

**MBTA**  
**BOARD MEETING OF JUNE 8, 2011**

At the call of the Chair, a Meeting of the Board of Directors of the Massachusetts Bay Transportation Authority was held at Ten Park Plaza, Offices of the Board, Third Floor, Boston, Massachusetts, on Wednesday, June 8, 2011 at 1:00 p.m.

There were present: Messrs. Jenkins, Alvaro and Whittle and the Misses Loux and Levin, being all members of the Board of Directors of the Authority.

Also in attendance were: the Secretary, Mr. Mullan, the General Manager, Mr. Davey, and Messrs. Kelley, and Wallace (Mr. Wallace joined the meeting at 2:10p.m.), Miss Reed, Recording Secretary and Miss Estey, Special Counsel to the Board.

The Chairman, Mr. Jenkins, presided.

Ms. Reed kept the records of the Meeting and presented the Order of Business.

Chairman Jenkins called the 1048th Open Meeting to Order.

The meeting opened with public comment.

The Chairman announced the start of the public comment period.

Joanne Fiengold spoke on Wayfinding and emphasized the need for color and clarity. She noted that South Station signage was still not compliant with ADA particularly with regard to the Silver Line.

Philip Beaulieu from the Access Advisory Committee to the MBTA (AACT) spoke in support of the MBTA's wayfinding efforts. It was noted that many RIDE customers might be able to take fixed routes with proper signage and Wayfinding. Margaret Crowdis spoke and offered suggestions on bus routes. A copy of her written comments is attached to these minutes. John Cappucio of the T Riders Union spoke in opposition to the Chelsea Bus Stop Plan. He wants to keep a stop near Broadway. Mr. Park spoke on behalf of the Plaintiffs in the case of Boston Center for Independent Living. He spoke in support of the MBTA's wayfinding efforts. He noted significant funds were now needed to implement the wayfinding plan. Catherine Pickard spoke about a past incident where she witnessed a man have his foot stuck in the door of a moving train, she opposes single operator trains. Marilyn McNabb spoke on wayfinding, the need for

readability and legibility and the need for answers to questions. She noted the importance of color, symbol and light effects.

Chris Hart from Adaptive Environments handed out a pamphlet entitled "ADA Essentials for Transit Board Members". A copy is attached to these minutes. Mr. Hart noted that he still had concerns about wayfinding and that there was still work to do on this issue and ion accessibility in general.

At this time, the Chairman closed the public comment period.

A list of speakers is provided as an attachment to these minutes.

The Minutes of the Meeting of May 4, 2011 were approved as presented.

Next General Manager Richard Davey gave his report. Mr. Davey announced that the MBTA had joined with OSHA to form a safety alliance. There would be a review of the Power Division initially, which could then be a model for other departments. Operationally, air conditioning was good so far this summer. Overtime was trending down. Employee injuries were down as well. The parking securitization bonds approved by the Board at the last meeting had received an A+ rating with an

interest rate of less than 5%. The On-line MBTA store had opened. The MBTA was also working with google maps to provide real time bus locations.

Mr. Davey addressed the Plaintiffs in the wayfinding case and assured them that it would never take another lawsuit to get the attention of the MBTA and MassDOT with regard to accessibility issues. He acknowledged mistakes with signage at South Station.

Next Mr. Davey recognized two MBTA employees. Ira Lawrence, who successfully intervened in a robbery and Sharina Burg, who was assaulted while driving a bus but maintained safety for all passengers.

Director Loux commented that the signing of the safety alliance with OSHA, which involved several local unions, was a significant milestone. Director Jenkins questioned whether the overtime reduction led to any safety or service issues. Mr. Davey responded that the reduction in overtime did not result in safety issues, but might result in some service issues.

Next, Jeff Gonneville gave a presentation on the state of the fleet. He reported that older orange and red line cars were in need of repair. The cars would have to remain serviceable for 7 to 9 years, as it took that long to procure new cars. No action

was requested of the Board at this time. The matter would be brought back before the Board at a future date, probably one month to determine which course of action and funding mechanism to pursue. The repair program would be done in house.

Next Gary Talbot gave a presentation on wayfinding. It was noted that this was the first public presentation on wayfinding and there would be others. The wayfinding plan conforms to the Settlement Agreement with the Boston Center for Independent Living. The Science Park Station will be a test site for the wayfinding program. The General Manager suggested that South Station be added as a test site and committed to doing that.

Next Mark Boyle presented the five year lease for the MBTA's occupation of space in the State Transportation Building at Ten Park Plaza. The lease reflects a blended rate for all MassDOT agencies. This results in a cost shifting from the MBTA to MassDOT. Comparable area Back Bay real estate goes for \$30 per square foot. It was noted that there would be no prohibition on exploring other space possibilities as the lease was between two state agencies and Ten Park Plaza was a state owned building. The Board indicated they might be interested in a move if it created more value for the Commonwealth.

After motion and second,

**VOTED:** That the General Manager be, and hereby is, authorized in the name of and on behalf of the Authority and in a form approved by the General Counsel, to enter into a five (5) year Occupancy Agreement commencing on July 1, 2010 and expiring on June 30, 2015("Term") with the Commonwealth of Massachusetts , acting through its Division of Capital asset Management and Maintenance("Division")( for certain portions of the building known as the Sate Transportation building and numbered 10 Park Plaza, Boston, Massachusetts ("Building"), for consideration of annual rent and parking charges in the amount of \$3,003,258.50 for FY '11 and \$2,616,228.42 for Fy'12 through FY'15 and

That as part of the agreement, the Division has the option of increasing the annual rent (by up to \$1 per square foot) to be paid by the Authority in each of the subsequent four(4) years of the Term on each Anniversary date of the Agreement and upon six-months ' prior notice to the Authority of the planned increase.

Said Occupancy agreement and 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 Jonathan Davis presented a request for authorization for the issuance of one or more series of Sales Tax Bonds, Assessment Bonds, special obligation bonds and or grant anticipation notes. Mr. Davis noted that as recommended by the Finance Committee, he was changing his request to an authorization for up to \$263 million dollars to cover only the refinancing of existing debt. Other, special projects would be brought back to the Board at later date. After motion and second,

**VOTED:** That the Board of Directors hereby approves the issuance of one or more series of Sales Tax Bonds under the Sales Tax Bond Trust Agreement (the "Sales Tax Bond Trust Agreement") dated as of July 1, 2000, as amended, by and between the Massachusetts Bay Transportation Authority (the "Authority") and U.S. Bank National Association, as successor to State Street Bank and Trust Company, as Trustee (the "Trustee"), Assessment Bonds under the Assessment Bond Trust Agreement (the

“Assessment Bond Trust Agreement”) dated as of July 1, 2000, as amended, by and between the Authority and the Trustee, Federal Grant Anticipation Notes, or other debt instruments, as applicable, issued by the Authority or by another tax-exempt issuer for the benefit of the Authority for the purposes of (i) refinancing outstanding General Transportation System Bonds, Assessment Bonds, Federal Grant Anticipation Notes and/or Senior Sales Tax Bonds, (ii) refinancing outstanding Sales Tax Revenue Bond Anticipation Notes, Tax-Exempt Commercial Paper Program, and/or (iii) funding other Authority obligations relating to the issuance of bonds or other debt of the Authority and related instruments or contracts, the determination of which bonds or other obligations to issue or other obligations to enter into and which bonds and notes, if any, to be refinanced and the terms of such obligations to be as deemed necessary or desirable by the General Manager or Deputy General Manager and Chief Financial Officer, acting singly (each referred to herein as an “Authorized Officer”), the definitive obligations to be evidenced by the execution thereof in accordance with Chapter 161A of the Massachusetts General Laws (the “Enabling Act”).

**VOTED:** That the Board of Directors hereby authorizes one or more trust agreements, supplemental trust agreements or other financing agreements, by and between the Authority and the trustee or other party to the financing, providing for the issuance of bonds or other obligations or pledge of Authority assets for or to otherwise secure such financings, as determined by an Authorized Officer and in the form approved by an Authorized Officer and complying with the requirements of the Enabling Act and other applicable agreements, the definitive form of such agreements to be evidenced conclusively by the execution thereof by an Authorized Officer.

**VOTED:** That the aggregate principal amount of Bonds or other obligations (the “Bonds”) issued by the Authority for the foregoing purposes shall not exceed \$263 million.

**VOTED:** That the Board of Directors hereby authorizes any Authorized Officer, acting singly, in connection with or incidental to the issuance of the Bonds, to execute such contracts or deliver such agreements or instruments or issue bonds of the Authority as he may determine to be necessary, desirable or appropriate, including without limitation, letters of credit, line of credit agreements, standby purchase agreements, or any other liquidity or credit facility with a bank or insurance company named therein, reimbursement agreements, interest rate swap agreements, warrants, forward payment conversion agreements, futures contracts, contracts to issue bonds in the future, contracts providing for payments based on levels of, or changes in, interest rates or stock or other indices, contracts to exchange cash flows or a series of payments, contracts to hedge payments, rate, spread or similar exposure, including without limitation interest rate floors or caps, options, puts and calls, and other similar agreements, including options to enter into any of the foregoing. Any of the foregoing instruments that constitute “derivative products” under the regulations of the Commonwealth’s Finance Advisory Board shall be submitted for review by the FAB in

accordance with such regulations and shall be consistent with the Authority's swap policy.

**VOTED:** That the Board of Directors hereby authorizes the execution and delivery by any Authorized Officer, acting singly, of one or more contracts of purchase with respect to the sale of the Bonds, if issued by the Authority (each, a "Purchase Contract"), between the Authority and the underwriters to be listed in each Purchase Contract (collectively, the "Underwriters") in the form and with the terms and conditions approved by any Authorized Officer, acting singly, the definitive form of each Purchase Contract to be evidenced conclusively by the execution thereof by any such Authorized Officer; and that each Authorized Officer, acting singly, is hereby authorized to approve any and all of the terms of such sale of each series of such Bonds and such approval shall be evidenced conclusively by the execution of each Purchase Contract by such Authorized Officer.

**VOTED:** That, in connection with all or a portion of the Bonds for refunding, the Board of Directors hereby authorizes the execution and delivery by any Authorized Officer, acting singly, of one or more refunding trust agreements (the "Refunding Trust Agreement"), by and between the Authority and a refunding trustee to be named therein, in such form and containing such terms and conditions as may be deemed necessary or desirable by any such officer; and that any such Authorized Officer, acting singly, is hereby authorized to approve any and all of the terms of such refunding trust agreement and such approval shall be evidenced conclusively by the execution of the refunding trust agreement by such Authorized Officer.

**VOTED:** That the Board of Directors hereby authorizes the distribution of, or inclusion of information about the Authority in, one or more Preliminary Official Statements with respect to the Bonds, the definitive form of each Preliminary Official Statement or information contained therein to be evidenced by a certificate of any Authorized Officer; and that one or more final Official Statements, or information about the Authority included in such final Official Statement, are hereby authorized in substantially the same form as the respective Preliminary Official Statements, and each Authorized Officer, acting singly, is hereby authorized to permit the distribution of each final Official Statement, with such changes, omissions, insertions and revisions as any Authorized Officer, each of whom is hereby authorized together with the Treasurer-Controller to execute each final Official Statement (if the Authority is the issuer), shall deem advisable; and that each Authorized Officer and the Treasurer-Controller, acting singly, is hereby authorized to deliver or cause to be delivered to the Underwriters, each Preliminary Official Statement and final Official Statement or information about the Authority contained therein, the definitive form of which shall be evidenced by a certificate of such Authorized Officer or Treasurer-Controller.

**VOTED:** That the Board of Directors hereby authorizes the execution and delivery by any Authorized Officer, acting singly, of one or more continuing disclosure agreements with respect to each series of the Bonds (the “Continuing Disclosure Agreement”) in the form approved by any Authorized Officer or the Treasurer-Controller, acting singly, the definitive form of each Continuing Disclosure Agreement to be evidenced conclusively by the execution thereof by any such Authorized Officer.

**VOTED:** That the Board of Directors hereby authorizes each Authorized Officer, the Acting General Counsel and the Treasurer-Controller, 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.

After motion and second,

**VOTED:** to adjourn open meeting and reconvene after the MassDOT open meeting for executive session items regarding ongoing litigation.

The open meeting was adjourned.

**Documents relied on in meeting:**

Service, maintenance and Reliability (SMR) Improvement Program – Red and Orange Line Fleets, June 8, 2011

MBTA Wayfinding Signage System Board Presentation June 8, 2011

Staff Summary Sheet, dated 06/08/2011, by Mark E. Boyle, Occupancy Agreement between Massachusetts Bay Transportation Authority and Commonwealth of Massachusetts Division of Capital asset Management and Maintenance

Staff Summary Sheet, dated June 8, 2011, by Jonathan R. Davis, “Bond Authorization”

