



Charles D. Baker, Governor  
Karyn E. Polito, Lieutenant Governor  
Stephanie Pollack, MassDOT Secretary & CEO  
Brian Shortsleeve, Chief Administrator and Acting General Manager



**Joint Meeting of the  
MassDOT Board and Directors  
and the  
Fiscal and Management Control Board**

December 12, 2016  
Transportation Board Room, 2<sup>nd</sup> Floor  
Boston, MA

***MEETING MINUTES***

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**Present:** Chair Joseph Aiello, Director Brian Lang, Director Steven Poftak (arrived at 12:15 p.m.) and Director Monica Tibbits-Nutt (departed at 12:17 p.m.)

Mayor Joseph Sullivan from the MassDOT Board of Directors sat at table with the Board

**Quorum Present:** Yes

**Others Present:** Secretary Pollack, Chair, MassDOT Board Member Robert Moylan, Brian Shortsleeve, John Englander, Owen Kane, Marie Breen, Mark Fuller, Michael Abramo, General Counsel John Englander, Senior Counsel to the Board Owen Kane, Marie Breen, Nathan Peyton, Beth Larkin, Paul Brandley, Mark Boyle,

**PROCEEDINGS:**

The meeting of the Fiscal and Management Control Board was called to order at 12:05 p.m. by Chair Joseph Aiello.

The first speaker was Senator Will Brownsberger who commented on the Red Line car procurement.

The next speaker Peter Foreman, President of South Shore Chamber of Commerce, commented on the Red Line car procurement.

The next speakers were Rosa Bentley and Kathleen Paul from the Mass Action Senior Council who requested further Board discussion on The Ride transportation costs.

The next speaker was Joseph Barr, Director of the Cambridge Traffic Department, who commented on the Red Line car procurement.

The next speaker Louise Baxter from TRU commented on the cleaning contractors and the Red Line car procurement.

The next speaker was Josh Ostroff, Interim Director, Transportation for Massachusetts Coalition who commented on the Red Line car procurement.

The last speaker was Senator Keenan from Quincy who commented on the Red Line car procurement.

Next, Chair Aiello called upon General Manager Brian Shortsleeve to present Agenda Item 1, the General Manager's Report. Mr. Shortsleeve updated the Board on the positive train control program and discussed the MBTA Equity Policy Meeting to be held on December 14 in Mattapan.

Next, Chief Operating Officer Jeff Gonneville continued with Agenda Item 1, updating the Board on recent incidents involving MBTA vehicles; storm preparations and janitorial workers safety concerns and inspections. Mr. Shortsleeve indicated that the team was working towards resolving their issues. Discussion ensued.

Next, Bryon Lynn discussed Agenda Item 2, as set forth in that attached document labeled “FMCB Calendar.” Discussion ensued regarding future agenda items requested by the Board.

Next, Mark Boyle, Administrator, Office of Real Estate & Asset and Development presented agenda Item 3 – Possible Action on Sale of Parcel to the City of Revere, as set forth in the attached presentation labeled “City of Revere Request Wonderland Station, December 12, 2016.” Discussion ensued.

On motion duly made and seconded, it was;

**VOTED:**

**That the General Manager be, and hereby is, authorized in the name of and on behalf of the Massachusetts Bay Transportation Authority (“MBTA”), and in a form approved by the General Counsel, to execute any all necessary instruments and ancillary documents to effectuate the conversion of the City of Revere’s ground lease with the MBTA for Parcel H at Wonderland Station to a sale for a total value of \$4,900,000.**

Next, Agenda Item 4 – Red & Orange Line Infrastructure – A Discussion and Possible Action on Fleet Vehicle Procurement. Chief Operating Officer Jeff Gonneville began by giving a brief history of the currently owned vehicles. General Counsel John Englander presented the sole source portion of the presentation and Chief Procurement Officer Gerald Polcari concluded with the procurement portion of the presentation, as set forth in the attached presentation labeled “Red Line Fleet No. 3 Car Replacement, December 7, 2016.” Discussion ensued.

On motion duly made and seconded, it was;

**VOTED:**

**The FMCB hereby authorizes the Acting General Manager & Chief Administrator to execute a formal contract amendment to MBTA RFP No. CAP 27-10 with CRRC MA Corporation (“2014 Contract”) for the procurement 120 rail cars, in married pairs, identical to the Red Line Fleet 4 cars to be acquired pursuant to the 2014 Contract, with an option to acquire an additional 14 such cars, along with associated capital spare parts, and extension of the technical support period under the 2014 Contract from 2 to 5 years, all in amount not to exceed \$276.9M. Documentation of the contract amendment shall be satisfactory to the General Counsel.**

Beth Larkin, Assistant General Manager for Capital Delivery, continued with Agenda Item 4 - the Red and Orange Line Infrastructure - A Discussion and Possible Action on PM/CMM., as set forth in the attached presentation labeled “MBTA Contract R19PS03, Program Management/Construction Management Amendment Nos. 3 and 4, Red Line/Orange Line Improvements Program, December 12, 2016.” Discussion ensued.

On motion duly made and seconded, it was;

**VOTED: That the General Manager be and hereby is, authorized in the name of and on behalf of the Massachusetts Bay Transportation Authority, and in a form approved by the General Counsel, to award and execute Amendment #3 to Contract R19PS03 – PM/CM Services for the Red Line/Orange Line Infrastructure Improvements Program (Signal Upgrades) with Patrick Engineering and Mott MacDonald JV (PHM) for an amount not to exceed \$4,671,744; and**

**FURTHER VOTED: That the General Manager be and hereby is, authorized in the name of and on behalf of the Massachusetts Bay Transportation Authority, and in a form approved by the General Counsel, to award and execute Amendment #4 to Contract R19PS03 – PM/CM Services for the Red Line/Orange Line Infrastructure**



Director Bonsignore	yes
Director King	yes
Director Mazzearella	yes
Chair Pollack	yes
Director Poftak	yes
Director Taylor	yes

**VOTED:**

**To enter into Executive Session for discussion related to collective bargaining and litigation strategy at 1:33 p.m.**

Both Boards returned to open session at 2:22 p.m.

Next, was Public Comment for the MassDOT Agenda items.

Next, Chair Pollack called upon Chair Aiello to give the FMCB report covering recent activities of the Board.

Next, GLX Project Manager John Dalton presented Agenda Item 8 – Green Line Extension Update. See attached presentation labeled “Green Line Extension Project Update”.

Next, Andrew Brennan, Director of Environmental of Energy, continued with Agenda Item 8, with a discussion and possible action on the MOU with Somerville. See attached presentation labeled “Green Line Extension Project City of Somerville Contribution”. Discussion ensued.

On motion duly made and seconded, it was;

**VOTED:**

**That that the MassDOT Board of Directors hereby authorizes the Secretary/CEO to execute in the name of and on behalf of the Massachusetts Department of Transportation (MassDOT), and in a form approved by the General Counsel, a Project Participation Agreement by and between MassDOT, the Massachusetts Bay Transportation Authority and the City of Somerville related to the Green Line Extension Project.**

**FURTHER VOTED:**

**That that the Fiscal and Management Control Board (FMC) hereby authorizes the Acting General Manager to execute in the name of and on behalf of the Massachusetts Bay Transportation Authority (MBTA), and in a form approved by the General Counsel, a Project Participation Agreement by and between MBTA, the Massachusetts Department of Transportation and the City of Somerville related to the Green Line Extension Project, to execute letters with the City of Somerville pertaining to a Drainage Facilities Interconnection Agreement and a Memorandum of Agreement substantially in the form presented to the FMC, and to execute the agreements anticipated by the letters in a form approved by the General Counsel and otherwise not inconsistent with the letters.**

Next, Paul Brandley, MBTA Acting Treasurer presented Agenda Item 9 on Debt Refunding – A Discussion and Possible Action on MBTA Debt Refunding. See attached presentation labeled “Liquidity Facility Conversion”. Director Taylor, Chair of the Finance and Audit Committee, commented that the Finance and Audit Committee had met earlier in the day and recommends that this item be approved by the Board.

On motion duly made and seconded, it was;

**Recommendation to MassDOT Regarding**

**Modification 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 modification of the Senior Sales Tax Bonds, Variable Rate Demand Obligations, 2008 Series A ("2008 Bonds") currently outstanding in the aggregate principal amount of \$232,130,000, consisting of 2008 Series A-1 and 2008 Series A-2 by (i) converting such bonds to bear interest until maturity (July 1, 2026) at a rate based on three-month LIBOR plus a spread and (ii) selling such converted bonds directly to a bank, all as determined by the Chief Administrator, Chief Financial Officer and Acting Treasurer, or any of such officers acting singly (each referred to herein as an "Authorized Officer"), the definitive converted Senior Sales Tax 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 or amendments to existing supplemental trust agreements 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 Senior Sales Tax Bonds (the “Bonds”) converted by the Authority for the foregoing purposes shall not exceed the outstanding principal amount of the outstanding 2008 Bonds;**

**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.**

**FURTHER VOTED:**

**MASSACHUSETTS DEPARTMENT OF TRANSPORTATION  
BOARD OF DIRECTORS**

**Approval of Fiscal and Management Control Board Recommendation  
Regarding the Modification 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:**

**Approve the modification of the Senior Sales Tax Bonds, Variable Rate Demand Obligations, 2008 Series A (“2008 Bonds”) currently outstanding in the aggregate principal amount of \$232,130,000,**

**consisting of 2008 Series A-1 and 2008 Series A-2 by (i) converting such bonds to bear interest until maturity (July 1, 2026) at a rate based on three-month LIBOR plus a spread and (ii) selling such converted bonds directly to a bank, all as determined by the Chief Administrator, Chief Financial Officer and Acting Treasurer, or any of such officers acting singly (each referred to herein as an “Authorized Officer”), the definitive converted Senior Sales Tax 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 or amendments to existing supplemental trust agreements 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 Senior Sales Tax Bonds (the “Bonds”) converted by the Authority for the foregoing purposes shall not exceed the outstanding principal amount of the outstanding 2008 Bonds;**

**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, it was;

**VOTED: to adjourn the FMCB portion of the Joint meeting at 2:50 p.m.**

***Documents relied upon for this meeting:***

FMCB Calendar

City of Revere Request Wonderland Station, December 12, 2016

Red Line Fleet No. 3 Car Replacement, December 7, 2016

MBTA Contract R19PS03, Program Management/Construction Management Amendment Nos. 3 and 4, Red Line/Orange Line Improvements Program, December 12, 2016

Green Line Extension Project Update

Liquidity Facility Conversion