

## Minutes of the

### SPECIAL MEETING OF THE MANAGEMENT COMMITTEE

Wednesday, October 28, 2020 (This meeting was conducted remotely under section 13D.021 of the Minnesota Open Meeting Law)

**Committee Members Present:** Chair Christopher Ferguson, Vice Chair Judy Johnson, Deb Barber, Francisco Gonzalez, Chai Lee, Robert Lilligren, Abdirahman Muse

**Committee Members Absent:**

#### CALL TO ORDER

Present: 6 Barber, Gonzalez, Johnson, Lee, Muse, Ferguson  
Absent: 1 Lilligren

A quorum being present, Chair Ferguson, called the special meeting of the Council's Management Committee to order at 2:31 p.m. on Wednesday, October 28, 2020.

#### APPROVAL OF AGENDA AND MINUTES

There were no changes to the business section of the agenda.

It was moved by Lee and seconded by Gonzalez to approve the minutes of the Wednesday, October 14, 2020 Management Committee meeting.

**Motion carried** on the following roll call vote:

Aye: 6 Barber, Gonzalez, Johnson, Lee, Muse, Ferguson  
Nay: 0  
Absent: 1 Lilligren

#### BUSINESS

**2020-280** Southwest Corridor Light Rail Transit (SWLRT) Expansion Cash Flow Financing Plan

It was moved by Johnson and seconded by Barber that the Metropolitan Council authorize the Regional Administrator to execute a Cash Flow Financing Plan (the "Plan") for the Southwest Corridor Light Rail Transit project (the "SWLRT") during the years of 2020-2030, such Plan being comprised of the following:

1. Issue General Obligation (Revenue) Grant Anticipation Notes (the "G.O. GANs") at various dates, and in various amounts, to provide cash to cover expenses for the SWLTR project, pending receipt of federal grant payments, and separately present each GANs issuance resolution to the Council for approval;
2. Without limit to frequency, borrow from the Council internal investment pool in a maximum amount of up to \$60 million at any point in time;
3. Utilize Metro Transit available bond arbitrage reserve dollars to fund interest expense on internal borrowings (loans) when such expense is the net of cumulative project interest on borrowings (loans) less cumulative project interest revenue not associated with the G.O. GANs; and,
4. A report on the Plan's results will be provided quarterly to the Management and Transportation Committees.

Mark Thompson, Senior Manager, Treasury, 651-602-1629 and Marie Henderson, Acting CFO, 651-602-13871417 presented the item and presentation.

**Motion carried** on the following roll call vote:

Aye: 6 Barber, Gonzalez, Johnson, Lee, Muse, Ferguson  
Nay: 0  
Absent: 1 Lilligren

**2020-282** Parameter Resolutions - General Obligation Grant Anticipation Notes (GANs) and General Obligation Refunding Bonds

It was moved by Barber and seconded by Gonzalez that the Metropolitan Council adopt the three attached parameters Resolutions 2020-20, 2020-21 and 2020-22 authorizing the issuance, sale and award of general obligation debt within established financial parameters, the incurrence of related issuance expenses and execution of necessary documents to secure the financing.

Resolution 2020-20 authorizes the Council to issue a Grant Anticipation Note of approximately \$125 million which will be new debt. Resolution 2020-21 authorizes the Council to issue approximately \$17.22 million of General Obligation Transit Refunding bonds. Resolution 2020-22 authorizes the Council to issue approximately \$36.14 million of General Obligation Wastewater Refunding bonds.

The individual bond issues are comprised of the following:

New Debt:

\$125.0 million General Obligation Grant Anticipation Notes (GANs), Series 2020C

Refunding Debt:

1. \$17.22 million General Obligation Transit Refunding bonds, Series 2020D (2009A and 2010E)
2. \$36.14 million General Obligation Wastewater Revenue Refunding Bonds, Series 2020E (2010F)

Mark Thompson, Senior Manager, Treasury, 651-602-1629 and Marie Henderson, Acting CFO, 651-602-13871417 presented the item.

**Motion carried** on the following roll call vote:

Aye:	6	Barber, Gonzalez, Johnson, Lee, Muse, Ferguson
Nay:	0	
Absent:	1	Lilligren

**2020-281 JT SW** Family Affordable Housing Program Unit Purchase and Special Budget Amendment

It was moved by Lee and seconded by Gonzalez that the Metropolitan Council amends the 2020 Unified Budget as indicated and in accordance with the attached tables.

**Motion carried** on the following roll call vote:

Aye:	7	Barber, Gonzalez, Johnson, Lee, Lilligren, Muse, Ferguson
Nay:	0	
Absent:	0	

**2020-283** Family Affordable Housing Program Unit Purchase and Special Budget Amendment

It was moved by Lee and seconded by Gonzalez that the Metropolitan Council amends the 2020 Unified Budget as indicated and in accordance with the attached tables.

**Motion carried** on the following roll call vote:

Aye:	7	Barber, Gonzalez, Johnson, Lee, Lilligren, Muse, Ferguson
Nay:	0	
Absent:	0	

**INFORMATION**

**INFO 1: Policy Central; EthicsPoint**

Matt LaTour, Director of Program Evaluation and Audit, 651-602-1174; Katie Driscoll, Project Coordinator, 651-602-1938; Julia Quehl, Auditor in Charge, 651-602-1462 presented the item. Presentation was provided.

**INFO 2: Labor Strategy**

Marcy Cordes, Chief Labor Relations Officer, 651-602-1582 presented the item.

It was moved by Gonzalez, and seconded by Johnson, to close the special Management Committee meeting under Section 13D.03, Subdivision 1 of the Minnesota Statutes, to consider labor negotiation strategies and to discuss and review labor negotiation proposals.

**Motion carried** on the following roll call vote:

Aye: 7 Barber, Gonzalez, Johnson, Lee, Lilligren, Muse, Ferguson  
Nay: 0  
Absent: 0

Chair Ferguson asked staff to terminate remote access to the meeting for everyone except for Council Members, Management Committee staff and others whose presence was necessary to conduct the closed meeting. (Greg Ricci, Marie Henderson, Lori Connery, Marcy Syman, Ann Bloodhart, David Theisen, Peter Hanf, Darcy Erickson, and Daniel Abelson were present.) The special Management Committee meeting was closed at 3:11 p.m., Wednesday, October 28, 2020. Labor Strategy business was concluded at 3:26 p.m. Following discussion of labor negotiation strategies, the meeting was opened to consider the final information item on the agenda.

### **Discussion of Attorney-Client Privileged matters and Litigation issues**

Ann Bloodhart, General Counsel, 651-602-1105 presented the item.

It was moved by Gonzalez, and seconded by Johnson, to close this meeting to the public to discuss attorney-client privileged matters. Because this was the final agenda item, it was noted that the meeting would not be reopened following the discussion of attorney-client matters and the meeting would be adjourned at the conclusion of the discussions ..

**Motion carried** on the following roll call vote:

Aye: 7 Barber, Gonzalez, Johnson, Lee, Lilligren, Muse, Ferguson  
Nay: 0  
Absent: 0

In accordance with the motion, the meeting was closed to the public and began discussion of Attorney-Client Privileged matters and Litigation issues at 3:27 pm.

The following persons attended the closed portion of the committee meeting: Greg Ricci, Marie Henderson, Lori Connery, Ann Bloodhart, David Theisen, Peter Hanf, Darcy Erickson, and Daniel Abelson.

- A. Discussion of Attorney-Client Privileged Matters and Litigation Issues Regarding a Matter Entitled *WPG Northtown Venture, LLC. v. Metropolitan Council*.** Associate General Counsel Darcy Erickson advised the committee members on the facts and issues regarding this matter and answered committee member questions. Committee members discussed the matter.
- B. Discussion of Attorney-Client Privileged Matters and Litigation Issues Regarding a Matter Entitled *Doran 810, LLC, and Doran 810 apartments, LLC, v. Metropolitan Council*.** Associate General Counsel Darcy Erickson advised the committee members on the facts and issues regarding this matter and answered committee member questions. Committee members discussed the matter.
- C. Discussion of Attorney-Client Privileged Matters and Litigation Issues Regarding a Matter Entitled *Barry Segal v. Metropolitan Council*.** Associate General Counsel Dan Abelson advised the committee members on the facts and issues regarding this matter and answered committee member questions. Committee members discussed the matter.
- D. Discussion of Attorney-Client Privileged Matters and Litigation Issues Regarding a Matter Entitled *Stephanie Sims v. Met Council*.** General Counsel Ann Bloodhart advised the committee members on the facts and issues regarding this matter and answered committee member questions. Committee members discussed the matter.
- E. Discussion of Attorney-Client Privileged Matters and Litigation Issues Regarding a Matter Entitled *Marlon Carter and Jeffrey Bailey v. First Transit and Metropolitan Council*.** General Counsel Ann Bloodhart advised the committee members on the facts and issues regarding this matter and answered committee member questions. Committee members discussed the matter.

- F. **Discussion of Attorney-Client Privileged Matters and Litigation Issues Regarding a Matter Entitled *Metropolitan Council v. Metro Design Center, et. Al.*** Assistant General Counsel Peter Hanf advised the committee members on the facts and issues regarding this matter and answered committee member questions. Committee members discussed the matter.

## **ADJOURNMENT**

Business completed; meeting was adjourned at the conclusion of the closed session. No other business and/or information items were considered, and no further discussions were held. The meeting adjourned 3:45 p.m.

Lori Connery  
Recording Secretary