



Deval L. Patrick, Governor
Richard A. Davey, Secretary & CEO

massDOT
Massachusetts Department of Transportation

MINUTES

MassDOT BOARD MEETING OF June 18, 2014

At the call of the Chair, a Meeting of the Board of Directors of the Massachusetts Department of Transportation was held at State Transportation Building, MassDOT Boardroom, Suite 3830, 10 Park Plaza, Boston, MA on Wednesday, June 18, 2014.

Those present were: Messrs. Jenkins, Blue, Bonfiglio, Davey, Macdonald, Miss Loux and Mr. Whittle being the Board of Directors of the Massachusetts Department of Transportation.

Also present were the Frank DePaola, Administrator of the Highway Division, Chris Willenborg, Aeronautics Administrator, Celia Blue, Registrar, Beverly Scott, General Manager and Rail and Transit Administrator, Dana Levenson, MassDOT CFO, Paige Scott Reed, MassDOT/MBTA General Counsel, Jeffrey Simon, Owen Kane, Senior Counsel to the Board, Jonathan Davis, Deputy General Manager/CFO, Edward Hunter, Jody Ray, Daniel Smith, William Wolfgang, David Anderson and Paula Fallon.

The Chairman, Mr. Jenkins, presided.

Chairman Jenkins called the Open Meeting to Order and presented the order of business.

Chairman Jenkins opened up the meeting for public comment.

The first speaker was Mayor Tom Hoye from the City of Taunton. Mayor Hoye was in support of the South Coast Rail Line item on the agenda.

The next speaker was Ken Fiola from the Fall River Economic Development Office. Mr. Fiola was there on behalf of the Mayor Flannigan of New Bedford. The Mayor and Mr. Fiola were in support of the South Coast Rail Line item on the agenda.

The next couple of speakers were Dana Le Winter, Meredith Levy, Darnell Williams, Rene Mardones and Pam Eddinger. They were in support of MassDOT's and the MBTA's GLX WIN Workforce Development Initiative

The next speaker was Jorge Rivera, SEIU 32 BJ District 615. He is concerned about the cuts that will happen in a couple of months with when the new cleaning contract is implemented.

Director Loux asked the Secretary to meet with Roxana Rivera and her. Secretary Davey agreed to meet with them.

The next speaker was Roxana Rivera, SEIU 32 BJ District 615. She is concerned with the cuts and burdens that will happen with the implementation of the new cleaning contract. She is also in support of implementing the youth pass program.

The next speaker was Marta Medina, from SEIU 32 BJ. Ms. Medina spoke through a Spanish interpreter. She would like the Board to consider stopping the cuts that are proposed in the new cleaning contract.

The next speaker was Kalila Barnett from ACE. Ms. Barnett is in support of a youth pass program being implemented. She also stands by SEIU 32 BJ in their concerns with new cleaning contract.

The next speaker was Seth Woody, Dorchester Bay Youth Force. He supports the implementation of the youth pass. He also stands by SEIU 32 BJ in their concerns with the new cleaning contract.

The next speaker was Khalida Smalls, SEIU 32 BJ. Ms. Smalls is in support of the implementation of the youth pass. She expressed her disappointment of the youth not being able to come before the Board to speak after all of the work they have put into the youth pass. She also supports the janitors of the MBTA.

The final speaker was Mayor Jon Mitchell from New Bedford. Mayor Mitchell was in support of the South Coast Rail project and the item on the agenda today.

Chairman Jenkins closed public comment.

The Chairman announced he was going out of order with the General Manager's Report next.

General Manager Scott announced under safety APTA selected the MBTA for the 2013 Gold Security Award for the Emergency Training Center (ETC). The Authority won the award on the Light Rail category, for the state-of-the-art ETC which allows MBTA employees and first responders from both inside and outside transit to train on rapid transit vehicles in realistic conditions inside an unused rail tunnel. MBTA Safety teamed with Operations to develop an Escalator Safety Campaign. The campaign included setting up informational booths to distribute escalator safety materials, and to present a Safe-T-Rider escalator safety video provided by Elevator Escalator Safety Foundation.

On July 1st Keolis will take the reins of the commuter rail network. On behalf of our mutual customers she thanked MBCR and their employees for the 11 years of dedication and diligent effort. She reported that Keolis and the 14 MBTA Commuter Rail unions have reached agreement in advance of the 7/1 transition date. These unions represent approximately 1,800 employees covering members in all facets of commuter rail operations.

In recent days there was some public discussion around the fares, and calls for deep discounts for certain segments of the riding public. The MBTA hears such calls from many groups all the time, be it high school students,

college students, seniors, family fares, off-peak discounts, reverse commute cost reductions, and many others. The fact remains that at the end of the day, someone pays, and we as a community need to have a larger discussion about who pays what, who pays more, and gets less, and how we do that. Last month in Lynn, the MBTA agreed to brief the Board on the work plan for reviewing the fare structure. They will be doing means testing on the RIDE program pilot as part of the FY16 plan of action. The General Manager went through the current program in place for the youths. They are also working on reducing cash handling on buses, expand the technology on Commuter Rail, and to reduce cash usage across the board. The Authority will come back to the Board for an update on "Pilot" Program Development/Feasibility in Dec. 2014, plan to reduce cash handling on buses by either Jan/Feb 2015 and plan to expand mobile application on Commuter Rail in either Jan/Feb 2015. The General Manager ended her remarks with recognizing employees at the MBTA. (full report on file)

Next Chairman Jenkins called for approval of the September 25, 2013 and December 11, 2013 meeting minutes of the Board.

On motion duly made and seconded, Director Blue abstained, it was;

VOTED: to approve the minutes of September 25, 2013.

On motion duly made and seconded, it was;

VOTED: to approve the minutes of the December 11, 2013.

Next Secretary Davey gave his report. (full report attached)

The next presentation was from Administrator Frank DePaola. Administrator DePaola updated the Board on the All Electronic Tolling (AET) conversion on the Tobin Bridge. He added that in July they will be coming back for the approval of the Statewide contract for the AET.

Next Registrar Blue gave her report. The Registrar gave the Board the highlights of her 120 days as Registrar. She discussed the development of Employee performance standards plan, incentive programs, quality assurance process, the training of the toll takers with CDL licensing. She talked about the self service kiosks and the virtual hold program. She announced that the Boston Strong license plate is in design and should be available soon. The Board discussed the dashboard and the wait times.

Next Chris Willenborg, Aeronautics Administrator gave his report. Mr. Willenborg gave a presentation on airport security along with Randy Clarke. The MassDOT Aeronautics Division and MassDOT Security & Emergency Management are collaboratively implementing a video security program at key public use airports in Massachusetts. Initial focus is on airports with FAA contracted towers to mitigate against the possibility of eventual loss of these

towers. Jacobs Engineering was selected to perform the design engineering. The airports already completed are Norwood Memorial Airport, Lawrence Municipal Airport, Turners Falls Airport (Montague), Beverly Municipal Airport and Westfield-Barnes Regional Airport. The future planned airports are New Bedford Regional Airport, Barnstable Municipal (Hyannis) and Martha's Vineyard Airport. The scope of the process includes CCTV monitoring of Airport critical areas of Movement, including: Runway Touchdown Zones (TDZ), Runway Intersections, Apron/Taxiway to RW Access points, Perimeters noted for intrusion incidents and Airfield user access points, or remote gate coverage, including focus on License Plates. Other improvements include all sites are being designed for future expansion by MassDOT as needed Integration to local law Enforcement Offices (Lawrence Airport) and Electronic Access Control security improvements as needed (Norwood Airport).

Next was the presentation on Back Bay presented by Jeffrey Simon. The project would be a public private partnership between MassDOT, MBTA and Boston Properties. The location of the garage is adjacent to Back Bay Train Station. Boston Properties would like to do a significant project, building two towers for residential properties and ground floor retail space. This is along Claredon Street and Dartmouth Street. Currently there is the large concrete garage built over the deck of the turnpike which runs parallel to Back Bay Station. Boston Properties is asking MassDOT to amend our lease to allow them to do the project. MassDOT asked them to consider doing Back Bay Station over with

the project. The issue is if it is put out to bid there is a 60ft swath that won't be able to be developed on. The only way to avoid it is if the same developer owned the parcel. In return Boston Properties said they would fix all the problems and issues with Back Bay Station. Director Loux would like to make sure that the statue of A. Philip Randolph is preserved and placed in the appropriate place. The Board asked why this wasn't put to a best bid. Mr. Simon stated that there is only one property owner that can do this project due to logistics. Boston Properties is the company because they have the current lease on the garage. Mr. Simon noted that this is not yet a finished deal. He noted that they will be back in a couple of months with a project.

The next item on the agenda was the approval of the MassDOT Fiscal Year 2015 operating budget presented by Dana Levenson. The FY2015 budget is a fiscally constrained spending plan necessary to support the objectives of the department. The FY2015 budget is consistent with the Governor's budgetary recommendations for transportation and the levels projected in the 2013 Transportation Finance Legislation. The operating budget enables the day-to-day functioning of MassDOT by paying for recurring expenditures for programs and services. The budget is aligned with the department's strategic objectives and goals for the next fiscal year. Mr. Levenson went over the FY2015 Operating Budget Highlights. Finally, all MassDOT employees are funded through operating revenues. This budget ends the 20-year practice of using borrowed funds to pay for employee salaries. The Green DOT Office was established to coordinate

activities necessary to meet the targets in the GreenDOT policy. The Security Office was established to streamline and improve the efficiency of our security programs. As required by Central Artery/Third Tunnel settlements, additional MBTA service in Somerville was funded due to the delay in the Green Line Extension project. Reserves are not used for operating expenses.

On motion duly made and seconded, it was unanimously;

VOTED: That the Board of Directors of the Massachusetts Department of Transportation adopts the attached Fiscal Year 2015 Operating Budget for the Massachusetts Department of Transportation.

The next item on the agenda presented by Ed Hunter, Assistant General Manager for Design and Construction, was the approval to execute MBTA Contract No. K78PS01 entitled "South Coast Rail Extension-Program Management/Construction Management, and Preliminary Design" with Vanasse Hangen Brustlin (VHB)/HNTB Corporation, a Joint Venture Team, for a sum not to exceed \$210 Million, with an initial first year award of \$12 Million, and to authorize the General Manager and Rail and Transit Administrator to authorize additional contract amendments up to the contract limit of \$210 million, consistent with the scope of the base award. In addition, they requested that the Board of Directors approve an Intergovernmental Service Agreement (ISA) between the MassDOT, and the MBTA for \$220 million to fund the Program Manager/Construction Manager contract and MBTA related management and

administrative costs. The duration of the \$210 million base contract award will be for one hundred twenty (120) months from the date of the Notice to Proceed (NTP), contingent on securing the necessary funds from the Commonwealth of Massachusetts. MassDOT and the MBTA are proposing to extend public transportation to the South Coast Region by restoring passenger rail transportation between South Station in Boston, Massachusetts and the cities of Fall River and New Bedford, Massachusetts. The proposed service consists of an electrified commuter rail system extending from Canton Junction to two (2) separate terminal stations located in New Bedford and Fall River utilizing both existing active and inactive railroad Rights-of-Way (ROW). The majority of the route, with the exception of a privately owned 2.4-mile segment, owned by Taunton Light & Power Company and private residential properties, is presently owned by MassDOT. The SCR project will provide commuter service to South Station using the Northeast Corridor, MBTA's Stoughton Commuter Rail Line, the New Bedford Main Line and the Fall River Secondary Line. The SCR project includes the reconstruction of two (2) existing commuter rail stations, Canton Center and Stoughton Station, as well as the construction of ten (10) new commuter rail stations: North Easton, Easton Village, Raynham Park, Taunton, Taunton Depot, King's Highway, Whale's Tooth, Freetown, Fall River Depot and Battleship Cove. As part of the Way Forward Plan, funds for this contract award are available from an Intergovernmental Service Agreement (ISA) with MassDOT. The South Coast Rail Project is 100% funded by the Commonwealth

of Massachusetts. The Board discussed the permitting process to help advance this project faster. The Authority won't move forward until they have all permits in place. Director Blue addressed his concern about the cost per passenger being high for the project. The Board asked for a breakdown of the costs per passenger and number of jobs and to spend more time on the environmental issues.

On motion duly made and seconded; with Director Blue opposed, it was;

VOTED: That, the Board of Directors hereby grants in the name and on behalf of the Authority, subject to the approval of the Massachusetts Department of Transportation (MassDOT), a Professional Management and Construction Management Contract for MBTA Contract No. K78PS01, entitled "South Coast Rail Extension-Program Management/Construction Management, and Preliminary Design", with Vanasse Hangen Brustlin (VHB)/HNTB Corporation, a Joint Venture Team, for a sum not to exceed \$210 Million with an initial first year award of \$12 Million and authorize the General Manager and Rail & Transit Administrator to authorize additional contract amendments up to the contract limit of \$210 Million that are consistent with the base scope of work. The duration of the base contract award will be for one hundred twenty (120) months from the date of the Notice to Proceed ; and further

FURTHER VOTED: That the Board of Directors approve and authorize the Secretary and Chief Executive Officer, MassDOT, to execute an Intergovernmental Service Agreement (ISA) between the Massachusetts Department of Transportation (MassDOT), and the Massachusetts Bay Transportation Authority (MBTA) for \$220 Million to fund the Program Manager/Construction Manager contract and an estimated \$10 Million for MBTA related management and administrative costs.

The next item on the agenda was presented by Frank DePaola was authorization to request the Board of Directors to delegate approval authority to the Secretary/CEO and/or the Administrator of the Highway Division to extend

Contract No. 67676 entitled "Toll Collections Services including a Violation Enforcement System and Related Services" for an additional two (2) years. The contract completion date is December 31, 2016 from the date of the Notice to Proceed. This request to delegate authorization to the Secretary/CEO and/or the Administrator of the Highway Division is necessary in order to continue toll collection on the Metropolitan Highway System and Western Turnpike while the future All Electronic Tolling System and Customer Service Center are designed and build. Those contracts will be presented to the board at the July meeting. The original contract was entered into by the former Massachusetts Turnpike Authority and TransCore on May 6, 1999. The contract was amended on January 1, 2005. This contract period was established to be 10 years from January 1, 2005 with an extension provision of two (2) additional five (5) year periods. TransCore is generally compensated based on a revenue transaction fee however other costs are directly compensated. The former Massachusetts Turnpike Authority budgeted for these expenses on a yearly basis. Upon the creation of the Massachusetts Department of Transportation (MassDOT) in November 2009 the contract amended as of January 1, 2005 was reviewed by the Commonwealth of Massachusetts Comptroller's office and was accepted as Contract No. 67676 under MassDOT. This contract extension is estimated at \$35,000,000.00 and is funded through toll revenues.

On motion duly made and seconded, it was unanimously;

VOTE: That the Secretary/CEO and/or Administrator for the Highway Division, be and hereby is, authorized to execute/extend, in the name and

on behalf of the Department, and in a form approved by General Counsel, a certain Highway Division Contract No. 67676 entitled, "Toll Collections Services including a Violation Enforcement System and Related Services".

The next item on the agenda presented by David Anderson was Authorization to execute Contract No.79744 entitled "Dartmouth – Roadway Reconstruction and Related Work at Faunce Corner Road and Adjacent Ramps Including Bridge Replacement (D-04-016) (Concrete) Faunce Corner Road over I-95" with J. H. Lynch & Sons, Inc. in the amount of \$18,596,285.00 with a completion date of 1,000 days from the date of the Notice to Proceed.

On motion duly made and seconded, it was unanimously;

VOTE:That the Secretary/CEO and/or Administrator for the Highway Division, be and hereby is, authorized to execute/extend, in the name and on behalf of the Department, and in a form approved by General Counsel, a certain Highway Division Contract No. 79744 entitled, "Dartmouth Roadway and reconstruction and related work at Faunce Corner Road and adjacent ramps including bridge replacement (D-04-016)(concrete) Faunce Corner Road over I-95" with J. H. Lynch and Sons, Inc. in the amount of \$18,596,285 based upon a schedule of unit prices, said contractor being the lowest and responsible eligible bidder in response for requests for sealed proposals.

The next item on the agenda was presented by Jody Ray, Director of Rail. Mr. Ray requested the MassDOT Board of Directors authorize the Secretary/CEO to execute a deed and Operating Agreement and other documents pertaining to the acquisition of the Framingham subdivision

from CSX Transportation, Inc. ("CSXT"). The completion of this acquisition will transfer the ownership of the CSXT Rail line that extends approximately 21 miles between The MBTA Worcester Line in Framingham to the MBTA Attleboro Line in Mansfield. Along this route the Framingham subdivision also connects with the MBTA Franklin Line in Walpole. The Framingham subdivision also has a connection with the Needham Branch a couple of miles south of the Needham Junction station in Medfield. The connection made possible by this line opens up many potential rail services. The first of which would be a new way to address the immediate parking needs at the Walpole, Mansfield and Sharon commuter rail stations by using the existing station platform at Foxboro along with an arrangement with The Kraft Group to utilize a few hundred of the otherwise empty parking spaces that exit at the Gillette Stadium. Following the execution of the deed and as a result of the signing the operating Agreement MassDOT would be committed to completing certain track improvements. Some of these improvements come with just owning the rail line but the initial work is really to create the track improvements that allow joint MBTA and CSXT operations to exist without impairing either's operations needs.

The Operating Agreement requires track improvements that along the entire length of track where in general it requires the speed of freight trains to be 40 MPH so that freight trains can get from one end of the track

to the other and return in between the MBTA trains. The purchase price of the rail line is \$23,000,000.00.

On motion duly made and seconded, it was unanimously;

VOTED: That the Secretary/CEO is authorized to execute, in the name of and on behalf of the Massachusetts Department of Transportation, a purchase and sale agreement, a deed, an operating agreement, and any other documents required or desired to complete the acquisition of the railroad right-of-way known as the Framingham Subdivision for an amount not to exceed \$23,000,000.00 and in a manner consistent with the best interests of the Commonwealth.

The next item presented by Daniel Smith was the request to approve and authorize the General Manager and Rail & Transit Administrator to execute a Formal Contract with Maine Military Authority, for the Mid-Life Overhaul of 32 Dual Mode Articulated (DMA) Neoplan buses. Work will be performed in accordance with Technical Specification A.E.M. 13-009 at a delivered, not-to-exceed cost of \$18,567,291. Delivery of all 32 buses is anticipated to be completed no later than one hundred twelve (112) weeks from Notice-to-Proceed.

On motion duly made and seconded, it was unanimously;

VOTED: That, subject to the approval of the Massachusetts Department of Transportation, and the completion of FTA Buy America audit requirements, the General Manager and MassDOT Rail and Transit Administrator be, and he hereby is, authorized to execute a formal contract, in a form approved by the General Counsel, with Maine Military Authority of Augusta, Maine for the Mid-Life Overhaul of 32 Neoplan Dual Mode Articulated(DMA) transit buses (model years 2004 - 2006), including replacement parts and a hidden damage allowance, in accordance with Technical Specification A.E.M. 13-009 at a delivered, not-to-exceed cost of \$18,567,291.

The final item on the agenda presented by Paige Scott Reed, MassDOT and MBTA General Counsel was approval of the delegation of authority.

On motion duly made and seconded, it was unanimously;

VOTED: That, pursuant to Section 6 of Chapter 242 of the Sessions Laws of 2012, the Board hereby adopts this Delegation of Authority Policy restating and reaffirming the statutory delegation of authority to the Secretary/CEO, and confirming that it is the policy of this Board that, the Secretary/CEO is authorized to execute in the name and on behalf of the Massachusetts Department of Transportation, as well as the Massachusetts Bay Transportation Authority, all contracts, instruments, and other agreements with a value less than \$15,000,000.00, including but not limited to leases, permits, licenses, deeds, grant applications and approvals, construction and professional services contracts, contracts for the purchase or sale of real estate, goods and services, instruments for the taking of real property by eminent domain, extra work orders, requests for reimbursement, including but not limited to, reimbursements from federal agencies, agreements with other political subdivisions, commissions, authorities, and agencies and amendments to any such contracts, agreements or instruments. The Board hereby specifically reaffirms that it is this Board's policy to retain for itself the duty and responsibility to authorize the execution and/or issuance of all contracts valued at \$15,000,000.00 or more and that the Board has not delegated to the Secretary/CEO the authority:

(1) to fix and revise from time to time and charge and collect tolls for transit over

the metropolitan highway system and the turnpike;

(2) to develop a long-term state-wide transportation plan for the Commonwealth

that includes planning for intermodal and integrated transportation;

(3) to approve the annual operating and capital budget for the Department and its divisions and to recommend to the Governor and General Court annual appropriations for the Department;

(4) to authorize the execution of public-private partnerships in accordance with sections 57 to 70 of Chapter 7 of the General Laws;

(5) to approve an annual five-year capital plan for the Department and its Divisions; and

(6) to authorize the issuance, refunding and/or reissuance of debt instruments on behalf of the Department ; and be it further

VOTED: That this Delegation of Authority Policy shall be effective immediately and shall remain in full force and effect until such time as the Board rescinds or amends said policy.

Chairman asked for a motion to adjourn.

On motion duly made and seconded, it was;

VOTED: to adjourn.

Documents relied on in meeting:

Meeting minutes for September 25, 2013 and December 11, 2013

Secretary/CEO's Report to the Board

Statewide General Aviation Airport Security Camera Program

MBTA FY15 Fare Review Workplan

South Coast Rail Overview

Staff Summaries for items 8-14