



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 and Management Control Board

February 22, 2021 AT 12:00 P.M.

10 PARK PLAZA, BOSTON, MA

This meeting was held virtually in accordance with the Order Suspending Certain Provisions of the Open Meeting Law issued by Governor Baker on March 12, 2020. Board members participated remotely. Public participation and comment occurred via written communication, voice message and live public comment through conference call.

This meeting was live streamed.

MASSDOT BOARD MEMBERS PARTICIPATING REMOTELY:

Chairman Jamey Tesler, Director Timothy King, Director Chrystal Kornegay, Director Brian Lang, Director Dean Mazzaella, Director Robert Moylan, Director Kathleen Murtagh, Director Vanessa Otero (arrived at approximately 2:10), Director Betsy Taylor, and Director Monica Tibbits-Nutt

MASSDOT BOARD MEMBERS ABSENT: None

FMCB MEMBERS PARTICIPATING REMOTELY:

Chairman Joseph Aiello, Director Brian Lang, and Director Chrystal Kornegay; and Vice-Chair Monica Tibbits-Nutt

FMCB MEMBERS ABSENT: OTHERS PRESENT AND/OR PARTICIPATING FOR VARIOUS PORTIONS OF THE MEETING:

Director Timothy Sullivan

Highway Administrator Jonathan Gulliver, Aeronautics Administrator Jeff DeCarlo, Rail and Transit Administrator Astrid Glynn, Registry of Motor Vehicles Acting Registrar Colleen Ogilvie, DEP Deputy Division Director Sharon Weber, Deputy Chief Engineer of Project Development John Bechard, Deputy Rail Administrator Jim Eng, Director of Capital Programs Michelle Ho, Program

Manager, South Coast Rail Program Manager Jennifer Tabakin, Program Manager John Dalton, MBTA Treasurer Pat Landers, General Manager Steven Poftak, Deputy Director of Stakeholder Engagement Hope Patterson, Deputy Direct of Strategic Research Anna Gartsman, Senior Director of OPMI Jen Elise Prescott, General Counsel Marie Breen, Chief Counsel Michelle Kalowski and Senior Counsel Amy Nash.

Chairman Tesler called to order the meeting of the MassDOT Board of Directors at 12:03 P.M. Senior Counsel Amy Nash called the roll of the Members participating, being a quorum of the MassDOT Board of Directors:

Chairman Tesler	Yes
Director King	Yes
Director Lang	Yes
Director Mazzearella	Yes
Director Moylan	Yes
Director Murtagh	Yes
Director Otero	Absent for vote
Director Taylor	Yes
Director Tibbits-Nutt	Yes

Board Members participated remotely and had materials provided to them prior to the meeting.

A. Opening and Public Comment

In accordance with current public health emergency, public comment was taken by regular mail, e-mail, and by voice message. The Chairman explained that public comments would be presented at the beginning of each of the three sections of the meeting and would correspond to the agenda items in such sections, beginning with Agenda Items 1 through 9.

Stacy Thompson, Executive Director for LivableStreets Alliance, appreciates the dedicated bus lane pilot on the Tobin Bridge and suggested further improvements.

Julia Wallerice of The Institute for Transportation and Development Policy expressed support for the dedicated bus lane pilot on the Tobin Bridge and referred to improvements contained in a joint letter submitted to the committee.

Staci Rubin, Senior Attorney for the Conservation Law Foundation, expressed support for the dedicated bus lane pilot on the Tobin Bridge.

Louise Baxter shared her concern for several issues, including difficulty renewing an ID, navigating of the RMV web site, and snow removal.

There were no real time commenters.

B. Standing Reports

Chairman Tesler began the meeting with Agenda Item 1, the Secretary's Report, highlighting the Governor's signing of the Transportation Bond Bill.

Highway Administrator Jonathan Gulliver provided his report, Agenda Item 2. Mr. Gulliver reviewed the Tobin Bridge Bus Lane pilot, discussed the current snow and ice data, and reviewed certain budget items.

Acting Registrar Colleen Ogilvie began her report, Agenda Item 3, with an overview of the RMV service updates. Ms. Ogilvie updated the Board on several public safety issues, and on the Registry's inspection sticker campaign.

Chairman Tesler reminded the Board that reports from the Rail and Transit Administrator and the Aeronautics Administrator, Agenda Items 4 and 5, were submitted in writing.

C. MassDOT Board Presentations & Actions

Acting Registrar Ogilvie presented on a proposed contract extension with the Registry's vehicle safety and emissions inspection vendor, Agenda Item 6. Ms. Ogilvie

invited Sharon Weber of the Department of Environmental Protection to speak, and Ms. Weber expressed support for the extension.

Director King asked for confirmation that, after the inspection station and the vendor receive their portions of the fee collected, the remainder goes to the RMV. Ms. Ogilvie confirmed this. Director King then asked how many inspections are typically completed in a non-pandemic year. Ms. Weber replied that it was about five million.

Chairman Tesler noted that this contract extension is a great example of risk-sharing and congratulated the team.

Director Taylor asked for confirmation that the \$17 million figure is funded by the inspection fees that are collected by the stations and that a portion of the fees are sent to the RMV by Applus. Ms. Weber confirmed that the process is as Director Taylor described. Director Taylor applauded the team for the risk-sharing aspects of this contract extension.

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

VOTED: That the Secretary, or his designee, be, and hereby is, authorized to execute, in the name of and on behalf of the Massachusetts Department of Transportation, and in a form approved by the General Counsel, a three-year contract extension, in an amount not less than \$17,186,400, with Applus Technologies, Inc. to serve as the Commonwealth's Motor Vehicle Inspection and Maintenance Program vendor.

Chairman Tesler	Yes
Director King	Yes
Director Kornegay	Yes
Director Lang	Yes
Director Mazzearella	Yes
Director Moylan	Yes
Director Murtagh	Yes
Director Otero	Absent for vote
Director Taylor	Yes
Director Tibbits-Nutt	Yes

Chairman Tesler introduced Rail and Transit Administrator Astrid Glynn to discuss Agenda Item 7, a proposed amendment to a contract between MassDOT and the Pioneer Valley Transit Authority. Ms. Glynn reviewed the need for the amendment. After it was moved and seconded, Chairman Tesler called for a vote.

WHEREAS the Commonwealth's final fiscal year 2021 budget provides for certain transfers of operating assistance from the Commonwealth Transportation Fund to certain Regional Transit Authorities ("RTAs"); and

WHEREAS, pursuant to the final fiscal year 2021 operating assistance budget for such RTAs, Pioneer Valley Transit Authority ("PVTA") was budgeted to receive \$25,962,099 in such operating assistance; and

WHEREAS, to date, pursuant to the Executive Office for Administration and Finance ("ANF") transfer schedule, and via contract number 111902 between the Massachusetts Department of Transportation ("MassDOT") and PVTA, MassDOT has transferred \$10,413,006 of the \$25,962,099 in budgeted operating assistance to PVTA; and

WHEREAS MassDOT seeks authorization from the Board of Directors to execute an amendment to contract number 111902 to transfer, according to the schedule provided by the Executive Office for Administration and Finance, the remaining \$15,549,093, based on the ANF transfer schedule.

On a motion duly made and seconded, it was hereby

VOTED

That the Secretary/Chief Executive Officer, or his designee, be and hereby is authorized 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, an amendment to contract number 111902 between MassDOT and PVTA to increase the contract amount by \$15,549,093 for a total contract value of \$25,962,099.

Chairman Tesler	Yes
Director King	Yes
Director Kornegay	Yes
Director Lang	Yes

Director Mazzearella	Yes
Director Moylan	Yes
Director Murtagh	Yes
Director Otero	Absent for vote
Director Taylor	Yes
Director Tibbits-Nutt	Yes

Deputy Chief Engineer of Project Development John Bechard presented Agenda Item 8, a proposed contract for the reconstruction of a portion of Route 1A in Walpole. Mr. Bechard reviewed the construction specifications and the contract. Director Moylan stated that Mr. Bechard presented the proposal to the Capital Programs Committee ("CPC") that the CPC recommended that the Board approve it.

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

VOTED: To authorize the Secretary, and/or his designee, to award and execute, in the name of and on behalf of MassDOT, and in a form approved by the General Counsel, a certain Highway Division Contract (# 112878) entitled "Walpole-Reconstruction of Route 1A, from Norwood Townline to Route 27, including Bridge W-03-024 over the Neponset River" in the amount of \$19,790,903.87, with MDR Construction Co., Inc.

Chairman Tesler	Yes
Director King	Yes
Director Kornegay	Yes
Director Lang	Yes
Director Mazzearella	Yes
Director Moylan	Yes
Director Murtagh	Yes
Director Otero	Absent for vote
Director Taylor	Yes
Director Tibbits-Nutt	Yes

Deputy Rail Administrator Jim Eng presented Agenda Item 9, a Federal Railroad Administration BUILD grant to upgrade certain tracks in Western Massachusetts and a contract with New England Central Railroad related to the grant. Mr. Eng reviewed the

details of the project and contract. Director Moylan stated that Mr. Eng presented the contract to the CPC and that the CPC recommended that the full Board approve it.

WHEREAS the Massachusetts Department of Transportation (“MassDOT”) received a Federal Railroad Administration BUILD Grant in the amount of \$10.8 million (the “Grant”) to partially fund a project to upgrade certain freight rail trackwork in Western Massachusetts to meet certain industry standards (the “Project”); and

WHEREAS the total planned cost of the Project is \$30 million, which cost will be funded by the Grant (\$10,800,000), MassDOT capital funds (\$9,600,000), and The New England Central Railroad (\$9,600,000); and

WHEREAS The New England Central Railroad (“NECR”) has been identified as the general contractor for the Project and subrecipient of the Grant; and

WHEREAS MassDOT seeks to enter into a contract with NECR in connection with the Project in the amount of \$20,400,000, which is comprised of the amount of the Grant (\$10,800,000) and the capital funds programmed for the Project in the current MassDOT Capital Improvement Plan (\$9,600,000);

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

VOTED: To authorize the Secretary/Chief Executive Officer, or his designee, to execute in the name of and on behalf of MassDOT, and in a form approved by the General Counsel, an agreement (number 113053) with NECR in the amount of \$20,400,000 to complete the Project.

Chairman Tesler	Yes
Director King	Yes
Director Kornegay	Yes
Director Lang	Yes
Director Mazzearella	Yes
Director Moylan	Yes
Director Murtagh	Yes
Director Otero	Absent for vote
Director Taylor	Yes
Director Tibbits-Nutt	Yes

D. Joint Board Presentations & Actions

Chairman Aiello called the meeting of the Fiscal and Management Control Board to order. Senior Counsel Amy Nash called the roll, being a quorum of the FMCB:

Chairman Aiello	Yes
Vice-Chair Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Lang	Yes
Director Sullivan	Absent

Chairman Tesler announced that the meeting would proceed with public comments on Agenda Items 10 through 15. Recorded video and voice public comments were played for the Board.

Marie Belen Power, Assistant Executive Director for Green Roots, expressed support for the dedicated bus lane pilot on the Tobin Bridge and urged the MBTA not to cut service for the 112 bus.

Olivia Nichols, Transit Justice Organizer for Green Roots, said she appreciated the pilot bus lane on the Tobin Bridge and warned of safety issues on Everett Avenue.

Tom Ryan of A Better City shared comments regarding the Capital Investment Plan, asking what the FMCB had planned in light of potential federal stimulus funds.

An unidentified caller commented about certain delays on the Green Line and expressed concern about communication about same.

Richard Prone of Duxbury, a member of the Commuter Rail Subcommittee of the MBTA Advisory Board, commented on the Agenda Items 9, 12, and 18, offering a variety of solutions for issues concerning commuter rail service.

Enrique Pepen of Transportation for Massachusetts shared his appreciation and support for the pilot bus lane on the Tobin Bridge.

Venna Dharmaraj, Director of Transportation for the Sierra Club, commented on the

Capital Investment Plan, urging the FMCB to allocate funds for an electric bus fleet.

There were no real-time commenters.

For Agenda Item 11, Chairman Tesler asked for a motion from a MassDOT Board Member to approve the minutes of the January 11, 2021 Joint Board Meeting minutes.

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

VOTED:

To approve the minutes of the Joint Board Meeting held on January 11, 2021.

Chairman Tesler	Abstain
Director King	Yes
Director Kornegay	Yes
Director Mazzearella	Yes
Director Moylan	Yes
Director Murtagh	Yes
Director Otero	Absent for vote
Director Taylor	Yes
Director Tibbits-Nutt	Yes

Chairman Aiello asked for a motion from an FMCB Member to approve the minutes of the January 11, 2021 Joint Board Meeting.

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

VOTED:

To approve the minutes of the Joint Board Meeting held on January 11, 2020.

Chairman Aiello	Yes
Vice-Chair Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Lang	Yes
Director Sullivan	Absent

Chairman Tesler introduced Director of Capital Programs Michelle Ho, to give her update on the Capital Investment Plan for Agenda Item 12. Ms. Ho presented an overview of the CIP considering the challenges and impacts of the pandemic.

Director Taylor commented that this update is a change from what was initially planned and said that it is prudent to pause to consider what will occur with traffic, state and federal funding, and teleworking going forward.

Director Kornegay asked that the CIP reflect goals related to disadvantaged business entities (“DBEs”). Mr. Poftak said that he planned to update the Boards in April regarding diversity, equity and inclusion, and to include in that outline a discussion of the federal DBE program. Chairman Tesler said that it makes sense for MassDOT to do something similar in April. Director Kornegay added that she would like more discussion about federal guidelines in this regard, an outline of milestones, and what more MassDOT and the MBTA can do to achieve better outcomes with respect to DBEs. Chairman Tesler and Mr. Poftak agreed to do this in April.

Vice Chair Tibbits-Nutt asked that the language of any relevant state or federal programs be circulated to the Boards before the next meeting.

Chairman Aiello said that he believes flexibility will be important going forward. He also suggested that, given that a new Board will be formed after June, the current FMCB should document how budgeting decisions have been made during the pandemic. Mr. Poftak said that they will be discussing the pro forma at the next meeting.

South Coast Rail Program Manager Jennifer Tabakin provided a quarterly update, Agenda Item 13. Ms. Tabakin reviewed construction, costs, and work to be completed. Chairman Aiello asked if there was a tracking metric that compares the work accomplished

to date with the budget. Ms. Tabakin stated that there will be a cost curve update at the next meeting.

Director Otero joined the meeting at approximately 2:10 pm.

Program Manager John Dalton presented an update on the Green Line Extension, Agenda Item 14. He shared construction progress, as well as the status of the budget.

Chairman Aiello asked if recent snow events created any issues. Mr. Dalton replied that the weather created tricky situation but that contractors have done a good job mitigating any problems. Chairman Aiello asked if vehicles would be arriving according to plan. Mr. Dalton said that twenty-four new vehicles have been delivered and twenty are in service or intermittently in service.

Director Kornegay temporarily left the meeting from approximately 2:30 to 3:00 pm.

MBTA Treasurer Pat Landers provided a review of the proposed issuance of certain bonds, Agenda Item 15. Chairman Tesler explained that this proposal will require a vote of both Boards. Mr. Landers reviewed the proposed plan of finance and proposed resolutions. At the conclusion of his presentation, Director Taylor stated that Mr. Landers presented the proposal to the Finance & Audit Committee, which recommended that the Boards approve it. Director Taylor said she believes the proposal will be successful and achieve savings for the future.

Chairman Aiello echoed Director Taylor's comments. Chairman Aiello cautioned the Boards that the downward slope of the overall debt for the MBTA does not factor in planned borrowing levels for the next five years and beyond.

Chairman Tesler noted that each Board would have a separate vote on the proposal and invited Chairman Aiello to begin with the FMCB.

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

VOTED: To recommend to the Board of Directors of the Massachusetts Department of Transportation (“MassDOT”) that it:

- Approve the Plan of Finance recommended by the MBTA’s financial advisor, Public Resources Advisory Group, in its memoranda presented herewith;**
- Authorize the issuance of Subordinated Sales Tax Bonds (the “Parking Refunding Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in an amount to produce net proceeds sufficient to redeem in full on July 1, 2021 the Metropolitan Boston Transit Parking Corporation Systemwide Senior Lien Parking Revenue Bonds, Series 2011, currently outstanding in the principal amount of \$304,585,000, and to pay costs of issuance and capitalized interest;**
- Authorize the issuance of Subordinated Sales Tax Bonds (the “New Money Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in an amount to produce net proceeds sufficient to finance or refinance a \$442.5 million portion of the costs of the MBTA’s Capital Investment Plan (CIP) budget for fiscal years 2021-2022, including the refinancing of outstanding commercial paper bond anticipation notes and to pay costs of issuance;**
- Authorize the issuance of Subordinated Sales Tax Bonds (the “Restructuring Bonds” and together with the Parking Refunding Bonds and the New Money Bonds, the “Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in an amount to produce net proceeds sufficient to refinance outstanding indebtedness and to fund interest on MBTA indebtedness;**
- 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, subseries or maturity 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 Administrative Officer, 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(s) of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;

• 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 sale of the Bonds on a negotiated basis to any one or more of the underwriters, selected by competitive process, listed in the form purchase contract presented at this meeting and 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 substantially such form, with such changes as are deemed advisable by an 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.

Chairman Aiello	Yes
Vice-Chair Tibbits-Nutt	Yes
Director Kornegay	Absent for vote
Director Lang	Yes
Director Sullivan	Absent

Chairman Tesler then asked the MassDOT Board for a motion to approve the

recommendation made by the FMCB.

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

VOTED: To approve the recommendation of the Massachusetts Bay Transportation (“MBTA”) Fiscal and Management Control Board to:

- **Approve the Plan of Finance recommended by the MBTA’s financial advisor, Public Resources Advisory Group, in its memoranda presented herewith;**
- **Authorize the issuance of Subordinated Sales Tax Bonds (the “Parking Refunding Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in an amount to produce net proceeds sufficient to redeem in full on July 1, 2021 the Metropolitan Boston Transit Parking Corporation Systemwide Senior Lien Parking Revenue Bonds, Series 2011, currently outstanding in the principal amount of \$304,585,000, and to pay costs of issuance and capitalized interest;**
- **Authorize the issuance of Subordinated Sales Tax Bonds (the “New Money Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in an amount to produce net proceeds sufficient to finance or refinance a \$442.5 million portion of the costs of the MBTA’s Capital Investment Plan (CIP) budget for fiscal years 2021-2022, including the refinancing of outstanding commercial paper bond anticipation notes and to pay costs of issuance;**
- **Authorize the issuance of Subordinated Sales Tax Bonds (the “Restructuring Bonds” and together with the Parking Refunding Bonds and the New Money Bonds, the “Bonds”) in one or more series or subseries pursuant to the Sales Tax Bond Trust Agreement, in an amount to produce net proceeds sufficient to refinance outstanding indebtedness and to fund interest on MBTA indebtedness;**
- **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, subseries or maturity 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 Administrative Officer, 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(s) of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;

• 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 sale of the Bonds on a negotiated basis to any one or more of the underwriters, selected by competitive process, listed in the form purchase contract presented at this meeting and 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 substantially such form, with such changes as are deemed advisable by an 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.

Chairman Tesler	Yes
Director King	Yes
Director Kornegay	Absent for vote
Director Lang	Yes
Director Mazzarella	Yes
Director Moylan	Yes

Director Murtagh	Yes
Director Otero	Yes
Director Taylor	Yes
Director Tibbits-Nutt	Yes

This completed the joint portion of the agenda. Chairman Tesler asked for a motion to adjourn the meeting of the MassDOT Board of Directors.

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

VOTED: To adjourn the meeting of the MassDOT Board of Directors.

Chairman Tesler	Yes
Director King	Yes
Director Kornegay	Absent for vote
Director Mazzarella	Yes
Director Moylan	Yes
Director Murtagh	Yes
Director Otero	Yes
Director Taylor	Yes
Director Tibbits-Nutt	Yes

E. FMCB-Only Agenda

After a brief recess, Chairman Aiello asked that public comments on Agenda Items 16 through 19 be played for the FMCB.

Jarred Johnson of Transit Matters voiced his concern that service cuts have the potential to further negatively affect ridership.

Caitlin Allen-Connelly of A Better City urged the FMCB to use federal stimulus funds to prevent service cuts.

Lee Matsueda, Executive Director of Community Labor United urged the FMCB to reconsider service cuts.

Mela Miles, Director of Transit Oriented Development for the T-Riders Union,

commented on service cuts, expressing a concern about bus overcrowding.

Emanuel De Barios of the T-Riders Union expressed his concern about service cuts, stating that low-income and people of color are disproportionately affected by cuts.

There were no real-time commenters.

General Manager Steve Poftak provided his report, Agenda Item 16. Mr. Poftak outlined upcoming service changes to bus, subway, and the Ride. Deputy General Manager Jeff Gonneville reviewed service changes affecting the commuter rail.

Chairman Aiello congratulated the staff for responding to a challenge the FMCB placed in front of them and asked whether there were cost savings related to the schedule changes. Mr. Gonneville replied that preliminary estimates show that the MBTA will save approximately \$30 million. Chairman Aiello asked if the savings figure was on an annualized basis. Mr. Poftak answered yes. Chairman Aiello urged staff to continue to seek operational solutions and opportunities to reduce costs. Secretary Tesler echoed Chairman Aiello's comments.

Deputy Director of Stakeholder Engagement Hope Patterson presented the FMCB Public Schedule, Agenda Item 17. Mr. Poftak said that the last item on March 8, Forging Ahead, is intended to be a discussion on the service changes requested by Vice Chair Tibbits-Nutt, with feasibility as a key component.

Discussion ensued about the timing of Director Kornegay's earlier request for a diversity, equity and inclusion update. Director Kornegay indicated that it made sense to have the discussion about both the MBTA and MassDOT in a joint Board Meeting, with which Secretary Tesler agreed.

Chairman Aiello asked Mr. Poftak when a CIP update might be scheduled, allowing for discussion of investment strategies. Discussion ensued and it was agreed that the first meeting in April might be a good date on which to have such a discussion.

Director of Strategic Research Anna Gartsman and Senior Director of OPMI Jen Elise Prescott presented Agenda Item 18, Ridership Trends and Projections. Mr. Poftak prefaced their update by emphasizing that the team is making ridership projections under a great deal of uncertainty. Mr. Poftak noted that the Governor is undertaking a comprehensive return-to-work study, the findings from which may impact the projections made today.

Ms. Gartsman began the presentation by reviewing current trends by mode. Director Lang asked if the staff had reviewed the overlap between demographic groups. Ms. Gartsman said there is overlap but would return with data on that point at a later time.

Vice Chair Tibbits-Nutt asked a series of questions regarding data collection and a discussion ensued.

Ms. Prescott reviewed projections for ridership and discussed how planning predictions were made. Vice Chair Tibbits-Nutt asked Ms. Prescott to provide more detail data collection and asked specifically what VMT figures represent. Ms. Gartsman explained that VMT stands for Vehicle Miles Travelled and how that data contributes to the projections.

Vice Chair Tibbits-Nutt asked for more detail about the composition of the MBTA's employer panel. Ms. Gartsman responded that prior to the pandemic, there were 100 companies on the panel, but now there are 60 companies representing sixty thousand employees.

Chairman Aiello asked if the staff used Chamber of Commerce surveys in their projections. Ms. Gartsman replied that they were, as well as data from other community

partners, such as A Better City. The Chairman said that it could be helpful for the staff to review data about the state of various sectors of the economy. Mr. Poftak agreed.

GLX Program Manager John Dalton returned to discuss a proposed amendment to a contract related to the Green Line Extension project, Agenda Item 19. He proceeded to review the details of the contract amendment for certain professional services with Weston & Sampson Engineers, Inc.

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

VOTED: That the General Manager, or his designee, be, and hereby is, authorized 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, an amendment to MBTA Contract No. E22PS08 for certain professional services, including project management support, project controls, environmental support, real estate coordination, administration support, and milestone closeout, provided by Weston & Sampson Engineers, Inc. in support of the Green Line Extension Project in an amount not to exceed \$7,000,000.

Chairman Aiello	Yes
Vice-Chair Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Lang	Yes
Director Sullivan	Absent

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

VOTED: at adjourn at 4:11 p.m.

Chairman Aiello	Yes
Vice-Chair Tibbits-Nutt	Yes
Director Kornegay	Yes
Director Lang	Yes
Director Sullivan	Absent

Documents relied upon for this meeting:

MassDOT Board:

- February 22, 2021 Agenda for Joint Meeting: MassDOT and Fiscal and Management Control Board
- Acting Secretary Jamey Tesler's Report to the MassDOT Board, February 22, 2021
- Highway Administrator's Report, February 22, 2021
- Acting Registrar of Motor Vehicles Report
- Rail and Transit Board Report
- Aero Division Board Report
- RMV Inspections Contract Extension – APPLUS
- PVTa Contract Amendment
- PVTa Staff Summary
- Walpole Contract Presentation
- Walpole Contract Staff Summary
- NECR BUILD Grant
- NECR BUILD Grant Staff Summary

Joint Board:

- February 22, 2021 Joint MassDOT and FMCB Board Agenda
- January 11, 2021 Joint Meeting Minutes
- Commuter Rail Performance Update
- Capital Investment Plan Update
- South Coast Rail Update
- GLX Update
- MBTA Bond Issuance
- MBTA Bond Issuance Recommendation

FMCB:

- February 22, 2021 Joint MassDOT and FMCB Board Agenda
- General Manager's Report, February 22, 2021
- FMCB Public Schedule
- Ridership Trends and Projections
- GLX Professional Services Contract Amendment
- Amendment to Professional Services Staff Summary