011 with an intended cost of \$9 million. In 2015, the City obtained \$25 million from the Metropolitan Planning Organization, which oversees state and federal highway funding, under the promise of a design that would get local support. The City failed!

Boston officials claim falsely that there has been an extensive "public engagement process." At the public meetings, hearings, and numerous site visits, neighbors have repeatedly rejected the City's grandiose plans. Instead, the neighborhood has suggested alternatives that would better address safety along the Boulevard, would preserve the existing tree canopy, and save money.

Nevertheless, the City and its consultants chose elaborate, costly, and difficult-to-build alternatives from those provided in the city and state's (Complete Streets and Separated Bike Lane) design guides. While spending an estimated \$2-\$3 million on design, they have ignored not only the neighborhood's advice, but also the City's own predictions and recommendations regarding climate change.

The bids are in. It is clear that city officials made the wrong choices. The lowest bid for the reconstruction by an out-of-state contractor is 35% over the estimated \$25 million! If this project is allowed to go ahead, the state will spend \$33+ million of tax payer funds to eliminate a minimum of 100 mature trees in the middle of a "most severe heat island"*** in Boston, increase the road pavement by 20%, and cause at least three years of profound neighborhood disruption only to have more traffic, more air and noise pollution, and more unnecessary bike lanes. The immense environmental impact on Lower Roxbury means that it will take thirty-five (35) years for trees, that may be planted, to reach maturity and provide the benefits of those that are already there. There will be a detrimental impact on health, especially of children and the elderly due to increased air contamination and heat. There will be an increased danger of flooding with the tree removal. Moreover, and most importantly, with the choice of an out-of-state contractor there is no evident economic benefit to the neighborhood, no articulated plan to create jobs for minority or women workers beyond existing hiring regulations and therefore, no clear or foreseeable benefit to the neighbors, or the City.

The neighborhood has proposed a strategy that would accomplish the required safety improvements to the Boulevard quickly and economically with a cost close to the original \$9million:

- Stay within the existing curbs. That saves the trees and a barrier to global warming.
- Repave, re-stripe, fix the curb-cuts and install new signals. That eliminates the added 20% road pavement.
- Resurface the existing bike path and sidewalks. That eliminates the extra redesign and work.
- Improve drainage. That is a precaution for flooding risks.
- Hire local folks to restore and maintain the trees and landscape. That will bring \$ into the low-income neighborhood surrounding MCB and to the City.
- Free over \$16 million for other environmentally sound projects in Boston or the Commonwealth.

Say "NO" to the Melnea Cass Boulevard Design Project and ask the Board of Directors of the Massachusetts Department of Transportation to Stop the Project!

Please write to: stephanie.pollack@dot.state.ma.us (chair), publiccomment@dot.state.ma.us or call:(857) 368-8767

Please share the petition and like our page on facebook:

<https://www.facebook.com/FriendsofMCB>

*<https://www.boston.gov/departments/transportation/melnea-cass-boulevard-design-project>

** <https://www.boston.gov/departments/environment/climate-ready-boston-progress>

Sincerely,

Yvonne Lalyre, Ed.D.

----- Original message -----

From: ivonne lalyre <lalira53@yahoo.com>

Date: 3/23/20 11:11 AM (GMT-05:00)

To: "Kane, Owen (DOT)" <Owen.Kane@dot.state.ma.us>, MassDOT Public Comments <publiccomment@dot.state.ma.us>, "Kane, Owen (DOT)" <Owen.Kane@dot.state.ma.us>, "Kane, Owen (MBTA)" <okane@MBTA.com>

Cc: "Pollack, Stephanie (DOT)" <Stephanie.Pollack@dot.state.ma.us>, yawu@bannerpub.com, newstip@globe.com

Subject: Re: Melnea Cass Boulevard - Item 8 on Today's meeting agenda

As of 11:11 am the number of signers is 376.

----- Original message -----

From: Mela Bush-Miles <mela@ace-ej.org>

Date: 3/23/20 11:48 AM (GMT-05:00)

To: publiccomments@dot.state.ma.us, "Kane, Owen (MBTA)" <okane@MBTA.com>

Subject: public comments from TRiders Union

To Whom it May Concern:

Please consider attached public comments I am submitting on behalf of T Riders Union members.

Thank You

Mela Miles Director T Riders Union. Director TOD ...ACE Alternatives For Community and Environment

Alternatives For Community and Environment

2201R Washington Street Suite 302

Roxbury Ma 02119

March 23, 2020

Respected Members of the Board Madame Secretary, GM Poftak, Chair Aiello, Director Tibbitts-Nutt:

I am writing this comment on behalf of writers that we have interacted with over the past week and members of the two writers Union who joined in on a conference call last Thursday evening. At this time of crisis, due to the Covid-19 outbreak. We first would like to thank you for endeavouring to keep the public transportation system up and running and working day and night to address the issues that arise. We also know that the show must go on. Though we may be shut in we should not be shut out of the public process in public meetings. One question one concern was what was being done to protect the T employees so that they are not put at risk while they drive the trains, buses, trolleys and commuter rail services and may have to interact with riders, will you be issuing gloves and masks to those employees so that they will not be put at risk ultimately putting their families at risk. There was a question of overcrowding on some

buses when the service was cut back to a Saturday schedule, in particular the 111 bus was overcrowded and people had to come within close proximity of each other and could not maintain their safe distance of 6 feet. Please consider equity when making your decisions about which routes they should to cut down service. One T rider expressed concern that trolley service was cut down to every 7 to 14 minutes on the Mattapan high-speed trolley line was operating on 14 to 26 minutes headways we are concerned that there is not equitable treatment of riders in these EJ communities. The Mattapan high-speed trolley line begins and ends in the lower-income communities of Mattapan and Dorchester. Residents there tend to be very transit dependent and have less automobiles. Those who must continue to work include workers from every segment of the supply chain to supermarkets, pharmacies, hospital workers, those who must get to their jobs regardless of stay-at-home orders.. The Melnea Cass contract is on the agenda for a vote and there is no back up documentation for public viewing. We are requesting that meetings be live streamed for public participation and allow call in public comments if possible thank you
Sincerely

Mela Miles Director of TOD at ACE director of TRU. mela@ace-ej.org

----- Original message -----

From: Olivia Nichols <olivian@greenrootschelsea.org>

Date: 3/23/20 2:11 PM (GMT-05:00)

To: MassDOT Public Comments <publiccomment@dot.state.ma.us>, "Kane, Owen (MBTA)" <okane@MBTA.com>

Subject: 3.23 MBTA and MassDOT Joint Board Meeting Public Comment

Attached is a public comment for submission from today's joint board meeting.

Thank you,
Olivia Nichols
Transit Justice & Environmental Justice Organizer, GreenRoots

GreenRoots
227 Marginal Street
Chelsea, MA 02150
March 23, 2020

Respected Members of the Board Madame Secretary, GM Poftak, Chair Aiello, Director Tibbitts-Nutt:

I am submitting this comment following conversations I have engaged on over the past week with residents and MBTA riders of Chelsea as well as a group of participants of the T Riders Union.

I would like to highlight one central and common point of concern here, which is that of the immediate sequestering of public input that is already seen through how today's meeting is being conducted. While the option to view the livestream of the joint meeting is appreciated, I,

along with members of the T Riders Union and several community members in Chelsea, find it highly concerning that the public comment period itself has been removed from the meeting agenda. Please allow for a call-in option at future meetings so that the general public can continue to actively engage and voice our opinions and experiences. With the sole option currently available to us (the public) being to submit comments via email, how are these comments being incorporated into the meetings themselves?

Especially considering Gov. Baker's issuance of stay-at-home beginning tomorrow (March 24th), we must ensure that, while public health concerns continually and understandably discourage members of the public from gathering in-person, FMCB meetings remain receptive and accessible to engagement from the public in a mutual manner, meaning real-time responses from Board members to submitted public comments. This is a time to turn towards the public, not shut us out or discourage us from engaging in this public process.

Thank you for your time.

Sincerely,

Olivia Nichols, Transit Justice & Environmental Justice Organizer, GreenRoots