



Fiscal and Management Control Board
August 1, 2016
Transportation Board Room
10 Park Plaza
Boston, MA

MEETING MINUTES

Present: Chairman Joseph Aiello, Director Steven Poftak, Director Brian Lang

Quorum Present: Yes

Others Present: Brian Shortsleeve, Rob Garrity, Mark Boyle, John Lozada, John Englander, Jody Ray, Mike Abramo, Mark Fuller, Owen Kane and Brian Kane

PROCEEDINGS:

At the call of Chair Aiello, a meeting of the Fiscal and Management Control Board was called to order at 12:08 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts.

Mr. Aiello opened up the public comment session. The first speaker was James O'Brien of Local 589 who commented on the outsourcing of the Money Room.

Next, Richard Prone, MBTA Advisory Board representative from Duxbury, commented on positive train control and commuter rail scheduling.

Next, Dan Nicolai, District Leader of SEIU 32BJ, commented on reductions in the cleaning workforce.

Next, Louise Baxter, TRU, commented on South Station Expansion.

Next, Lou Antonellis, IBEW Local 103, commented on the proposed solar panel installation at existing MBTA parking lots.

Next, Stephen Kaiser, commented on ridership growth, capacity and service.

Next was the approval of the July 25, 2016 minutes. The Board deferred voting on the June 6, 2016 minutes.

On motion duly made and seconded, it was:

VOTED: to approve the minutes of July 25, 2016.

Next, the Chair asked Chief Administrator and Acting General Manager Brian Shortsleeve to give his report, Agenda Item D. Mr. Shortsleeve updated the Board on sales tax projections, unsolicited proposal policy, MBTA dashboard and the Youth Pass. See attached presentation labeled "CA Remarks".

Next, Brian Kane presented Agenda Item E, a review of upcoming FMCB agenda items as set forth in the attached presentation entitled "Fiscal and Management Control Board: Public Meeting Agenda Items".

The next item on the agenda was for the approval of contract authority for agreements between \$1 million and \$15 million.

On motion duly made and seconded, it was

VOTED:

The Fiscal and Management Control Board hereby approves and authorizes the General Manager, or his designee, to execute in the name and on behalf of the Massachusetts Bay Transportation Authority (“MBTA”), the contracts, instruments, and other agreements set forth in the attached Contract Authorization List dated August 1, 2016.

Next, Brad Kessler, Chief Railroad Officer, presented Agenda Item H, Commuter Rail Positive Train Control Contract. A discussion and action with respect to the deployment of Positive Train Control technology on the MBTA Commuter Rail network, including consideration of a contract with Jacobs Engineering Group, Inc. valued at \$10,000,000 to provide program management and technical support. See attached presentation labeled “Commuter Rail Positive Train Control (PTC) Program”. Discussion ensued.

On motion duly made and seconded, it was

VOTED:

That the Fiscal and Management Control Board hereby approves and authorizes the Acting General Manager, or his designee, to execute in the name and on behalf of the Massachusetts Bay Transportation Authority (“MBTA”), and in a form approved by the General Counsel, an agreement with Jacobs Engineering Group, Inc. for a two-year period in an amount not to exceed \$10,000,000.00 for the program management and technical support related to the deployment of Positive Train Technology for the MBTA Commuter Rail network.

Next, Mark Boyle, Administrator, Office of Real Estate & Asset and Development, presented Agenda Item J - Land lease at various MBTA parking

facilities for solar arrays, a discussion and action with respect to a contract for the limited purpose of designing, financing, permitting, installing, operating, verifying, maintaining, and owning solar infrastructure at thirty-seven (37) MBTA parking facilities. Proposed contract with Omni-Navitas Holding, LLC is expected to generate revenue of \$51,001,879 over a 20 year period. See attached presentation labeled "Solar".

On motion duly made and seconded, it was

VOTED:

That the Acting General Manager or his designee, 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 enter into a Solar Infrastructure Land Lease for a twenty (20) year term, with a two (2) year installation period, for the limited purpose of designing, financing, permitting, installing, operating, verifying, maintaining, and owning solar infrastructure at thirty seven (37) MBTA parking facilities and any and all other instruments deemed necessary for execution of a Solar Infrastructure Land Lease with Omni-Navitas, Holdings LLC.

FURTHER VOTED:

Said Solar Infrastructure Land 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.

Next, Mark Boyle presented Agenda Item K - South Station Real Estate Update. A discussion of proposed developments in and around South Station including FEIR, Hynes head house, and other projects. See attached presentation labeled "South Station Overview". Discussion ensued.

Next, John Lozada, Manager of Federal Programs MBTA/MassDOT presented Agenda Item L. Title VI Update, a discussion of ongoing development of an updated disparate impact and disproportionate burden policy for the Authority. See attached presentation labeled "Title VI Update".

The Chair requested for a five minute break at 1:32 p.m.

At 1:40 p.m., the Chair stated that the Board would go into Executive Session.

On motion duly made, it was by roll call

Chair Aiello Yes

Stephen Poftak Yes

Brian Lang Yes

VOTED:

To enter into Executive Session to at 1:40 p.m. to discuss strategy with respect to matters on collective bargaining, non-union personnel and litigation.

The Board returned at 2:40 p.m. to continue with three remaining agenda items.

Next, Chair Aiello asked General Counsel John Englander to discuss Agenda Item G, a discussion and actions with respect to delegation of Authority. Discussion ensued.

On motion duly made and seconded, it was

VOTED:

Effective August 1, 2016, the Fiscal and Management Control Board (the "Board") hereby delegates to the General Manager, or his designee, the authority to employ, retain and supervise managerial, professional and clerical staff, other than the Chief Administrator, as necessary to carry out the work of the Massachusetts Bay Transportation Authority (the "Authority" or "MBTA"); provided, however, that the General Manager or his designee shall consult with this Board in advance on the hiring or termination of certain key staff, including the Chief Operating Officer and the Chief of Police.

VOTED:

The General Manager, or his designee, is authorized to execute in the name and on behalf of the MBTA, all professional service contracts and agreements with a value of \$3,000,000 or less; provided, however, that any change orders, extra work orders, and amendments to any such agreements that increase the initial professional service contract amount above \$3,000,000 shall require approval of the Board, and further, that any change orders, extra work orders and amendments to any such contract that increase a professional service contract with an initial value of more than \$3,000,000 by twenty five percent or more, shall require approval of the Board.

VOTED:

The General Manager, or his designee, is authorized to execute in the name and on behalf of the MBTA, all dispositions and acquisitions of real estate with a value of \$5,000,000 or less; provided, however, that the Board approve any sale of fee simple real estate with a value of \$1,000,000 or greater.

VOTED:

Except for professional services contracts and dispositions and acquisitions of real estate identified above, the General Manager, or his designee, is authorized to execute in the name and on behalf of the MBTA, all contracts, instruments, and other agreements with a value of \$15,000,000 or less, including permits, licenses, grant applications and approvals, employment agreements, purchase orders and contracts for the purchase of goods and materials, construction

contracts, requests for reimbursements, including, but not limited to, reimbursements from federal agencies, agreements with other political subdivisions, commissions, authorities, and agencies; provided, however, that any change orders, extra work orders, and amendments to any such agreements or instruments that increase the initial contract amount above \$15,000,000 shall require approval of the Board, and provided further, that any change orders, extra work orders and amendments that increase a contract or other agreement with an initial value of more than \$15,000,00 by twenty five percent or more shall require approval of the Board; and provided further, that any such contracts that relate to major expansion projects, including but not limited to the Green Line Extension and South Coast Rail, are excepted from this delegation.

Next, Chair Aiello asked Chief Financial Officer Michael Abramo to present Agenda Item I. – Voluntary Retirement and Separation Incentive Program, a discussion and action with respect to authorized and executing separation plan program and associated documents.

On motion duly made and seconded, it was

VOTED:

**MASSACHUSETTS BAY TRANSPORTATION AUTHORITY
FISCAL AND MANAGEMENT CONTROL BOARD**

**MASSACHUSETTS BAY TRANSPORTATION AUTHORITY PARS
VOLUNTARY INCENTIVE PROGRAM AND THE
PUBLIC AGENCY RETIREMENT SYSTEM (PARS) TRUST AGREEMENT**

WHEREAS it is determined to be in the best interest of the Massachusetts Bay Transportation Authority (“MBTA”) and its employees to provide a

separation/retirement incentive offer to eligible employees who wish to voluntarily exercise their option to separate or retire from MBTA service;

WHEREAS the MBTA is eligible to be a member of the Public Agency Retirement System (PARS) Trust, which has made available a defined benefit plan, supplementing the eligible employee's respective MBTA retirement plan(s), and qualifying under the relevant sections of the Internal Revenue Code.

NOW THEREFORE, BE IT RESOLVED THAT:

- 1. On August 1, 2016, the Fiscal and Management Control Board hereby adopts the Massachusetts Bay Transportation Authority PARS Voluntary Incentive Program (effective July 1, 2016) and the Public Agency Retirement (PARS) Trust Agreement (effective September 1, 2000); and**
- 2. The Fiscal and Management Control Board hereby appoints Michael Abramo, Chief Financial Officer, or his/her successor or his/her designee as the MBTA's Plan Administrator for the Massachusetts Bay Transportation Authority PARS Voluntary Incentive Program; and**
- 3. The MBTA's Plan Administrator is hereby authorized to execute all instruments and documents subject to the approval of and by appropriate amendment of the General Counsel, on behalf of the MBTA with respect to the MBTA PARS Voluntary Incentive Program and Trust, and to take whatever additional actions are necessary to effectuate the funding and adoption of the Program and Trust and to maintain the MBTA's participation in the Trust and to maintain compliance with any relevant regulation issued or as may be issued; therefore authorizing him/her to take whatever additional actions are required to administer the above referenced Program and Trust.**

Next, Jessie Saintcyr, Assistant Secretary of Human Resources, presented Agenda Item M. – Workforce Update, a discussion with respect to MBTA workforce including key hires, headcount, and other human resource related issues. See attached presentation labeled “Human Resources Strategy Update.”

On motion duly made and seconded, it was

VOTED: to adjourn at 2:55 p.m.

Documents relied upon for this meeting:

CA Remarks

Commuter Rail Positive Train Control (PTC) Program

Human Resources Strategy Update

Solar

South Station Overview

Title VI Update

June 6, 2016 minutes

July 25, 2016 minutes

