



**Fiscal and Management Control Board
Transportation Board Room
10 Park Plaza
November 19, 2018
*MEETING MINUTES***

Present: Chair Joseph Aiello, Directors Steven Poftak, Brian Shortsleeve (departed at 2:35 p.m.) and Brian Lang (joined meeting at 1:43 p.m.)

Quorum Present: Yes

MassDOT Board Members present for the Joint Meeting:

Chair Stephanie Pollack, Directors Betsy Taylor, Robert Moylan (departed at 3:22 p.m.), Tim King, and Joseph Sullivan (departed at 4:02 p.m.)

Others Present: General Manager Luis Ramirez, Deputy General Manager Jeffrey Gonneville, General Counsel Marie Breen, Owen Kane, David Mohler, Scott Peterson, Paul Brandley, Tim Reardon

PROCEEDINGS:

At the call of Chairman Joseph Aiello, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 1:40 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts joining the MassDOT Board of Directors (Board) meeting for Joint Board presentations.

Chair Pollack moved to Agenda Item 11, a Contract Amendment for a MBTA Bond Capital Transfer. Chair Pollack provided the explanation of this action to request the Board of Directors to authorize MassDOT to increase the funding of the Massachusetts Bay Transportation Authority (MBTA) agreement for FY19 Capital Support/Lockbox Project Spending for \$45,101,764.00.

On motion duly made and seconded, it was;

VOTED:

That the Board of Directors hereby authorizes the Department, through the Secretary or her designee, to execute an amendment to a certain Agreement with the Massachusetts Bay Transportation Authority (contract # 101429) to support the FY19 MBTA Capital Support/Lockbox Project Spending Program;

FURTHER VOTED:

That the Board of Directors hereby approves the transfer of \$45,101,764.00 for Fiscal Year 2019 to the MBTA pursuant to this Agreement.

On motion duly made and seconded, it was;

VOTED:

That the Fiscal & Management Control Board (“FMCB”) hereby authorizes the General Manager or his designee, to take any and all steps necessary to execute an amendment to a certain Agreement (known as MassDOT Contract # 101429) between the Authority and the Massachusetts Department of Transportation (“MassDOT”) to support the FY19 MBTA Capital Support/Lockbox Project Spending Program;

FURTHER VOTED:

That the FMCB hereby authorizes the Authority to accept the transfer of \$45,101,764.00 for Fiscal Year 2019 from MassDOT pursuant to this Agreement.

Next, Chair Pollack moved to Agenda Item 15, the North-South Rail Link (NSRL) discussion. Chair Pollack called upon former Governors Michael Dukakis and William Weld to comment, with both urging the FMCB to move forward with the North-South Rail Link, noting neither agreed with the recent reassessment study and its financial findings.

Next, Clay Schofield, former MBTA Director of Planning in the 1990's, commented on the feasibility of project. Barry Bluestone, founding director of the Dukakis Center for Urban and Regional Planning at Northeastern University said the feasibility study had major flaws in its conclusion. Discussion ensued. Director Sullivan suggested the state should try to figure out ways of funding the project.

Chair Pollack asked the public to continue to provide feedback on the NSRL, noting that at the next public meeting to be held at 10 Park Plaza on December 10, the public comments would be summarized with a response from MassDOT. At that meeting, an in-depth review of cost estimates and proposed preferred alignment would also be discussed.

Next, Chair Pollack called upon FMCB Chair Joseph Aiello to present Agenda Item 10, the report from the Fiscal and Management Control Board. Chair Aiello

provided highlights, updates and actions that had occurred at the last three FMCB meetings which included the formation of a new Chelsea Regional Transportation Task Force and the Rider's Transportation Access Group; updates on: the Red-Blue Line Connector constructability finding; safety; winter preparedness initiatives and communications strategies; the Red Sox Victory Parade; AFC 2.0 design review, hiring policy changes and public outreach efforts.

Chair Aiello said the FMCB also had taken action on a South Station Air Rights Extension, a professional services contract amendment for the Gloucester Drawbridge replacement project, a construction contract for the Iron Horse Park Operations Control Center; and discussed the Green Line Transformation initiative.

Next, Chair Pollack moved to Agenda Item 12, and called upon Acting Chief Administrator Paul Brandley to present the Liquidity Facility Renewal for Commercial Paper Program. Mr. Brandley discussed the current debt portfolio and provided background on the Authority's Commercial Paper Program. Mr. Brandley requested that the FMCB recommend and that MassDOT approve execution and delivery of one or more line of credit agreements under the Sales Tax Bond Trust Agreement to provide liquidity for the Authority's Commercial Paper Program, as set forth in the attached document labeled, "Liquidity Facility Renewal for Commercial Paper Program, November 19, 2018." Discussion ensued, and Director Taylor noted that this item had been discussed at the November 14, 2018 Finance & Audit Committee

meeting. Director Taylor asked Mr. Brandley when he would expect to use this Program, and Mr. Brandley indicated it would likely be by March of 2019.

On motion duly made and seconded, it was;

Recommendation to MassDOT Regarding Substitution and/or Extension of Liquidity Facilities for Existing Commercial Paper Program

WHEREAS, The Fiscal & Management Control Board (“FMCB”) hereby endorses the Plan of Finance recommended by the Authority’s Financial Advisor, Public Financial Management, Inc., in its memorandum presented herewith;

NOW, THEREFORE, BE IT RESOLVED that the members of the FMCB hereby recommend to the Board of Directors of the Massachusetts Department of Transportation (“MassDOT”) that it:

Approve the execution and delivery of one or more line of credit agreements (or other agreements constituting Substitute Facilities under the Sales Tax Bond Trust Agreement dated as of July 1, 2000, as amended, between the Authority and U.S. Bank National Association, as successor trustee, as supplemented by the Second Supplemental Trust Agreement authorizing the issuance of Tax-Exempt Commercial Paper Sales Tax Bond Anticipation Notes, Series A, dated as of January 1, 2001 (the “Second Supplemental”), the Seventh Supplemental Trust Agreement authorizing the issuance of Tax-Exempt Commercial Paper Sales Tax Bond Anticipation Notes, Series B, dated as of January 1, 2004 (the “Seventh Supplemental”) and the Sixteenth Supplemental Trust Agreement authorizing the issuance of Tax-Exempt Commercial Paper Sales Tax Bond Anticipation Notes, Series C, dated as of December 1, 2007 (the “Sixteenth Supplemental”), in substitution for the existing, expiring, facilities (with respect to the Series A Note and the Series B Notes) and/or the amendment and extension of such existing, expiring facilities (with respect to the Series C Notes), to provide liquidity for the Authority’s Commercial Paper Program, on such terms and in such forms as determined by the Chief Administrator, Chief Financial Officer and Treasurer, Director of Treasury Services, or any of such officers acting singly (each referred to herein as an “Authorized Officer”), with the definitive form of such line of credit agreement (or other Substitute Facilities) evidenced by the execution thereof by an Authorized Officer in accordance with Chapter 161A of the Massachusetts General Laws (the “Enabling Act”);

Approve the execution and delivery of one or more offering memoranda for the Commercial Paper Program, in such form as determined by one or more Authorized Officers, the definitive forms of such offering memoranda evidenced by the execution thereof by an Authorized Officer; and

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;

Approval of Fiscal and Management Control Board Recommendation Regarding Substitution and/or Extension of Liquidity Facilities for Existing Commercial Paper Program

WHEREAS, The Board hereby endorses the Plan of Finance recommended by the Authority's Financial Advisor, Public Financial Management, Inc., in its memorandum presented herewith;

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Department as follows:

The Department hereby approves the execution and delivery of one or more line of credit agreements (or other agreements constituting Substitute Facilities under the Sales Tax Bond Trust Agreement dated as of July 1, 2000, as amended, between the Authority and U.S. Bank National Association, as successor trustee, as supplemented by the Second Supplemental Trust Agreement authorizing the issuance of Tax-Exempt Commercial Paper Sales Tax Bond Anticipation Notes, Series A, dated as of January 1, 2001 (the "Second Supplemental"), the Seventh Supplemental Trust Agreement authorizing the issuance of Tax-Exempt Commercial Paper Sales Tax Bond Anticipation Notes, Series B, dated as of January 1, 2004 (the "Seventh Supplemental") and the Sixteenth Supplemental Trust Agreement authorizing the issuance of Tax-Exempt Commercial Paper Sales Tax Bond Anticipation Notes, Series C, dated as of December 1, 2007 (the "Sixteenth Supplemental"), in substitution for the existing, expiring, facilities (with respect to the Series A Note and the Series B Notes) and/or the amendment and extension of such existing, expiring facilities (with respect to the Series C Notes), to provide liquidity for the Authority's Commercial Paper Program, on such terms and in such forms as determined by the Chief Administrator, Chief Financial Officer

and Treasurer, Director of Treasury Services, or any of such officers acting singly (each referred to herein as an “Authorized Officer”), with the definitive form of such line of credit agreement (or other Substitute Facilities) evidenced by the execution thereof by an Authorized Officer in accordance with Chapter 161A of the Massachusetts General Laws (the “Enabling Act”);

The Department hereby authorizes the execution and delivery of one or more offering memoranda for the Commercial Paper Program, in such form as determined by one or more Authorized Officers, the definitive forms of such offering memoranda evidenced by the execution thereof by an Authorized Officer; and

The Department hereby authorizes 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.

Chair Pollack moved to Agenda Item 13, a discussion on Transportation Modeling. Chair Pollack commented that the presentations discussed at this Board meeting would provide an overview of the travel demand modeling process, explain the process for developing state and regional demographic projections of population and employment and explain the uses, strengths and limitations of the statewide and regional travel models.

David Mohler, Executive Director of MassDOT Office of Transportation Planning, provided the first presentation, as set forth in the attached document labeled, “Travel Modeling in Massachusetts, November 19, 2018.” Discussion ensued.

Secondly, Tim Reardon, Director of Data Services at MAPC, provided the second presentation, as set forth in the document labeled, "Demographic and Economic Projections for Transportation Planning in Massachusetts, Methods, Results and Implications, November 19, 2018." Discussion ensued

Lastly, Scott Peterson, Director of Technical Services at CTPS, provided the final presentation labeled, "Regional Travel Modeling Conduct by the Boston Region MPO, November 19, 2018." Discussion ensued.

Next, Chair Pollack called upon Mr. Mohler to present Agenda Item 14, Transit Elements of the I-90 Allston Multimodal Project. Mr. Mohler provided an update on the ongoing transit analysis in Allston and discussed MassDOT's short-term range transit study and MAPC's long-range land us/transit study, including future rail and bus service to West Station, as set forth in the attached document labeled, "I-90 Allston Intermodal Project Update Presentation, November 19, 2018." Discussion ensued.

Upon Director Sullivan's departure, there was no longer a quorum of the MassDOT Board of Directors.

Due to the lateness of the meeting, the General Manager's report, the FMCB Pubic Schedule, the Commuter Rail Performance Update and the Better Bus Update were deferred to a future meeting.

On motion duly made and seconded, it was;

VOTED: to adjourn the Fiscal and Management Control Board Meeting at 4:13 p.m.

Documents relied upon for this meeting:

Liquidity Facility Renewal for Commercial Paper Program, November 19, 2018

Travel Modeling in Massachusetts, November 19, 2018

Demographic and Economic Projections for Transportation Planning in Massachusetts, Methods, Results and Implications, November 19, 2018

Regional Travel Modeling Conducted by the Boston Region MPO, November 19, 2018

I-90 Allston Intermodal Project Update Presentation, November 19, 2018

Commuter Rail Performance Update, November 19, 2018