



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



MINUTES
Joint Meeting of the MassDOT Board of Directors
and the
Fiscal Management and Control Board
June 19, 2017

The MassDOT Board of Directors was called to order by Chair Stephanie Pollack at 1:14 p.m., joining the Fiscal and Management Control Board (FMCB) already in progress.

Those present were Chair Stephanie Pollack, Directors Dominic Blue, Ruth Bonsignore, Lisa Calise, Tim King, Dean Mazzarella, Steven Poftak, Joseph Sullivan, Betsy Taylor and Monica Tibbits-Nutt, being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Present from the Fiscal and Management Control Board was Chairman Joseph Aiello.

Others present were Acting General Manager Brian Shortsleeve, Rail and Transit Administrator Astrid Glynn, Aeronautics Administrator Jeff DeCarlo, MBTA Chief Operating Officer Jeff Gonneville, Green Line Extension Program Manager John Dalton, Trey Wadsworth, Janelle Chan, Kate Fichter, John Englander, Owen Kane, Jordan Mooney, Mark Boyle, David Anderson and Jonathan Gulliver.

First, the Board heard public comment on MassDOT Board and Joint MassDOT and Fiscal and Management Control Board (FMCB) agenda Items.

The first speaker was Stephen Kaiser who commented on the Green Line Extension update.

The next speaker was Kevin Rainsford from the Jamaica Plain Neighborhood Council who commented on the Arborway Yard.

The next speakers were Louise Baxter from TRU and Mela Miles from the Fairmount Coalition who commented on the Transit-Oriented Development Policy.

Next, Chairperson Pollack called upon Green Line Extension Program Manager John Dalton to present Agenda Item 7 – the Green Line Extension Update. Mr. Dalton provided an update on the schedule, FTA engagement and GLX public outreach, as set forth in the attached presentation labeled “Green Line Extension Project, June 19, 2017.” Discussion ensued.

Next, Chair Pollack called upon Janelle Chan, Chief of Real Estate to present Agenda Item 8 – a discussion of the Transit-Oriented Development Policy. Ms. Chan provided background of the policy development, guidelines and implementation of the policy, as set forth in the attached presentation labeled “Transit-Oriented (TOD) Policy and Guidelines, June 19, 2017.” Discussion ensued.

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

VOTED:

That the Board of Directors hereby adopts the Transit – Oriented Development (TOD) Policies and Guidelines entitled “Massachusetts Bay Transportation Authority, Massachusetts Division of

Transportation TOD Policies and Guidelines” as presented to the Board during the June 19, 2017 meeting and authorizes the Secretary/CEO or her designee, to take all necessary steps to implement said Policy, in the name and on behalf of the Massachusetts Department of Transportation.

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

VOTED:

That the Fiscal and Management Control Board (“FMCB”) hereby adopts the Transit – Oriented Development (TOD) Policies and Guidelines entitled “Massachusetts Bay Transportation Authority, Massachusetts Division of Transportation TOD Policies and Guidelines” as presented to the FMCB during the June 19, 2017 meeting and authorizes the General Manager or his designee, to take all necessary steps to implement said Policy, in the name and on behalf of the Massachusetts Bay Transportation Authority.

Next, Chair Pollack called upon MassDOT’s Manager of Capital Planning, Trey Wadsworth to present Agenda Item 9 – the Final 2018-2022 CIP Update. Mr. Wadsworth provided a follow-up to the June 13 Capital Programs’ Committee Meeting on public engagement, equity analysis, capital outcomes, highway pay-go sources and the South Coast Rail. Mr. Wadsworth continued with an update of the CIP process, as set forth in the attached document labeled “Final 2018-2022 CIP Update Joint Board Presentation.” Discussion ensued. Director Bonsignore noted that the Capital Programs Committee members felt comfortable with the Board’s approval of this CIP Program.

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

VOTED:

That the Board of Directors hereby approve the Capital Investment Program (CIP), and that the Secretary/CEO is authorized, in the name of and on behalf of the Massachusetts Department of Transportation (Department), to take any steps she deems necessary and appropriate, to provide notice to the Legislature and the public of the Department's proposed Fiscal Year 2018 - Fiscal Year 2022 CIP.

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

VOTED:

That the Fiscal and Management Control Board hereby approves the Capital Investment Program (CIP), and that the Secretary/CEO is authorized, in the name of and on behalf of the Massachusetts Department of Transportation (Department), to take any steps she deems necessary and appropriate, to provide notice to the Legislature and the public of the Department's proposed Fiscal Year 2018 - Fiscal Year 2022 CIP.

Next, Chair Pollack called upon Jordan Mooney, the MBTA's Senior Financial Strategy Analyst to present Agenda Item 10 – the Bond Proceeds Usage Resolution. Mr. Mooney explained that a reimbursement resolution was a board action that allows an agency to reimburse itself for expenditures made before issuance of tax-exempt debt. He discussed the reimbursement resolution, reimbursement procedure and reimbursement resolution considerations, as set forth in the attached presentation labeled "Federally Mandated Bond Proceeds Usage Resolution ("Reimbursement Resolution)", June 2017." Discussion ensued.

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

VOTED:

To recommend that the Board of Directors of the Massachusetts Department of Transportation that the General Manager of the Massachusetts Bay Transportation Authority (the "MBTA"), or his designee, to adopt on behalf of the MBTA during the Fiscal Year ended June 30, 2018, one or more written statements of official intent with respect to the making by the MBTA of expenditures from internal loans and/or advances (including expenditures made within the 60 days prior to the adoption of each such statement of official intent) from the general funds or other available funds of the MBTA for the projects and in the maximum amounts set forth in the 2018 Capital Investment Program of the MBTA, each such statement to include a general description of the project, to provide that said loans and advances are to be made (a) in anticipation of reimbursement from proceeds of tax-exempt debt obligations of the MBTA or another issuer of such obligations and (b) from funds authorized within MBTA's budget, and to set forth a maximum principal amount of any debt to be incurred for the project.

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

VOTED:

That the Board of Directors of the Massachusetts Department of Transportation (the "Board") authorize the General Manager of the Massachusetts Bay Transportation Authority (the "MBTA"), or his designee, to adopt on behalf of the MBTA during the fiscal year ending June 30, 2018, one or more written statements of official intent with respect to the making by the MBTA of expenditures from internal loans and/or advances (including expenditures made within the 60 days prior to the adoption of each such statement of official intent) from the general funds or other available funds of the MBTA for the projects and in the maximum amounts set forth in the 2018 Capital Investment Program of the MBTA, each such statement to include a general description of the project, to provide that said loans and advances are to be made (a) in anticipation of reimbursement from proceeds of tax-exempt debt obligations of the MBTA or another issuer of such obligations and (b) from funds authorized within MBTA's budget, and to set forth a maximum principal amount of any debt to be incurred for the project.

Next, Chair Pollack asked Chair Aiello to present Agenda Item 12 - the standing FMCB report to the MassDOT Board. Mr. Aiello noted recent developments of the FMCB including an update on the MBTA Retirement Fund; the Silver Line Gateway; the Recruitment & Retention Fund and Secondment Program and an amendment to the MBTA's Ferry Services Contract.

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

Chair Aiello	Yes
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Director Poftak	Yes
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Director Calise	Yes
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Director Tibbits-Nutt	Yes
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VOTED:

To enter into Executive Session at 2:18 p.m. for a discussion of strategy with respect to litigation.

Next, Chair Pollack continued with MassDOT Agenda items.

Next, Chair Pollack deferred the approval of the minutes of May 8, 2017 to a future meeting.

Next, Chair Pollack gave the Report from the Secretary/CEO, Agenda Item 13. Ms. Pollack provided the Board with updates of the following topics: the Sail Boston event; construction season; Lynn ferry service; Water Advisory Council; South Coast Rail; Autonomous Vehicles Working Group; Complete Streets Program and the Crosby's Corner Project

Chair Pollack next called upon Acting Highway Administrator Jon Gulliver to present Agenda Item 14 – the Report from the Highway Administrator. Mr. Gulliver noted that the Whittier Bridge update was a written report in the board books and proceeded to provide an update on three major construction projects and impacts of each of those on municipalities. Mr. Gulliver highlighted the following projects occurring this construction season: the Commonwealth Avenue Bridge Replacement Project; the Sumner Toll Plaza Demolition and Roadway Reconstruction; and the Fore River Bridge Project; as set forth in the attached presentation labeled “Report from Acting Highway Administrator, Update on 3 Major Construction Projects, June 19, 2017.” Discussion ensued.

Agenda Items 15 and 16, Reports from the Registrar of Motor Vehicles and the Rail and Transit Administrator were submitted as written reports.

Next, Chair Pollack called upon Aeronautics Administrator Jeff DeCarlo to present Agenda Item 17 – the Report of the Aeronautics Administrator. Mr. DeCarlo updated the Board on Drone opportunities and presented a demonstration video, as set forth in the attached document labeled “Drone Demonstrations, Program and Pilots, June 19, 2017.” Discussion ensued.

Next, the Chair called upon Kate Fichter, Assistant Secretary for Policy Coordination to present Agenda Item 18 – the Greenway Update. Ms. Fichter provided an update and overview of the Rose F. Kennedy Greenway, a new public-private Partnership with support and engagement of four partners: the Community of Abutting Property Owners, the City of Boston, the Rose F.

Kennedy Greenway Conservancy and MassDOT, as set forth in the attached presentation labeled “The Rose Fitzgerald Kennedy Greenway - A New Public-Private Partnership.” Discussion ensued.

Next, Chair Pollack called upon Chief Financial Officer David Pottier to present Agenda Item 19, the FY18 Budget Recommendation. Mr. Pottier noted that MassDOT’s overall budget was comprised of two separate budgets funded from separate funding sources, non-toll operating and toll operating. Mr. Pottier provided the Board with an overview of the budget process, as set forth in the attached presentation labeled “MassDOT FY18 Operating Budget Presentation, June 19, 2017.” Earlier in the day the Finance and Audit Committee met and recommended the budget go before the full board for approval, provided the recommendation to use federal capital funding for salaries be used for one year only. Director Betsy Taylor, chair of the Finance & Audit Committee, reiterated the earlier stated position. Chair Pollack agreed with Director Taylor that this approach was to increase capital output and was to be used for this year only. Discussion ensued.

On motion duly made and seconded, it was;

VOTED:

That the Board of Directors of the Massachusetts Department of Transportation hereby adopts the attached Fiscal Year 2018 Operating Budget for the Massachusetts Department of Transportation.

Next, Chairperson Pollack called upon Assistant General Manager for Real Estate and Asset Development Mark Boyle to present Agenda Item 20, a discussion of Highway Service Leases. Mr. Boyle provided the Board with an overview of the Master Lease & Operation of the Eastern Massachusetts Travel Service Plazas for Barnstable (Route 6), Beverly (Route 128 Northbound), Bridgewater (Route 24 Southbound and Northbound) as set forth in the attached presentation labeled "Master Lease and Operation of the Eastern Massachusetts Service Plazas". Discussion ensued.

On motion duly made and seconded, it was

VOTED:

That the Secretary/CEO be, and hereby is, authorized in the name of and on behalf of MassDOT, to enter into a 10-year Master Lease for operation of the Eastern Massachusetts Travel Service Plazas at Barnstable, Beverly, Bridgewater North and Bridgewater South with Global Montello Corp. Said Lease, and any other necessary instruments and documents, shall contain such other terms and conditions as determined to be necessary and/or advisable by the General Counsel.

Director Calise recused herself and left the room prior to discussion and voting of Agenda Item 21.

Next, Chair Pollack called upon Acting Highway Administrator Jonathan Gulliver to present Agenda Item 21, the Contract for District 3 Administration Building. Mr. Gulliver provided the Board with a project history including location, project scope, project costs and MWBE goals as set forth in the attached

presentation labeled “Worcester – Construction and Relocation of District 3 Administration Building on Plantation Parkway, June 2017.” Discussion ensued.

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 MassDOT, and in a form approved by the General Counsel, a contract to CTA Construction Managers LLC, in the amount of \$35,510,494.00, for the Worcester-Construction and relocation of District 3 Administration Building on Plantation Parkway for a contract duration of 635 calendar days.

Next, the Chair called upon Project Manager and Deputy Chief Engineer David Anderson to present Agenda Item 22, the Contract for Bedford/Billerica Middlesex Turnpike. Mr. Anderson provided the Board with the project history, location, existing conditions, project scope and proposed improvements, as set forth in the attached presentation labeled “Bedford & Billerica Middlesex Turnpike – Phase 3 Transportation Improvements.” Discussion ensued.

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 MassDOT, and in a form approved by the General Counsel, a contract with Barletta Heavy Division Inc. in the amount of \$34,475,000.00, for the Bedford-Billerica-Construction of Phase III of the Middlesex Turnpike Extension project.

On motion duly made and seconded, it was;

VOTED:

To enter into Executive Session at 4:01 p.m. for a discussion of strategy related to real estate and collective bargaining by roll call:

Chairperson Pollack	yes
Director Bonsignore	yes
Director Taylor	yes
Director Sullivan	yes
Director Tibbits-Nutt	yes
Director Mazzarella	yes
Director King	yes
Director Blue	yes
Director Poftak	yes

Documents relied upon for this meeting:

- Green Line Extension Project, June 19, 2017
- Transit-Oriented (TOD) Policy and Guidelines, June 19, 2017
- Final 2018-2022 CIP Update Joint Board Presentation
- Federally Mandated Bond Proceeds Usage Resolution (“Reimbursement Resolution”), June 2017
- Report from Acting Highway Administrator, Update on 3 Major Construction Projects
- Drone Demonstrations, Program and Pilots
- The Rose Fitzgerald Kennedy Greenway- A New Public-Private Partnership
- Master Lease and Operation of the Eastern Massachusetts Service Plazas -
- Worcester – Construction and Relocation of District 3 Administration Building on Plantation Parkway
- Bedford & Billerica Middlesex Turnpike – Phase 3 Transportation Improvements.