



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



MINUTES
Meeting of the MassDOT Board of Directors
May 14, 2018

The MassDOT Board of Directors (Board) was called to order at 12:10 p.m. by Chair Stephanie Pollack.

Those present were Chair Stephanie Pollack, Directors Steven Poftak, Tim King, Ruth Bonsignore, Dean Mazzarella (arrived at 12:20 p.m.), Robert Moylan, Betsy Taylor, Monica Tibbits-Nutt, Brian Shortsleeve (arrived at 1:17 p.m. and Joseph Sullivan (arrived at 12:18 p.m.) being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Also present were Highway Administrator Jonathan Gulliver, Registrar Erin Deveney, FMCB Chair Joe Aiello, General Manager Luis Ramirez, Owen Kane, Marie Breen, Nathan Peyton, David Abdoo, Joanna Aalto, Anne Gorczyka, John Bechard, Tom Dugan, Jim Logan and John Markowitz.

Chair Pollack opened up the public comment session.

The first speaker was Stacy Thompson from Livable Streets who commented on the Longfellow Bridge capacity for bike lanes, dedicated bus lane Pilot, capacity on the North Washington Bridge and the I-90 Allston project and West Station.

Next, Bob Sloane from Walk Boston commented on bike paths.

Next, Fred Salvucci commented on the CIP agenda item and funding for the West Station I-90 Allston project.

Lastly, Stephen Kaiser requested incorporating more agenda items for the Joint portion of the Joint MassDOT and FMCB meetings and commented on the Boston Seaport, I-90 Allston project and Silver Line transit plans.

Next, was the approval of the minutes of the April 23, 2018 meeting.

On motion duly made and seconded, it was:

VOTED: To approve the minutes of April 23, 2018.

Director Tibbits-Nutt and Director Taylor abstained from voting.

Secretary Pollack noted that Agenda Items 5 and 6, the reports of the Rail and Transit Administrator and the Aeronautics Administrator were written submissions and included in the Board packages, as set forth in the attached documents labeled, "Rail and Transit Administrator's Report, May 14, 2018" and "Aeronautics Administrator's Report, May 14, 2018."

Next, Chair Pollack provided the report of the Secretary/CEO and updated the Board on recent activities of MassDOT including the recent bond refunding transaction, construction season outreach, bicycle and pedestrian paths, Bike

Week and the Draft Capital Investment Plan (CIP), as set forth in the Secretary's Report, May 14, 2018." Discussion ensued.

Next, the Chair called upon Registrar of Motor Vehicles Erin Deveney to present Agenda Item 4, the Report from the Registrar of Motor Vehicles. Ms. Deveney updated the board on ATLAS and REAL ID implementation and discussed the progress to date on the release of ATLAS software, the initiated full compliance of REAL ID and the training of the entire RMV workforce. She noted that transaction times were still improving and concluded with the RMV wait time reduction plan and wait time goals, as set forth in the attached document labeled "Update on Registry of Motor Vehicles Implementation of ATLAS and REAL ID, May 14, 2018." Discussion ensued.

The Chair next called upon Highway Administrator Jonathan Gulliver to present Agenda Item 3, the Report from the Highway Administrator. Mr. Gulliver updated the Board on the status of the Mass Ave Bridge over Commonwealth Avenue project, the Highway Spring clean-up campaign and personnel and organizational changes. He concluded with an update on the Longfellow Bridge including project status, final traffic configuration and project cost, as set forth in the attached document labeled, "Highway Administrator's Report, May 14, 2018." Discussion ensued.

Next, Chair Pollack asked that Mr. Gulliver remain at the podium to present Agenda Item 9, a discussion of the Memorandum of Understanding (MOU) with the Massachusetts State Police. Mr. Gulliver provided an overview of the agreement in place with the State Police to provide service on the Metropolitan Highway System (MHS), Tobin Bridge and the western turnpike. The proposed MOU between MassDOT and the State Police would be replacing the 2010 Agreement with State Police Troup E. that ensures compliance with statutory requirements; provides for development of an annual service plan and budget for services; and continues the implementation of a strong system of internal controls, policies, and procedures that emphasize transparency, accuracy and supporting documentation. Thom Dugan, Highway's Chief Administrative Officer and Jim Logan, MassDOT's Director of Audit Operations, contributed to the presentation. Discussion ensued.

On motion duly made and seconded, it was:

VOTED:

That the Secretary/CEO is hereby authorized to execute in the name of and on behalf of the Massachusetts Department of Transportation (the "Department"), a certain Memorandum of Understanding between the Department and the Commonwealth of Massachusetts acting by and through the Department of State Police in accordance with M.G.L. c. 22C, § 29, for State Police service for the Massachusetts Turnpike and the Metropolitan Highway System.

Next, the Chair called upon Anne Gorczyka, Director of Design-Build Project Management to present Agenda Item 7, a discussion of the Haverhill Design-Build Contract. Ms. Gorczyka stated the project would replace the existing bridges carrying Interstate 495 over the Merrimack River in Haverhill and noted the bridges were built in 1961 and had been subject to frequent structural repairs, as set forth in the attached document labeled, "Bridge Replacement Br. No. H 12-039 Interstate 495 (NB & SB) over the Merrimack River Haverhill, Project File No. 605306, May 14, 2018." Discussion ensued. Director Bonsignore noted the Capital Programs Committee had previously heard complete details of the presentation on May 9 and recommended approval of this action by the Board.

On motion duly made, and seconded, it was:

VOTED:

That the Secretary/CEO and/or Administrator for the Highway Division, be and hereby is, authorized to award and execute, in the name and on behalf of the Department, and in a form approved by General Counsel, a certain Highway Division Contract No. 103045 entitled, Haverhill – I-495 over Merrimack River, Bridge No. H12-039 (2WM & 2WN) Bridge Replacement Design-Build Project with SPS New England, Inc., in the amount of \$89,554,105.00, said Design-Build Entity being the Best Value Design-Build in response to requests for sealed Proposals.

Next, the Chair call upon John Bechard, Deputy Chief Engineer of Design to present Agenda Item 8, the Sterling Resurfacing Project. Mr. Bechard noted

the project would resurface six lanes of Interstate 190 for seven miles in Sterling and a portion of West Boylston. He further noted the purpose of this project was to resurface the roadway pavement surface, bridge decks and ramp pavement surface for long term maintenance goals under the Transportation Asset Management Plan (TAMP), as set forth in the attached document labeled, "Sterling Resurfacing and Related Work including Repairs to 6 Bridges, On a section of Interstate 190, Project File No. 606575, May 14, 2018."

Director Bonsignore indicated this presentation was reviewed on May 9 at the CPC meeting and recommended it go before the full Board for approval. Discussion ensued.

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 No.102202 entitled, "Sterling Resurfacing and Related Work (including repairs to 6 Bridges) on a Section of Interstate I90" with J.H. Lynch & Sons, Inc., in the amount of \$19,170,578.57.

At the call of Chairman Joseph Aiello, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 2:02 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.

Secretary Pollack called upon Chair Aiello to present Agenda Item 10, the report from the Fiscal and Management Control Board. Chair Aiello provided some highlights of recent meetings including: approval of a new ferry contract; execution of a contract to operate The RIDE Access Center (TRAC) to Intelliride/Transdev; updates and on the Commuter Rail Vision; Red/Blue Connector; South Station Air Rights and Positive Train Control; Silver Line in Chelsea ridership; Green Line Investment Strategy; and the Better Bus Working Group.

Chair Aiello concluded his remarks by noting customers were taking the time to tell the MBTA of their positive experiences using the systems and had noticed the hard work the women and men of the MBTA were providing. Their dedication and efforts had not gone unnoticed by the members of the FMCB.

Next, Chair Pollack called upon Director of Treasury Services John Markowitz to present Agenda Item 11, a discussion of the MBTA Debt Refinancing. Mr. Markowitz provided an overview of the current debt portfolio, background on 2017A debt restructuring, Request for Responses solicitation, responses and evaluation and the MBTA Financial Advisor's recommendation, as set forth in the attached document labeled, "Refunding of 2017A Direct Purchase, May 14, 2018." Discussion ensued. Director Taylor commented that the Finance and Audit Committee had an opportunity to review this transaction and recommended that both Boards approve this transaction.

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

VOTED:

Recommendation to MassDOT Regarding Refunding of Existing MBTA Bonds

The following votes relate to the Plan of Finance recommended by the MBTA's Financial Advisor, Public Financial Management, Inc., in its memorandum presented herewith.

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 current refunding of the Senior Sales Tax Bonds, Multi-Modal Obligations, 2017 Series A (the "Series 2017A Bonds") (which bonds current refunded the Senior Sales Tax Bonds, 2008 Series A) currently outstanding in the aggregate principal amount of \$211,800,000 by (i) issuing Senior Sales Tax Bonds, Variable Rate Demand Bonds, 2018 Series A (the "2018A Bonds") bearing interest at variable rates, initially in a weekly mode, and (ii) selling the Series 2018A Bonds in a negotiated public offering, all as determined by the Chief Administrator, Chief Financial Officer and Treasurer, or any of such officers acting singly (each referred to herein as an "Authorized Officer"), the definitive Series 2018A Bonds to be evidenced by the execution thereof in accordance with Chapter 161A of the Massachusetts General Laws (the "Enabling Act");

Approve one or more supplemental trust agreements, bond purchase agreements, official statements and/or stand-by bond purchase agreements or other liquidity facilities, all as deemed advisable by an Authorized Officer, the definitive form of such agreements to be evidenced conclusively by the execution thereof by an Authorized Officer;

Direct that the aggregate principal amount of the Series 2018A Bonds shall not exceed \$215,000,000;

Authorize each Authorized Officer, the General Counsel and other officers of the Authority and MassDOT, acting singly, 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 the documents executed in connection with foregoing votes.

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

**Approval of Fiscal and Management Control Board Recommendation
Regarding the Refunding of Existing MBTA Bonds**

The following votes relate to the Plan of Finance recommended by the MBTA's Financial Advisor, Public Financial Management, Inc., in its memorandum presented herewith.

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 current refunding of the Senior Sales Tax Bonds, Multi-Modal Obligations, 2017 Series A (the "Series 2017A Bonds") (which bonds current refunded the Senior Sales Tax Bonds, 2008 Series A) currently outstanding in the aggregate principal amount of \$211,800,000 by (i) issuing Senior Sales Tax Bonds, Variable Rate Demand Bonds, 2018 Series A (the "2018A Bonds") bearing interest at variable rates, initially in a weekly mode, and (ii) selling the Series 2018A Bonds in a negotiated public offering, all as determined by the Chief Administrator, Chief Financial Officer and Treasurer, or any of such officers acting singly (each referred to herein as an "Authorized Officer"), the definitive Series 2018A Bonds to be evidenced by the execution thereof in accordance with Chapter 161A of the Massachusetts General Laws (the "Enabling Act");

Approve one or more supplemental trust agreements, bond purchase agreements, official statements and/or stand-by bond purchase agreements or other liquidity facilities, all as deemed advisable by an Authorized Officer, the definitive form of such agreements to be evidenced conclusively by the execution thereof by an Authorized Officer;

Direct that the aggregate principal amount of the Series 2018A Bonds shall not exceed \$215,000,000;

Authorize each Authorized Officer, the General Counsel and other officers of the Authority and MassDOT, acting singly, 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 the documents executed in connection with foregoing votes.

Next, Chair Pollack called upon Michelle Ho, MassDOT's Director of Capital Planning to present Agenda Item 12, a discussion of the Draft CIP. Ms. Ho noted she was seeking approval from both boards to release the Draft CIP for public comment and review. She provided an overview of CIP updates to approach, program budgets, spending by source and highlighted projects, as set forth in the attached document labeled, "Draft CIP Update SFY 2019-2023 Joint Boards Presentation, May 14, 2018." Discussion ensued. Chair Pollack noted that Directors Poftak, Taylor and Bonsignore had offered their assistance in creating finance plans for specific projects going forward.

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

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 FY19-23 Capital Investment Program.

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

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 FY19-23 Capital Investment Program.

On motion duly made and seconded, it was:

VOTED: to adjourn the MassDOT Board of Directors at 2:36 p.m.

Documents relied upon for this meeting:

Minutes of April 23, 2018

Rail and Transit Administrator Report, May 14, 2018

Aeronautics Administrator Report, May 14, 2018

Secretary's Report, May 14, 2018

Highway Administrator's Report, May 14, 2018

Update on Registry of Motor Vehicles Implementation of ATLAS and REAL ID, May 14, 2018.

Bridge Replacement Br. No. H 12-039 – Interstate 495 over Merrimack River, May 14, 2018

Draft CIP Update SFY 2019-2023 Joint Boards Presentation, May 14, 2018

Refunding of 2017A Direct Purchase, May 14, 2018