

Massachusetts Bay Transportation Authority

Investment Policy

March 27, 2025

1. Introduction

The intent of the Investment Policy (the “Policy”) of the Massachusetts Bay Transportation Authority (the “Authority”) is to define the parameters within which funds are to be managed. In methods, procedures and practices, the Policy formalizes the framework for the Authority’s investment activities to ensure effective and prudent management of the Authority’s funds. The guidelines are intended to be broad enough to allow the Investment Officer (defined herein) to function properly within the parameters of responsibility and authority, yet specific enough to adequately safeguard investments.

2. Governing Authority

The Authority was established in 1964 pursuant to Chapter 161A of Massachusetts General Laws, as amended (the “Enabling Act”), as a body corporate and politic and political subdivision of The Commonwealth of Massachusetts (the “Commonwealth”) to finance and operate mass transportation facilities. The Authority is governed and its corporate powers exercised by the MBTA board of directors (the “Board” or the “Board of Directors”).

The Authority’s investment program shall be operated in conformance with Chapters 161A and other applicable Massachusetts Laws, bond covenants, and other legal requirements which govern the investment of certain of the Authority’s funds, including:

- a) The Authority’s Sales Tax Bond Trust Agreement (the “Sales Tax Bond Trust Agreement”), dated July 1, 2000, as amended;
- b) The Authority’s Assessment Bond Trust Agreement (the “Assessment Bond Trust Agreement”), dated July 1, 2000, as amended;

- c) The Resolution authorizing the issuance of the Authority's General Transportation System Bonds (the "GTS Resolution"), dated February 15, 1967.

The relevant provisions of the Sales Tax Bond Trust Agreement, the Assessment Bond Trust Agreement, and the GTS Resolution are incorporated herein as Exhibit A.

The Authority will also comply with all regulatory and reporting requirements of the Commonwealth including those of the State Finance and Governance Board of Massachusetts as defined by regulations adopted by that board and as may be amended during the period covered by this Policy.

3. Scope

This Policy applies to the investment activities of the Massachusetts Bay Transportation Authority with regard to all funds governed by Massachusetts General Laws, the Sales Tax Bond Trust Agreement, the Assessment Bond Trust Agreement, and the GTS Resolution (collectively, the "Covered Funds"). This Policy also applies to any new funds created by the Authority, unless specifically exempted by the Board of Directors and this Policy. These include, but are not limited to, excess operating funds, bond proceeds and debt service funds. However, this Policy does not apply to the Authority's employee retirement funds or any foundation or endowment assets under the control of the Authority.

Except for certain restricted and special funds, the Authority is permitted to commingle funds to maximize investment earnings and to increase efficiencies with regard to investment pricing, safekeeping and administration. Investment income will be allocated to the various funds based on their respective participation and in accordance with generally accepted accounting principles.

4. General Objectives

The primary objectives, in priority order, of investment activities shall be:

- a) **Safety** – Safety of principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio.
- b) **Liquidity** – The investment portfolio shall remain sufficiently liquid to meet all cash flow requirements that may be reasonably anticipated.

- c) **Return** – The investment portfolio shall be designed with the objective of attaining a reasonable market rate of return throughout budgetary and economic cycles, taking into account the nature of funds being invested and the previously stated priorities of safety and liquidity.
- d) **Sustainability** – Wherever possible, investment decisions shall take into account environmental, social and governance (“ESG”) factors. Furthermore, minority, women and veteran-owned enterprises shall receive additional consideration in the selection of external asset managers.

5. Standards of Care

Prudence

The Investment Officer and his or her Designees shall invest and manage the MBTA’s assets as a prudent investor would, and shall exercise reasonable care, skill, and caution in accordance with the “prudent investor rule” as defined in Chapter 203C of Massachusetts General Laws. Investment officers acting in accordance with written procedures and this investment policy and exercising due diligence shall be relieved of personal liability for an individual security’s credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.

Ethics and Conflicts of Interest

Officers and employees involved in the investment process shall refrain from personal activity that could conflict with the proper execution and management of the investment program, or that could impair their ability to make impartial investment decisions.

Employees and investment officials shall disclose any material interests in financial institutions with which they conduct business.

Disclosure shall be made to the Board of Directors. They shall further disclose any personal financial/investment positions that could be related to the performance of the investment portfolio. Employees and officers shall refrain from undertaking any personal investment transactions with the same individual with whom business is conducted on behalf of the Authority.

Governing Body

The Massachusetts Bay Transportation Authority will retain ultimate fiduciary responsibility for the portfolios. The Board of Directors will receive periodic reports regarding designated investment officers and/or registered investment advisors, and review the Investment Policy every two years making any changes necessary by adoption.

Investment Officers

Authority to manage the investment program is granted to the Treasurer (“Investment Officer”) and Chief Financial Officer. The Investment Officer may further designate other members of the Authority’s Finance Department (the “Designees”) to assist in the management of the investment program.

Responsibility for the operation of the investment program is hereby delegated to the Investment Officer and the Chief Financial Officer, each of whom shall act in accordance with established written procedures and internal controls for the operation of the investment program consistent with this Investment Policy. The Investment Officer will prepare investment reports and other special reports as may be deemed necessary.

All participants in the investment process shall seek to act responsibly as custodians of the public trust. No officer or designee may engage in an investment transaction except as provided under the terms of this Policy and supporting procedures.

The list of Designees shall be updated every 24 months, if not more frequently, and be accompanied by a formal letter signed by the Chief Financial Officer and the Treasurer.

An investment committee may be established to provide guidance to the Investment Officer.

Investment Advisor

The Authority may engage the services of one or more external investment advisors to assist in the management of the Authority’s investment portfolio in a manner consistent with the Authority’s objectives. Such external advisors may be granted discretion to purchase and sell investment securities in accordance with this Investment Policy. Such advisors must be registered under the Investment Advisors Act of 1940.

All investment advisors shall verify in writing that they have received a copy of this Policy. Such written statement shall indicate that they have read and understand this Policy and all applicable statutes related to the Authority’s investments, along with their intent to comply fully with these requirements.

The Authority shall require all investment advisors to submit any or all of the following prior to engagement by the Authority and upon request:

- a) Audited financial statements.
- b) Proof of Financial Industry Regulatory National Association (FINRA) certification.
- c) Proof of Commonwealth of Massachusetts registration.
- d) SEC Form ADV Part II (for investment advisors).

6. Authorized Financial Institutions, Depositories, and Broker/Dealers

The Authority will utilize financial institutions and depositories authorized to provide investment services that meet the objective criteria set forth in this section, as determined by the Investment Officer. For the purpose of this section, the term “broker” means a broker-dealer, broker, or agent of a government entity, who transfers, purchases, sells, or obtains securities for, or on behalf of, a government entity. These may include primary dealers or regional dealers that qualify under Securities and Exchange Commission (SEC) Rule 15c3-1 (uniform net capital rule).

Authorized Financial Institutions and Depositories

- a) Institutions eligible to transact investment business with the Authority may include:
 - i. Primary government dealers as designated by the Federal Reserve Bank;
 - ii. Nationally or state-chartered banks;
 - iii. The Federal Reserve Bank; and
 - iv. Direct issuers of securities eligible for purchase.
- b) All financial institutions who desire to become depositories must supply the following (as appropriate):

- i. Audited financial statements demonstrating compliance with state and federal capital adequacy guidelines;
- ii. Proof of state registration; and
- iii. Evidence of adequate insurance coverage.

Broker/Dealers

- a) All broker/dealers who desire to become qualified for investment transactions must supply the following (as appropriate):

- i. Audited financial statements demonstrating compliance with state and federal capital adequacy guidelines;
- ii. Proof of FINRA certification;
- iii. Proof of Commonwealth of Massachusetts Registration;
- iv. Evidence of adequate insurance coverage; and
- v. Certification of having read and understood the Authority's Investment Policy.

- b) If the Authority hires an investment advisor to provide investment management services, the investment advisor may use any brokers that it deems prudent.

Investment Process

The Authority recognizes that the appropriate investment process varies depending upon the characteristics of the specific instrument. Listed below is the process to be followed for the significant investment of funds in the following types of instruments.

- a) The Investment Officer or investment advisor shall seek to obtain competitive bid information on all investment instruments purchased on the secondary market . A competitive bid can be executed through a bidding process using best efforts to obtain bids from at least three separate brokers/financial institutions or by using a nationally recognized trading platform. The Investment Officer or investment advisor will accept the bid that offers the highest rate of return within the maturity required. When selling a security, the Authority will select the bid that generates the highest sale price.

- b) If the Authority is offered a security for which there is no readily available competitive offering on the same specific issue, then the Investment Officer or investment advisor shall document quotations for comparable or alternative securities. When purchasing original issue securities, no competitive offerings will be required if all dealers in the selling group offer those securities at the same original issue price.
- c) For Investment Agreements, investments shall be made after the receipt of at least three bids or efforts to obtain bids from at least three qualified institutions. The request for bids may specify differing amounts of collateral, if required, depending upon the bidder's credit rating.

7. Safekeeping and Custody

Delivery vs. Payment

All trades of marketable securities will be executed (cleared and settled) on a delivery vs. payment (DVP) basis to ensure that securities are deposited in the Authority's safekeeping institution prior to the release of funds.

Third-Party Safekeeping

Securities will be held by an independent third-party safekeeping institution selected by the Authority and approved by the Board. The trustee shall serve as the safekeeping institution for funds governed by a Trust Agreement. All securities will be evidenced by safekeeping receipts in the Authority's name. On a monthly basis, the safekeeping institution and trustee will provide the Authority with reports that list all securities held for the Authority and the value of such securities as of the report date.

The safekeeping institution shall provide a copy of its most recent report on internal controls - Service Organization Control Reports prepared in accordance with the Statement on Standards for Attestation Engagements (SSAE) No. 18. These shall include both SOC 1 and SOC 2 audit reports, or equivalent. Though not prepared in accordance with SSAE No. 18, SOC 2 reports address organizational controls relating to operations and compliance, including data security, confidentiality and privacy.

Internal Controls

The Authority shall establish a system of internal controls, which shall be documented in writing. The controls shall be designed to prevent the loss of public funds arising from fraud, employee error, and misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by employees and officers of the Massachusetts Bay Transportation Authority.

8. Suitable and Authorized Investments

Investment of amounts held under the Trust Agreements and the GTS Resolution are set forth in Exhibit A, as may be amended from time to time in accordance with the respective terms thereof.

With respect to investment of other Authority funds:

The Investment Officer or his/her designee is permitted to invest such Authority funds in the following instruments:

- a) U.S. Treasury and other government obligations that carry the full faith and credit guarantee of the United States for the payment of principal and interest.
- b) Federal Agency or U.S. government sponsored enterprises (GSE) obligations, participations or other instruments as set forth in the applicable Trust Agreement.
- c) General obligations of the Commonwealth of Massachusetts or obligations unconditionally guaranteed by the Commonwealth of Massachusetts (Sales Tax Bonds only).
- d) Non-Callable or refunded Municipal Obligations of state, provincial and local governments and public authorities. Refunded obligations are required to be secured for repayment by an escrow comprised of cash and/or securities set forth in (a).
- e) Municipal Obligations of state, provincial and local governments and public authorities that satisfy the minimum credit ratings set forth in this Policy and, for funds governed by the Trust Agreements, the applicable minimum credit rating requirements.
- f) Federally insured or collateralized time deposits (non-negotiable certificates of deposit) in state or federally chartered banks, savings and loans, or credit unions, provided the amount per institution is limited to the maximum covered under federal insurance, or if the excess amount is fully collateralized with the securities set forth in (a) and (b) above in accordance with this Policy and the applicable

Trust Agreement. The Authority can attain federal insurance through an ICS (Insured Cash Sweep) or CDARS (Certificate of Deposit Registry Service), whereby balances are distributed at other banks in increments of less than \$250,000 in order to maintain complete FDIC protection.

- g) Non-negotiable (non-FDIC Insured/non-collateralized) and negotiable certificates of deposit that satisfy the minimum credit ratings set forth in this Policy and, for funds governed by the Trust Agreements, the applicable minimum credit rating requirements.
- h) Bankers' acceptances of one or more of the 50 largest banks in the United States.
- i) Repurchase agreements which are fully collateralized with the securities set forth in (a) and (b) above in accordance with this Policy and the applicable Trust Agreement, provided the counterparty is recognized as a primary dealer by the Federal Reserve Bank of New York.
- j) Investment Agreements that comply with the requirements of the applicable Trust Agreement.
- k) SEC registered money market mutual funds with a rating at the time of investment that satisfy the minimum credit ratings set forth in this Policy and, for funds governed by the Trust Agreements, the applicable minimum credit rating requirements.
- l) Commercial paper, notes, bonds, or other obligations of any corporation with a rating at the time of investment that satisfies the minimum credit ratings set forth in this Policy and, for funds governed by the Trust Agreements, the applicable minimum credit rating requirements.
- m) The Massachusetts Municipal Depository Trust Cash Portfolio established under General Laws, Chapter 29, Section 38A.

Any other investment in which moneys of the Authority may be legally invested. For funds governed by the Trust Agreements, prior to the time of such investment, the Authority shall obtain written confirmation from each Rating Agency that such investment will not result in the reduction or suspension of the then existing rating on the applicable Authority bonds or notes by each such Rating Agency.

Minimum Credit Ratings – Authority Funds and Funds Subject to the Trust Agreements

The minimum credit ratings for each investment type permitted for the Authority's Funds (other than funds governed by the Sales Tax Bond Trust Agreement, Assessment Bond Trust Agreement, and GTS Resolution) is provided below. Additional details are provided in the attached sections of the Trust Agreements provided in Exhibit A.

Investment Type	Authority Funds¹
U.S. Treasury / Full Faith & Credit Obligations	N/A
Federal Agencies	N/A
Commonwealth Obligations	Highest short- term or three highest long-term rating categories by at least one Rating Agency. ²
Non-Callable / Refunded Municipal Obligations	Highest short- term or three highest long-term rating categories by at least one Rating Agency. ²
Bankers/ Acceptances	Highest short- term rating by at least one Rating Agency (A-1, P-1 or equivalent).
Other Municipal Obligations	Highest short- term or three highest long-term rating categories by at least one Rating Agency.
Certifications of Deposit (uncollateralized)	100% FDIC insured or, if uninsured, highest short- term rating by at least one Rating Agency (A-1, P-1 or equivalent).
Repurchase Agreement Counterparties	As set forth in this Policy.
Money Market Funds	Highest fund rating by all Rating Agencies that rate the fund.
Commercial Paper	Highest short- term rating by at least one Rating Agency (A-1, P-1 or equivalent).
Corporate Obligations	Highest short- term or three highest long-term rating categories by at least one Rating Agency.

Notes:

1. Authority Funds include all funds governed by this Policy except for funds governed by the Trust Agreements and the GTS Resolution.

2. As defined in the Trust Agreements, Rating Agency refers to a recognized rating service which maintains a published, unenhanced rating on the Authority's bonds.

Subsequent Credit Downgrades

If the credit rating of a security is subsequently downgraded below the minimum rating level for a new investment of that security, the Investment Officer or investment advisor shall evaluate the downgrade on a case-by-case basis to determine if the security should be held or sold by applying the general objectives of safety, liquidity, yield and legality to make the decision.

Collateralization and Repurchase Agreement Requirements

As required by this Policy, the Trust Agreements, and the GTS Resolution, full collateralization will be required on all non-FDIC insured demand and time deposit accounts and repurchase agreements. Acceptable collateral for bank deposits and repurchase agreements shall include only obligations of the U.S. Government, its agencies and GSEs, including mortgage backed securities having a market value at all times of at least one hundred and two percent (102%) of the amount of the investment. In addition, repurchase agreements must satisfy the following conditions:

- a) A Master Repurchase Agreement or specific written Repurchase Agreement governs the transaction;
- b) The securities are free and clear of any lien and held by an independent third-party custodian acting solely as an agent for the Authority, provided such third party is not the seller under the repurchase agreement;
- c) A perfected first security interest under the Uniform Commercial Code in accordance with book entry procedures prescribed at 31 C.F.R. 306.1 et seq. or 31 C.F.R. 350.0 et seq. in such securities is created for the benefit of the Authority; and
- d) For repurchase agreements with terms to maturity of greater than one (1) day, the collateral securities will be valued daily. If additional collateral is required, then that collateral must be delivered within one business day (if a collateral deficiency is not corrected within this time frame, the collateral securities will be liquidated).

Foreign Exchange

From time-to-time, the Authority acquires capital assets from providers not based in the United States. As a result, payments for such capital assets may not be denominated in U.S. Dollars. Such transactions expose the Authority to foreign exchange currency risk. In order to mitigate exposure to foreign exchange currency risk, the Authority is permitted to enter into financial contracts in the foreign currency that will be used to facilitate payment for the related capital assets. The value of such financial contracts shall approximate the expected payment for the related capital assets.

9. Investment Parameters

Mitigating Credit Risk in the Portfolio

It is the policy of the Authority to diversify its investment portfolios to minimize risk of loss resulting from the over-concentration of assets in a specific maturity, issuer, or class of securities. Minimum credit ratings are as set forth in this Policy, the Trust Agreements, and the GTS Resolution. The following diversification parameters have been established and will be reviewed periodically by the Investment Officer for all funds:

Sector	Sector Maximum (%)	Per Issuer Maximum (%)	Maximum Maturity
U.S. Treasury	100%	100%	N/A
GNMA	100%	40%	N/A
Other U.S. Government Guaranteed (e.g. AID, GTC)	100%	100%	N/A
Federal Agency/GSE: FNMA, FHLMC, FHLB, FFCB	100%	100% ³	N/A
Federal Agency/GSE other than those above	75%	10%	N/A
Commonwealth Obligations	100%	100%	N/A
Corporate Notes and Bonds	50% ¹	5% ²	10 Years
Municipal Notes and Bonds	25%	25%	N/A
Agency Mortgage-Backed Securities (MBS)	25%	40% ³	10 Year Avg. Life ³
Asset-Backed Securities (ABS)	25%	5%	5 Year Avg. Life ³
Negotiable Bank Certificates of Deposit (NCDs)	50% ¹	5% ²	5 Years
Collateralized Bank Deposits	50%	None, if fully collateralized	2 Years
FDIC-Insured Bank Deposits	100%	FDIC limit for insurance	2 Years
Commercial Paper (CP)	50% ¹	5% ²	270 Days

Bankers' Acceptances (BAs)	10% ¹	5% ²	180 Days
Repurchase Agreements (Repo or RP)	40%	20%	10 Years
Money Market Funds (MMFs)	100%	25%	N/A
MMDT Cash Portfolio	60%	60%	N/A

Notes:

1 Maximum allocation to all corporate and bank credit instruments is 60% combined.

2 Maximum across all non-government permitted investment sectors (excluding Treasuries, U.S. Federal Agencies and Agency MBS) is 5% combined per issuer.

3 The maturity limit for MBS and ABS is based on the expected average life at time of purchase, measured using Bloomberg or other industry standard methods.

Mitigating Market and Interest Rate Risk in the Portfolio

Market risk is the risk that the portfolio value will fluctuate due to changes in market conditions and the general level of interest rates. The Authority recognizes that longer-term portfolios have the potential to achieve higher returns over time. On the other hand, longer-term portfolios have higher volatility of return. The Authority shall mitigate market risk by providing adequate liquidity for short-term cash needs, and by making longer-term investments only with funds that are not needed for current cash flow purposes. The Authority further recognizes that certain types of securities, including variable rate securities, securities with principal pay downs prior to maturity, and securities with embedded options, will affect the market risk profile of the portfolio differently in different interest rate environments. The Authority, therefore, adopts the following strategies to control and mitigate its exposure to market risk and interest rate risk with respect to its funds. Such restrictions do not apply to funds governed by the Trust Agreements or the GTS Resolution.

- a) The Authority shall maintain a minimum of one month of budgeted operating expenditures in short term investments to provide sufficient liquidity for expected disbursements.
- b) Longer term funds will be defined as the funds in excess of liquidity requirements.

It is policy to hold investments to maturity. However, a security may be sold prior to its maturity and a capital gain or loss recorded if liquidity needs arise, or in order to improve the quality, or rate of return of the portfolio in response to market conditions and/or MBTA risk preferences.

10. Performance Standards/ Evaluation

The Authority's investment portfolio will be managed in accordance with the parameters specified within this Policy. The Authority shall establish performance benchmarks that appropriately represent the use and objectives of the funds invested. The funds' performance against these benchmarks will be reviewed on an annual basis.

11. Investment Reporting

The Investment Officer shall report the status of the investment portfolio to the Board of Directors at least annually.

12. Policy Compliance

The Investment Officer shall detail compliance with this Investment Policy in annual memo to the Chief Financial Officer.


13. Policy Considerations

This Investment Policy will be reviewed by MBTA staff and reauthorized, as amended, by the Board of Directors every two years or as required.

The foregoing Investment Policy is declared to be a policy of the Massachusetts Bay Transportation Authority this 25th day of May, 2023.



Mary Ann O'Hara, Chief Financial Officer



Patrick Landers, Treasurer