

WOODS HOLE, MARTHA'S VINEYARD AND NANTUCKET

STEAMSHIP AUTHORITY

2019 ANNUAL REPORT







To: His Excellency, the Governor

To: The Members of the General Court

The 2019 Annual Report of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority is respectfully submitted in accordance with Section 13 of Chapter 701 of the Acts of 1960, as amended by Chapter 276 of the Acts of 1962.

Sincerely,



James M. Malkin
Dukes County
Chairman, 2020

AUTHORITY MEMBERS - 2019

Robert R. Jones



CHAIRMAN
BARNSTABLE

Marc N. Hanover



VICE CHAIRMAN
DUKES COUNTY

Kathryn Wilson



SECRETARY
FALMOUTH
(FEBRUARY – DECEMBER)

Moira E. Tierney



MEMBER
NEW BEDFORD

Robert F. Ranney



MEMBER
NANTUCKET

Port Council Members - 2019

George J. Balco - Tisbury, Chairman
Edward C. Anthes-Washburn - New Bedford, Vice Chairman
Robert V. Huss - Oak Bluffs, Secretary
Eric W. Shufelt - Barnstable
Frank J. Rezendes - Fairhaven (January - February)
Mark H. Rees - Fairhaven (March - December)
Robert S. C. Munier - Falmouth
Nathaniel E. Lowell - Nantucket

General Manager

Robert B. Davis

Treasurer/Comptroller

Robert B. Davis (January - June)
Mark K. Rozum (July - December)

General Counsel

Terence G. Kenneally

WOODS HOLE, MARTHA'S VINEYARD AND NANTUCKET
STEAMSHIP AUTHORITY

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2019 Operating and Financial Results

In 2019, the Steamship Authority's vessels made a total of 23,944 trips carrying 3,004,436 passengers, 478,990 automobiles and 195,328 trucks of all sizes to or from the islands of Martha's Vineyard and Nantucket during the year. Those totals point toward 2019 being a robust year for the Steamship Authority in the midst of a major capital construction project and at the beginning of an ambitious, and long-overdue, review and redesign of its operations.

The total number of passengers carried in 2019 decreased by 1.7% from those carried in 2018, as passenger traffic on the conventional service decreased by 14,949 riders, or 0.6%, while passenger traffic on the high-speed service decreased by 35,962 riders, or 10.5%. Automobiles carried in 2019 decreased by 0.8%, while trucks carried in 2019 increased by 2.5% from the previous year. Overall, the total number of vehicles carried increased by 1.7% versus 2018. Approximately 87.1% of all vehicles carried by the Authority in 2019 were less than 20 feet in length. Also in 2019, approximately 32.8% of the vehicles carried by the Authority originated from the islands and traveled at excursion rates.

The Authority's operating revenues in 2019 totaled \$110,673,583, an increase of \$5,866,972, or 5.6%, versus 2018. Passenger revenue accounted for 28.0% of the Authority's total operating revenues in 2019, while automobile revenues represented 29.8%, freight revenues represented 29.4%, parking revenues represented 6.5%, and miscellaneous revenues represented 6.3% of the Authority's 2019 total operating revenues.

Operating expenses totaled \$110,995,500 in 2019, an increase of \$6,449,402, or 6.2%, compared to 2018. Maintenance expenses decreased by \$732,062 in 2019, or 3.6% lower than 2018. The decrease was primarily attributed to decreases in vessel dry-dock expenses of \$2,219,560 and dolphin and dock repair expenses of \$839,488; those were offset by increases in maintenance payroll expenses of \$985,809, vessel overhaul expenses of \$669,543 and engine parts expenses of \$524,248. The Authority's depreciation expenses increased by \$1,325,257, or 11.5%, due to the addition of the Woods Hole and Vineyard Haven sewer pump-out projects and the completion of Slip No. 3 as part of the Woods Hole Terminal Reconstruction Project.

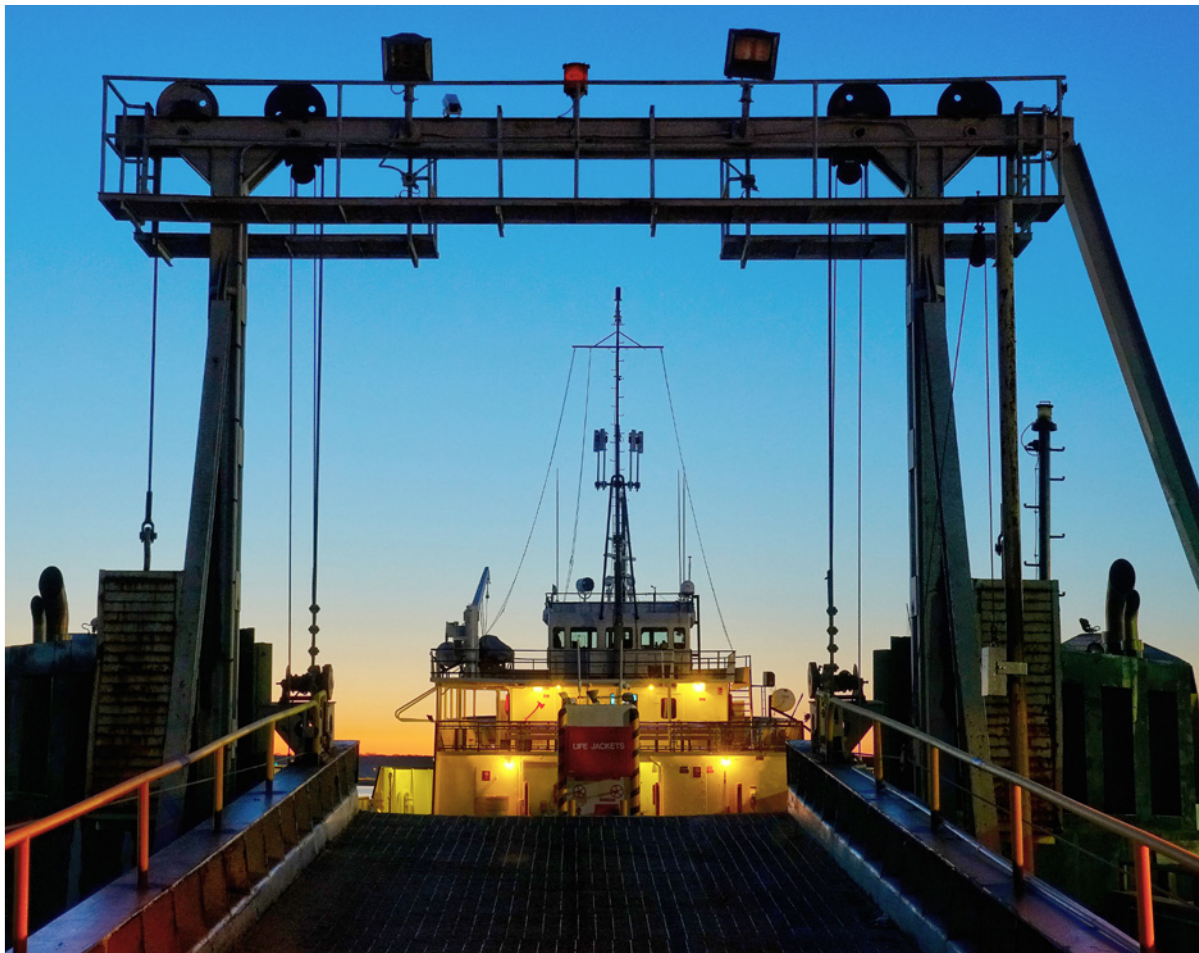
Vessel operating expenses increased by \$2,331,778 versus 2018 expenses, or 9.8%, due primarily to an increase in vessel payroll expense of \$1,504,253, or 9.4%, and an increase in vessel fuel oil expense of \$611,508, or 9.4%. General expenses increased by \$3,434,374 versus 2018, or 10.2%, including payroll expense increases of \$500,833, or 12.9%, overall pension expense increases of \$788,798, or 9.1%, and health care cost increases of \$1,495,366, or 17.7%.

Interest on bonds and other fixed charges were offset by license fee income and other income to bring the Authority's total net operating income in 2019 to \$113,147, an increase of \$357,761, or 146.3%, from the previous year. Thus, 2019 was the 57th consecutive year without a deficit assessment on the taxpayers of the Authority's port communities.

The net cash provided by the Authority's operating activities each year is used to pay bond principal and to replace or upgrade its vessels, terminals and equipment.

Cash transfers from the Authority's Revenue Fund to its special-purpose funds in 2019 included \$10,735,922 to the Sinking Fund to pay bond interest and principal coming due within the next 12 months and \$7,817,925 to the Replacement Fund. The Authority disbursed \$8,052,781 from its Capital Improvement Fund toward the Woods Hole Terminal Reconstruction Project and to pay the cost of issuance of the bonds. The Authority disbursed \$13,673,108 from its Replacement Fund during 2019 in connection with various capital projects, including \$6,047,215 toward the marine project costs of the Woods Hole Terminal Reconstruction Project; \$1,843,987 toward the purchase of four shuttle buses; \$1,663,146 for the sewer pump-out projects in Woods Hole and Vineyard Haven, \$894,529 toward the costs of the accounting system replacement, and the remainder to various other projects.

A more detailed analysis of the Authority's financial statements for the year ended December 31, 2019, and further information regarding its 2019 fund transfers and use of special-purpose funds are included in the Management's Discussion and Analysis section of this report.



IMPLEMENTATION WORKSHOPS AND PLANS

As the calendar turned to 2019, the Steamship Authority was immediately faced with the challenge of how to take the comprehensive review of the Authority's operations performed by HMS Consulting, Glosten Associates and Rigor Analytics and turn it into a set of actionable steps and projects that ultimately would transform the Authority's operations.

After HMS Consulting delivered the fifth and final section of the report, which covered Public Communications, in February, the Board voted to continue the Authority's relationship with HMS Consulting and Glosten Associates for their assistance in implementing the ten (10) recommendations contained in the report. Those were:

PROCESS-BASED MANAGEMENT

- i. Adopt a Safety Management System
- ii. Adopt a Quality Management System
- iii. Adopt a Learning Management System

VISION

- iv. Mission Statement and Objectives
- v. Strategic Planning

ORGANIZATIONAL STRUCTURE

- vi. Engineering Resources
- vii. Health, Safety, Quality and Environmental Management
- viii. Vessel Operations

MANAGEMENT RECRUITING AND ACCOUNTABILITY

- ix. External Recruitment
- x. Performance Objectives/Accountability

The Authority and HMS Consulting subsequently scheduled a three-day implementation workshop, which was held June 5-7, 2019. It included a full-day Board workshop, a full-day of staff meetings; and a follow-up Board meeting. The goals of the sessions were to identify initiatives from the ten (10) recommendations; to develop strategies to accomplish each of these initiatives; and to plan the implementation of those strategies, including the time and cost involved with each.

Ultimately, the workshops and meetings resulted in the creation of seven (7) project plans for implementation:

- Safety Management System/Quality Management System
- Learning Management System
- Mission Statement
- Strategic Planning
- Engineering Resources
- Vessel Operations
- Performance Metrics

The progress on each project plan is detailed on the following pages. HMS Consulting provided quarterly updates to the Board on the status of the implementation projects, and General Manager Robert B. Davis supplemented those reports with monthly updates to the Port Council and Board on their progress.

Learning Management System

In April, the Steamship Authority chose Marine Learning Systems LLC to provide the Authority with its first-ever process-based Learning Management System (LMS) program.

Marine Learning Systems' proprietary software, MarineLMS, became the Authority's central hub for delivering and managing its marine and shoreside training and assessment programs. The secure web-based platform is accessible to all Authority personnel, which in the summer numbers more than 700 individuals.

Marine Learning Systems, based in Vancouver, British Columbia, includes among its customers some of the largest marine operations in the world, including Washington State Ferries/Washington Department of Transportation, the Staten Island Ferry/New York City Department of Transportation, and BC Ferries.

New Management Positions

Two individuals were added to the Authority's management team in April as part of the implementation of the HMS Consulting report's recommendations. The creation of these positions was approved by the Board in January 2019.

Angela M. Sampson *Health, Safety, Quality and Environmental Manager*

Angela Sampson has spent more than a decade in the environmental, health and safety field, both at sea as an environmental officer with Celebrity Cruises Inc. and shoreside with Hasbro, where she most recently worked as an environmental health and safety engineer. Ms. Sampson's expertise lies in developing and implementing environmental, health, safety and sustainability programs to ensure compliance with environmental laws and industry standards. At Hasbro, she supported global and corporate sustainability initiatives and served as the hazardous waste coordinator, a position that resulted in cost and waste reduction measures. She is a graduate of the Massachusetts Maritime Academy, where she received a bachelor's degree in marine safety and environmental protection; she also received her master's degree in environmental sustainability at The University of Edinburgh.



Mark H. Amundsen *Director of Marine Operations*

Mark Amundsen brings more than 30 years of experience in operations, strategic planning, technical management and engineering in the international shipping industry to his role as the Steamship Authority's first-ever director of marine operations. His expertise includes developing strategic transportation business, overseeing safety compliance, structuring and negotiating long-term contracts, and presiding over dry dockings all over the world. He was most recently operations manager for Singapore Technologies Marine, operating ferry services in Europe. Previously, he was managing director for Nova Star Cruises Ltd., a ferry service operating between the U.S. and Canada, and director of ship repair at Irving Ship-building Inc. in Halifax, Nova Scotia. He received his bachelor's degree in Marine Engineering at Maine Maritime Academy and is a licensed chief engineer of steam and motor vessels.



Engineering Resources

The Steamship Authority committed to hiring five new members of its engineering department as part of its efforts to satisfy critical resource needs in that department. The positions being filled were two additional port engineers, one additional assistant port engineer and two new positions – a project engineer and an assistant vessel maintenance manager. In 2019, the Authority was successful in filling four of those positions.

Liam J. Slein joined the Authority as its new project engineer. In this role, which was newly created, Mr. Slein is responsible for planning management oversight of all vessel repair and overhaul projects, major capital projects, and new vessel construction to ensure the objectives and expectations of each project are met.

Mr. Slein has more than 20 years of leadership and operational experience in mechanical, industrial, manufacturing and engineering environments. A U.S. Coast Guard veteran, Mr. Slein has master's degrees in mechanical engineering and naval architecture/marine engineering from the University of Michigan. He most recently worked as a facilities engineer at the Massachusetts Division of Capital Asset Management and Maintenance.

Robert J. Stewart joined the Authority as a port engineer. In this role, Mr. Stewart oversees the day-to-day operations of the engineering department and maintenance activities of the Authority's fleet as well as assisting in the planning, organizing, scheduling and efficient utilization of the fleet to monitor day-to-day preventive and corrective maintenance activities.

Mr. Stewart has more than 15 years' experience in the shipboard operation and maintenance industry. A former member of the Massachusetts Army National Guard and a current lieutenant junior grade in the U.S. Navy Reserve, Mr. Stewart has a master's degree in engineering management from George Washington University and is a Massachusetts Maritime Academy alumnus. He most recently worked as a project manager/marine engineer at ENE Energy Advisors in Canton, Massachusetts.

Zachary A. Lawrence joined the Authority as second assistant port engineer. Lawrence assists the Authority's port engineers with the day-to-day operations of the engineering department and maintenance activities of the Authority's fleet.

Mr. Lawrence is a graduate of the Maine Maritime Academy, where he majored in marine systems engineering; for the last several years, he has served aboard offshore supply vessels and tugboats.

Timothy H. DeMoranville joined the Authority as its new assistant vessel maintenance manager. In this role, which was newly created, Mr. DeMoranville assists the vessel maintenance manager with the supervision of the maintenance department trades personnel and vessel personnel who are assigned to the Fairhaven Vessel Maintenance Facility, or any location where an Authority vessel may be under repair or overhaul.

Mr. DeMoranville has more than 20 years of experience in the maritime field, including 14 years as the first assistant/relief chief engineer aboard the *T/S Kennedy* at the Massachusetts Maritime Academy. He most recently worked as a mechanical maintenance supervisor at Covanta SEMASS in Rochester, Massachusetts. He is a Maine Maritime Academy graduate.

Recruiting for the additional port engineer position was expected to continue in 2020.

New Mission Statement

Following the June workshop with HMS Consulting, the Authority began a series of public outreach sessions designed to get input on the creation of a new mission statement, which was identified as a necessary precursor to the Strategic Plan and Performance Metrics projects. The project team used the Authority's little-known mission statement from the 1990s as the baseline for its work but sought to get feedback from its constituent communities on what core values should be added, or dropped, from that statement.

Following a public comment period, which included a round of open houses in July 2019 on Martha's Vineyard and Nantucket and in Falmouth and Barnstable, the project team developed a draft mission statement. A second round of public comment ensued, which also included public sessions in the constituent communities. The Board ultimately voted to adopt the following mission statement at its November 2019 meeting:

Our mission is to operate a safe, efficient, and reliable transportation system for the islands of Martha's Vineyard and Nantucket with a commitment to sustainability, accessibility, our port communities, and public engagement.

Anticipated further work in 2020 included developing supporting materials to help deepen the understanding of the mission statement for the public and the Authority's employees and a communication strategy to disseminate the mission statement and its values.

Strategic Planning and Performance Metrics

By design, these two projects were delayed until after the mission statement was approved by the Board. The Authority expected to issue a Request for Proposals for a consulting firm to help develop its strategic planning process in early 2020; after the successful completion of that project, a set of performance metrics that are in line with its mission statement and strategic planning will be developed by which all Authority personnel can be evaluated.

Safety Quality Management System (SQMS)

In July, the Authority Board voted to approve a contract award to Safety Management Systems LLC (SMSLLC) to implement a Safety Quality Management System at the Steamship Authority. The SQMS, which was previously referred to separately as the Safety Management System and Quality Management System, is a key component of developing a process-based culture of continual improvement at the Steamship Authority. A management system will be built from the ground up that includes policies, plans and procedures to manage operational safety and customer experience. The system will include information on vessel operations, shoreside operations and administrative operations.

Based in Portland, Maine, SMSLLC was founded in 1996 and provides a broad range of maritime compliance solutions to address safety, security, quality and environmental impacts on shipping operations. Since 2013, it has been a wholly owned and independent subsidiary of the leading international classification society ClassNK.

The project is scheduled for completion in December 2021.

Changes in Management Team

DIRECTOR OF HUMAN RESOURCES



In April, Janice L. Kennefick was named the new director of human resources for the Steamship Authority. Ms. Kennefick has more than 20 years of experience in the human resources field, most recently as the HR director at Tribe Mediterranean Foods in Taunton. She has also served as a human resources manager at Ocean Spray Cranberries in Lakeville, where she also was a senior human resources generalist; she worked in similar roles at Computershare and Fluor Daniel GTI. She has led talent review and talent calibration sessions; implemented business unit succession planning and talent management plans; created employee training and organizational development programs; and driven the achievement of company goals through objective and development plan setting, performance calibration and talent development. She studied business management at Lesley University.

TREASURER/COMPTROLLER

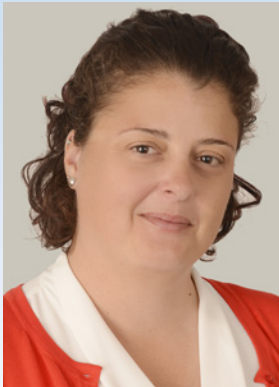


In June, Mark K. Rozum was named the new treasurer/comptroller for the Authority. His appointment followed a unanimous vote of the Board at its June 18, 2019, meeting.

Mr. Rozum has been with the Authority since 1996, when he was hired as a member of the Authority's accounting and finance team. After a stint as Reservation Manager, Mark returned to the accounting department to serve as Internal Audit Manager before transitioning to the Director of Terminals and Parking and then to the Operations Manager position, a post he had held since 2015. Mr. Rozum's appointment comes after a search led by an executive search firm produced more than 80 applications, from which five external candidates and three internal candidates were selected to interview for the position.

A Falmouth native whose parents still live off of Woods Hole Road, Mr. Rozum holds a bachelor of science in accountancy from Bentley College in Waltham, Massachusetts. Prior to joining the Authority, he was a portfolio accountant at State Street Bank and Trust in Quincy, Massachusetts, and an account executive at Winchester Investments in Providence, Rhode Island.

DIRECTOR OF SHORESIDE OPERATIONS



Alison A. Fletcher was named the director of shoreside operations effective August 26, 2019. The position was created with a realigned title and duties that focused the position on the Authority's landside assets.

Ms. Fletcher has been an Authority employee since 2001, when she first worked as a seasonal ticket seller. She later served as a janitor and dock worker before becoming an Associate Terminal Agent in Woods Hole in 2015. She began working in the Operations Department in early 2019 and was a member of the project team that developed the materials in the Authority's Learning Management System.

As Director of Shoreside Operations, Ms. Fletcher oversees the day-to-day activities of the terminals, parking lot operations and reservation teams operations. In addition, Ms. Fletcher assists in the development of operating schedules, the expansion of training programs and the transition to a process-based environment with the implementation of a Safety Quality Management System.



PORT CAPTAIN

Charles M. Monteiro was named the new port captain in August 2019. Capt. Monteiro has been with the Authority since 1976, when he was hired as an ordinary seaman on a temporary basis. He became a full-time employee of the Authority in 1977 and later served as an able-bodied seaman, a bosun, a purser, a mate, a pilot and a vessel captain before being named Assistant Port Captain in 2009. As port captain, Capt. Monteiro directs the day-to-day operations of the Steamship Authority's fleet, including compliance with U.S. Coast Guard regulations and overseeing the vessel personnel in the performance of their duties. He is a Falmouth native.



ASSISTANT PORT CAPTAIN

Paul F. Hennessy was named the organization's assistant port captain, effective December 2, 2019. Capt. Hennessy has been an Authority employee since 1991, having served as a wiper, an ordinary seaman, an able-bodied seaman, a bosun and a pilot before being named a vessel captain in 2003. He has operated all the Authority's vessels and served as Senior Captain on four vessels in that time. In his new role, Capt. Hennessy works alongside Port Capt. Charles M. Monteiro to ensure the Authority's vessels conform to U.S. Coast Guard requirements, ensure that vessel personnel are performing their duties in accordance with Authority policies, and assist with training of vessel personnel. He is also responsible for assisting in the implementation of the Authority's Safety Quality Management System.

Woods Hole Terminal Reconstruction

The Steamship Authority continued work on its Woods Hole Terminal Reconstruction Project in 2019, with the second phase of its marine work concluding in the spring and the third phase beginning in the fall. The Authority had previously determined that, because of the possibility that any significant ongoing construction activities during the summer months would have had a detrimental impact on the Woods Hole community, the Martha's Vineyard economy and the Authority's operations, the reconstruction of the terminal site would be scheduled in phases during the offseason as much as practicable. The phases include:

Phase 1: Construct a new administration building within the Palmer Avenue parking lot and construct a temporary terminal building at the Woods Hole terminal. **Completed February 2018**

Phase 2a: After moving to the new administration building and temporary terminal building, demolish the existing terminal/general offices building and excavate a portion of the existing retained-earth pier. **Completed Spring 2018**

Phase 2b: Partially construct a new Slip No. 3, to be relocated generally where the wharf is currently located. **Completed Spring 2019**

Phase 3: Complete construction of new Slip No. 3 and construct new Slip No. 2 (formerly Slip No. 1) with new passenger loading walkways, ramps and an outer floating passenger platform. **Fall 2019 - Spring 2020**

Phase 4: Complete construction of new Slip No. 1 (formerly Slip No. 2) with new passenger loading walkways, ramps and an outer floating passenger platform. **Fall 2020 - Spring 2021**

Phase 5: Following reconstruction of the three ferry slips, construct the new terminal building. This work may extend past mid-June into the summer season between Phases 5 and 6.

Timeline to be determined

Phase 6: Complete remaining work to be done at the site, including removal of the temporary terminal building, reconstruction of vehicle staging lanes, construction of the equipment storage building and final landscaping. **Timeline to be determined**



Construction of New Slip No. 3 Concludes, Work on New Slip No. 2 and Passenger Platform Begins

In early 2019, work continued on Phase 2b of the project, which culminated in the opening of a new Slip No. 3 in time for the summer season. During the construction, marine contractor Jay Cashman Inc. encountered obstructions while driving the 96-inch diameter piles, which necessitated the use of a vibratory hammer to supplement the diesel impact hammer initially in use. The use of the vibratory hammer, however, caused soil liquefaction that caused a portion of the bulkhead at Slip No. 3 to shift. Remediation to the bulkhead was successful, and adjustments were made to future construction plans to reduce the likelihood of similar occurrences. Obstructions were also encountered while driving the bulkhead on the north side of the slip; efforts were under way in late 2019 to provide revised engineering plans for that area.

In the fall, Phase 3 of the project began. Work during this phase of the project included the installation of:

- twelve (12) 96-inch diameter piles,
- fifteen (15) 18-inch diameter piles,
- thirty-six (36) 16-inch diameter piles, and
- seven (7) 30-inch diameter piles.

These piles will be used for the dolphins, the transfer bridge support foundation, the passenger pier foundation and the floating passenger platform, respectively.

As a result of the work during this phase, the temporary passenger tents that had been located between the middle and southernmost slips were removed. In its place, the Authority added two (2) smaller passenger shelters to the south of the southernmost slip (which is now known as Slip No. 1).

The Authority continued its vibration monitoring efforts to gauge the effects of the pile driving on the surrounding properties. Instruments are located in the basement of the Authority's temporary terminal building and on the Naushon Trust property. The Authority shared the results of the vibration monitoring on a weekly basis in project update emails to the community.



Board Approves Design Concept for Terminal Building

In March, the Authority provided three revised design options for the Woods Hole terminal building following public comment received in October 2018. Following two public information sessions, held at Falmouth High School in Falmouth and at the Katharine Cornell Theater in Tisbury, more revisions were made before a one-story terminal design concept was approved by the Board at its November meeting.

As approved by the Board, the terminal building will be a one-story, flat-roof building with solar panels planned for the roof and over the passenger pick-up and drop-off lanes. It is estimated that the solar panels could provide up to 50% of the building's energy requirements. The concept involves moving elements that in earlier concept plans were housed on the second floor of the terminal building to the second floor of a utility building, which will replace the freight shed. The one-story terminal building will be situated in the same plaza as previous concepts.

As a result of the one-story concept, the plan for the utility building grew with the inclusion of the employee areas into that building. However, as that building is off to the side of the property and is largely on the footprint of the existing freight shed, it is anticipated that the building's visual impact will be less obtrusive.



Renewal of Lease of Cataumet Lot

In January, the Board approved a 10-year extension of the lease on its parking lot located at 1251 Route 28A, Cataumet. The lot can accommodate up to 1,000 cars, and while the Authority uses the lot only two or three weekends per year, without the space it would be difficult to accommodate those vehicles during peak times. Pursuant to the terms of the lease, an option exists for the minimum annual rent of \$75,000 to be renegotiated after five years. The Authority also has the right of first refusal to purchase the property during the lease term.

New Falmouth Member - Kathryn Wilson

Following the resignation of Falmouth Board Member Elizabeth "Betsy" Gladfelter at the end of 2018, Kathryn Wilson was appointed in February by the Falmouth Board of Selectmen to fill the unexpired portion of the term, which ends December 31, 2020.



Ms. Wilson is a named partner at Mackey & Foster, P.A., in Falmouth, where her law practice focuses on estate planning, trust and estate administration, and nonprofit business organization. In addition to the

Authority Board, she serves on the board of the Marjot Foundation and the Friends of the MBL. Ms. Wilson has been a resident of Woods Hole for more than 40 years.

The Authority Board extends its gratitude to Ms. Gladfelter for her nearly four years of service to the Board.

Sewer Pump-Out Project

Following severe storms in March 2018 that flooded the sewer pump-out equipment in Vineyard Haven, it was determined that modifications were required both to that equipment and the equipment in Woods Hole to ensure reliability. A contract was awarded in August 2018 to Robert B. Our Co. of Harwich, Massachusetts, in the amount of \$1,263,000; the scope of work, which was completed in 2019, included replacing the mechanical and electrical equipment at the Vineyard Haven terminal and installing an aboveground pump house located in the traffic staging area, which is less prone to flooding. In Woods Hole, the existing tanks and equipment were moved to new chambers in the employee parking lot that are at a higher elevation and above the flood plain. The system was tied into the Town of Falmouth's forced sewer main system at the town's request.

Work on the project was completed by July 2019.

Car Rental Service Contract

In March, the Authority renewed its contract with Avis Budget Car Rental of Parsippany, New Jersey, to provide rental car services at its Falmouth and Hyannis locations. The new contract began May 15, 2019, and will run through May 14, 2022, with up to two (2) one-year extensions beginning May 15, 2022. Avis' proposal included a minimum annual guarantee of \$108,458, the highest such guarantee of the three companies that replied to a Request for Proposals issued in 2019.

Fairhaven Dredging

In May, the Board approved the Authority's participation in dredging activities coordinated by the New Bedford Port Authority and occurring near the Authority's Fairhaven vessel maintenance facility. A survey at that facility showed some sediment building on the ocean's bottom, making the dredging a necessity to ensure there would be sufficient water under the Authority's vessels. The project engineering costs, dredging activities and tipping fees were combined into one bid, to be managed by the New Bedford Port Authority. The Authority was responsible for 20% of the costs; the total dredging volume was 23,000 cubic yards at a cost of \$546,250.

Food Program Travel Policy

After meeting with representatives of various town and county agencies, nonprofit organizations, and other entities that distribute food on the islands through local food pantries, community health centers and other agencies for island residents in need, Authority staff created a program allowing vehicular and passenger travel related to the delivery of food for the food bank programs to be included in the Town & County Travel Voucher Program currently provided to the islands. That program provides a fifty percent (50%) reduction in the cost of official town or county ferry travel onboard the Steamship Authority.

Dukes County and the Town of Nantucket administered which island agency or agencies were eligible to participate in the program. The Authority set up accounts that were restricted to food bank travel; the individual agencies would be responsible for paying their cost of travel, although at a fifty percent (50%) discount, at the time of the food shipment.

The Board approved the program at its June meeting.

Summer Schedule Hearing

Following the advertisement of its proposed 2020 summer and fall operating schedules in July, the Authority received a petition from not fewer than 50 Falmouth residents asking that the Authority hold a public hearing on the proposed schedules pursuant to Section 15A of the Authority's Enabling Act. The Authority conducted the hearing on September 9, 2019.

Following the hearing, staff issued a draft report recommending that the Authority maintain its original proposed summer 2020 operating schedule for the Martha's Vineyard route, which included a 5:30 a.m. freight trip originating in Woods Hole. That trip was the focus of the vast majority of comments received about the proposed operating schedules.

The report also contained two recommendations:

- That the Authority establish a Long-Range Vineyard Transportation Task Force to work together with the Martha's Vineyard Commission; the towns of Falmouth, Oak Bluffs and Tisbury; and the City of New Bedford, and with public input, to attempt to identify reasonable steps that could be taken to address issues and concerns about freight and other traffic in each of those communities on a long-term basis.
- That the Authority establish a different working group with the Martha's Vineyard Commission and the Towns of Falmouth, Oak Bluffs and Tisbury to focus exclusively, with public input, on identifying and developing reasonable and practical ways to monitor and enforce compliance with the Authority's current noise mitigation policies. The working group would identify and develop additional ways to mitigate traffic issues arising from the Authority's Woods Hole ferry terminal operations – not just during the early morning hours but throughout the day – that could be implemented sooner rather than later.

At its October meeting, the Board approved the staff's recommendation to publish the schedules as proposed and approved the report on the schedules, which included the creation of the long-range task force and the working group. The appropriate member communities for both bodies were invited to name their representatives to both groups, and said completion of appointments were pending as of the end of 2019.

Grant Awards

The Steamship Authority was honored to receive three significant grant awards in 2019 to support specific initiatives designed to improve its operations.

In August, the Authority announced a \$2,500,000 award from the U.S. Department of Transportation to support its Woods Hole Terminal Reconstruction Project. Specifically, the funding from the Passenger Ferry Grant Program will be applied toward the cost of the project's new terminal building. The Woods Hole Terminal Reconstruction Project includes a complete redesign and rebuild of the Authority's Woods Hole terminal property. It includes performing resiliency work at the site to make the vital transportation center able to withstand the expected effects of sea level rise; increasing overall accessibility at the site; reconstructing three new ferry slips; designing and constructing a new utility building; and designing and constructing a new storage building.

In December, the Authority announced a total of \$875,000 in grant monies to fund the purchase of electric buses and related support infrastructure for its parking operations in Falmouth and Hyannis. The specific awards were \$500,000 from the Volkswagen Settlement Grants program, administered by the Massachusetts Department of Environmental Protection, and \$375,000 from the Federal Transit Administration's Section 5339(c) Low or No-Emission Program as part of a joint application with the Martha's Vineyard Transit Authority, the Pioneer Valley Transit Authority and the Greater Attleboro Taunton Regional Transit Authority. Both awards will be used to offset the price differential between a diesel and an electric bus, which is approximately \$350,000 depending on the size of the bus, as well as charging equipment for the vehicles.



Veterans Day Program

For the first time in its history, the Steamship Authority offered free passenger travel on Veterans Day to all U.S. military personnel, including active-duty personnel, veterans who have been honorably discharged and retired veterans.

The policy came at the request of several Board Members who asked for a way to honor the nation's veterans. Staff then began to investigate what discounts or special programs other ferry line operators offer to members of the military currently serving on active duty and/or to veterans or retired veterans. Staff's research found that only five of the approximately 50 ferry operators identified by this study, all of which are located in the United States, advertise any form of a discounted fare for active-duty military or veterans. Staff met with representatives from the veterans offices in Falmouth and Barnstable and on Nantucket and Martha's Vineyard to discuss ideas on how to best honor all veterans, and they provided their feedback.

On Veterans Day, 86 individuals on the Vineyard route and 45 on the Nantucket route took advantage of the offer.

The Authority also offers "furlough" fares for personnel of the Army, Navy, Air Force, Marine Corps and Coast Guard who are traveling while on official leave, furlough or pass. This includes cadets, midshipmen and nurses of the military agencies and also reservists when traveling in uniform, at their own expense, for nonpaying reserve training activities.

Tisbury Park-n-Ride Renewal

In December, the Authority extended for three years its agreement with the Town of Tisbury and the Martha's Vineyard Regional Transit Authority (VTA) to provide the Park-n-Ride service, wherein the VTA provides a shuttle between the Authority's Vineyard Haven terminal and an off-site parking lot maintained by the town.

Much like the terms of the previous agreements, under this proposal, the VTA was responsible for the entire cost of acquiring and maintaining the vehicles used for the park-n-ride service. The VTA was also responsible for all costs necessary to operate the service on a year-round basis, subject to reimbursement from the Authority of fifty percent (50%) of both the labor cost of the vehicles' drivers (based on actual hours) and the fuel costs reasonably incurred, as well as additional payments in the amount of \$200 per month for its share of the VTA's maintenance, insurance and painting costs.

Embarkation Fees Collected on Behalf of the Port Communities

The Authority collected town-mandated ferry embarkation fees totaling \$1,067,979 from passengers traveling on its vessels during 2019.

A state law passed in 2003 allows any city or town in Barnstable, Dukes, Nantucket and Bristol counties to accept a provision that requires the Authority and certain other private ferry operators to impose a 50-cent-per-person ferry embarkation fee for travel originating from its community. The law exempts specific passengers from the town-mandated fee, including certain island residents traveling at excursion rates, commuters using ticket books and those traveling in school-related groups. The law also exempts passengers carried on ferry boats that are licensed by the U.S. Coast Guard to transport no more than 100 passengers.

The fees collected under the statute by the various ferry operators are distributed to the respective municipalities through the Massachusetts Department of Revenue. The statute requires each city or town to deposit the monies received into a special fund "to be solely appropriated for the purpose of mitigating the impacts of ferry service on the city or town. Monies deposited may be appropriated for services including, but not limited to, providing harbor services, public safety protection, emergency services or infrastructure improvements within and around the harbor."

The ferry embarkation fees collected by the Authority were distributed through the Massachusetts Department of Revenue to the following port towns that have accepted the provisions of the statute:

	2019	TOTAL 2004-2019
BARNSTABLE *	\$ 94,245	\$ 1,321,679
FALMOUTH	410,717	5,826,971
NANTUCKET	124,448	1,752,203
OAK BLUFFS	145,361	1,750,292
TISBURY	261,793	4,001,605
YARMOUTH**	31,415	440,560

* 75% of fees collected from passengers departing from the town of Barnstable

** 25% of fees collected from passengers departing from the town of Barnstable

By the end of 2019, a total of \$15,093,310 in ferry embarkation fees had been collected from passengers traveling on the Authority's vessels and distributed to the Authority's port towns over the last 16 years pursuant to the provisions of chapter 46 of the Acts of 2003, as amended by chapter 55 of the Acts of 2003 and chapter 65 of the Acts of 2004.



2019 Years of Service Awards

Employees are the lifeblood at any company, and the Steamship Authority is particularly lucky to have such a strong contingent of staff who have chosen to share their talents with us and our customers. We recognize these employees who celebrated service anniversaries in 2019 and wish fair winds and following seas to those who retired.

20 YEARS

Andrew Alukonis
Donald Anderson
David Arigo
David Butcher
Leigh Cormie
Albert Doucette Jr.
Timothy Gray
Neal Kanter
Nicolau Lopes
Elaine Mooney
Antero Rodrigues

25 YEARS

Douglas Aguiar
Mary Claffey
William Corey
Norman Debarros Jr.
Kim Fernandes
Bruce Hartwell
Gerald Sylvia
Ralph Thayer Jr.

30 YEARS

Gary Aguiar
Jeffrey D'Amario
Manuel Somoano Estrada
Celeste Evans
Timothy Finton
David Kelly
Debra Lyons
Robert Ransom
John Wasierski

35 YEARS

David Allain
David Trotto

40 YEARS

Richard Clark
James Corbett
Joseph Hirtle
David Moore

45 YEARS

Georgina Barboza
Sean O'Connor

2019 Retirements

David Baarsvik, 50 years of service
Catherine Malone, 46 years of service
Stephanie Whited, 39 years of service
Richard Golden Jr., 35 years of service
Scott Morse, 35 years of service
Robert Baker, 34 years of service
Sheila Santos, 30 years of service
Michael Tillman, 27 years of service
John Soares, 27 years of service
Ronald Lent, 24 years of service
Sharlene Cardoza, 20 years of service

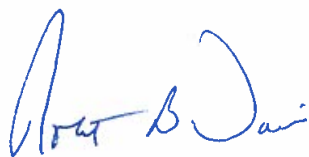
A Word of Thanks to Our Employees

Following the tumult of 2018, I hope every employee of the Steamship Authority can share in my pride at the progress we made in improving our operations in 2019. While on one hand, they must be viewed as only the first steps in our journey to strengthen the organization, I also look at them as the cornerstones of the improved foundation that will hold us up for decades to come.

This year, one of our primary goals was the implementation of the recommendations contained in the HMS Consulting report. That process led to the addition of new, key positions within our organization, which were filled with talented individuals who have already proven themselves as valuable members of our Authority family. We began to establish new processes to better manage our operations and used new tools, including our Learning Management System, to further those goals. We also reached an important milestone in our Woods Hole Terminal Reconstruction Project when the Board approved a one-story terminal design concept, putting to rest more than a year's worth of debate and dialogue with the community.

As always, all of our successes are based on outstanding service our employees provide to our customers. As we have in years past, we performed a survey of our customers to have a better understanding of their preceptions of our operations. On a scale of 1 to 10, with 1 being "not at all likely" and 10 being "very likely," 66% of those who were surveyed said they were "very likely" to recommend traveling with the Steamship Authority to family or friends. In 2018, 78% of customers gave the same response; in 2017 and 2016, respectively, 77% and 78% of those surveyed gave that response. Overall, 78% of travelers rated their overall passenger experience as "very good" or "excellent," compared to 83% in 2018.

While the survey results show we have room to improve, as does every organization, I remain comforted by our continued positive responses. They show me, and the world, that our employees remain dedicated to providing our customers the best possible experience and that their abilities to excel at their jobs knows no bounds. I am humbled by their hard work and to them I extend my most sincere thanks.



Robert B. Davis
General Manager

2019 TRAFFIC STATISTICS

Passengers Carried

Number of passengers carried from each port during 2019.

FROM: TO:	WOODS HOLE	VINEYARD HAVEN	OAK BLUFFS	NANTUCKET	HYANNIS
WOODS HOLE		881,034	329,841		
VINEYARD HAVEN	901,445				
OAK BLUFFS	313,467				
NANTUCKET					290,330
HYANNIS				288,319	
TOTAL: 2019	1,214,912	881,034	329,841	288,319	290,330
TOTAL: 2018	1,217,699	888,438	329,236	312,533	307,441
CHANGE:	-0.2%	-0.8%	0.2%	-7.7%	-5.6%

Passengers Carried and Revenue - 2019 vs. 2018

MONTH	NUMBER OF PASSENGERS			TICKETED REVENUE FROM PASSENGERS CARRIED*			AVERAGE REVENUE PER PASSENGER		
	2018	2019	CHANGE	2018	2019	CHANGE	2018	2019	CHANGE
JANUARY	111,006	112,712	1.5%	\$ 905,448	\$ 905,818	0.0%	\$ 8.16	\$ 8.04	-1.5%
FEBRUARY	108,643	108,427	-0.2%	861,135	858,387	-0.3%	7.93	7.92	-0.1%
MARCH	106,183	127,522	20.1%	879,891	1,039,485	18.1%	8.29	8.15	-1.7%
APRIL	184,020	189,875	3.2%	1,861,713	1,901,062	2.1%	10.12	10.01	-1.1%
MAY	283,117	281,869	-0.4%	2,956,900	2,901,812	-1.9%	10.44	10.29	-1.4%
JUNE	339,891	334,556	-1.6%	3,578,632	3,464,203	-3.2%	10.53	10.35	-1.7%
JULY	476,020	464,517	-2.4%	5,080,278	4,863,625	-4.3%	10.67	10.47	-1.9%
AUGUST	492,723	495,215	0.5%	5,276,021	5,160,346	-2.2%	10.71	10.42	-2.7%
SEPTEMBER	346,771	320,371	-7.6%	3,707,343	3,351,180	-9.6%	10.69	10.46	-2.2%
OCTOBER	260,481	232,458	-10.8%	2,711,495	2,316,356	-14.6%	10.41	9.96	-4.3%
NOVEMBER	180,951	172,829	-4.5%	1,977,989	1,770,058	-10.5%	10.93	10.24	-6.3%
DECEMBER	165,541	164,085	-0.9%	1,777,219	1,774,367	-0.2%	10.74	10.81	0.7%
TOTAL	3,055,347	3,004,436	-1.7%	\$ 31,574,064	\$ 30,306,699	-4.0%	\$ 10.33	\$ 10.09	-2.3%

*Ticketed revenue from passengers carried differs from passenger revenue in the financial statements due to classification and timing differences.



Automobiles Carried

Number of automobiles carried from each port during 2019.

FROM: TO:	WOODS HOLE	VINEYARD HAVEN	OAK BLUFFS	NANTUCKET	HYANNIS
WOODS HOLE		165,998	41,000		
VINEYARD HAVEN	163,764				
OAK BLUFFS	44,205				
NANTUCKET					32,326
HYANNIS				31,697	
TOTAL: 2019	207,969	165,998	41,000	31,697	32,326
TOTAL: 2018	209,458	167,412	41,061	32,157	32,959
CHANGE:	-0.7%	-0.8%	-0.1%	-1.4%	-1.9%

Automobiles Carried and Revenue - 2019 vs. 2018

MONTH	NUMBER OF AUTOMOBILES			TICKETED REVENUE FROM AUTOMOBILES CARRIED*			AVERAGE REVENUE PER AUTOMOBILE		
	2018	2019	CHANGE	2018	2019	CHANGE	2018	2019	CHANGE
JANUARY	21,761	22,934	5.4%	\$ 696,423	\$ 740,809	6.4%	\$ 32.00	\$ 32.30	0.9%
FEBRUARY	21,625	21,942	1.5%	684,682	698,299	2.0%	31.66	31.82	0.5%
MARCH	21,205	26,797	26.4%	732,749	899,278	22.7%	34.56	33.56	-2.9%
APRIL	31,813	32,516	2.2%	1,658,009	1,872,997	13.0%	52.12	57.60	10.5%
MAY	42,676	42,101	-1.3%	2,738,027	3,060,862	11.8%	64.16	72.70	13.3%
JUNE	51,667	51,185	-0.9%	3,906,222	4,399,343	12.6%	75.60	85.95	13.7%
JULY	64,274	62,577	-2.6%	5,269,555	5,793,984	10.0%	81.99	92.59	12.9%
AUGUST	68,306	67,570	-1.1%	5,700,879	6,433,431	12.8%	83.46	95.21	14.1%
SEPTEMBER	53,012	50,443	-4.8%	3,843,814	4,152,060	8.0%	72.51	82.31	13.5%
OCTOBER	41,537	36,661	-11.7%	2,426,898	2,398,801	-1.2%	58.43	65.43	12.0%
NOVEMBER	33,934	32,867	-3.1%	1,254,792	1,192,270	-5.0%	36.98	36.28	-1.9%
DECEMBER	31,237	31,397	0.5%	1,068,189	1,122,707	5.1%	34.20	35.76	4.6%
TOTAL	483,047	478,990	-0.8%	\$ 29,980,239	\$ 32,764,841	9.3%	\$ 62.06	\$ 68.40	10.2%

*Ticketed revenue from automobiles carried differs from automobile revenue in the financial statements due to classification and timing differences.



2019 TRAFFIC STATISTICS (CONTINUED)

Trucks Carried

Number of trucks carried from each port during 2019.

FROM: TO:	WOODS HOLE	VINEYARD HAVEN	OAK BLUFFS	NANTUCKET	HYANNIS
WOODS HOLE		61,514	8,760		
VINEYARD HAVEN	62,011				
OAK BLUFFS	9,007				
NANTUCKET					27,233
HYANNIS				26,803	
TOTAL: 2019	71,018	61,514	8,760	26,803	27,233
TOTAL: 2018	69,321	59,267	9,124	26,209	26,636
CHANGE:	2.4%	3.8%	-4.0%	2.3%	2.2%

Trucks Carried and Revenue - 2019 vs. 2018

MONTH	NUMBER OF TRUCKS			TICKETED REVENUE FROM TRUCKS CARRIED*			AVERAGE REVENUE PER TRUCK		
	2018	2019	CHANGE	2018	2019	CHANGE	2018	2019	CHANGE
JANUARY	12,038	13,068	8.6%	\$ 1,687,059	\$ 2,015,616	19.5%	\$ 140.14	\$ 154.24	10.1%
FEBRUARY	12,398	12,437	0.3%	1,722,169	1,848,169	7.3%	138.91	148.60	7.0%
MARCH	12,403	15,918	28.3%	1,781,522	2,349,800	31.9%	143.64	147.62	2.8%
APRIL	16,847	17,885	6.2%	2,586,164	3,053,564	18.1%	153.51	170.73	11.2%
MAY	19,751	19,966	1.1%	3,146,353	3,583,756	13.9%	159.30	179.49	12.7%
JUNE	18,858	18,814	-0.2%	3,096,572	3,448,584	11.4%	164.20	183.30	11.6%
JULY	17,662	18,170	2.9%	3,002,218	3,441,776	14.6%	169.98	189.42	11.4%
AUGUST	17,280	17,196	-0.5%	2,954,818	3,260,387	10.3%	171.00	189.60	10.9%
SEPTEMBER	16,716	16,991	1.6%	2,527,898	2,853,718	12.9%	151.23	167.95	11.1%
OCTOBER	17,194	16,270	-5.4%	2,493,517	2,640,211	5.9%	145.02	162.27	11.9%
NOVEMBER	15,088	14,723	-2.4%	1,915,888	2,030,318	6.0%	126.98	137.90	8.6%
DECEMBER	14,322	13,890	-3.0%	1,852,886	1,939,998	4.7%	129.37	139.67	8.0%
TOTAL	190,557	195,328	2.5%	\$ 28,767,064	\$ 32,465,897	12.9%	\$ 150.96	\$ 166.21	10.1%

*Ticketed revenue from trucks carried differs from freight revenue in the financial statements due to classification and timing differences.



Photo by Nicole Harnishfeger/The Inquirer and Mirror



A 10-YEAR TRAFFIC HISTORY

Passengers Carried

	MARTHA'S VINEYARD	NANTUCKET	TOTAL
2010	2,213,800	522,347	2,736,147
2011	2,189,530	522,517	2,712,047
2012	2,244,441	558,539	2,802,980
2013	2,263,708	582,983	2,846,691
2014	2,287,999	605,852	2,893,851
2015	2,378,303	644,787	3,023,090
2016	2,466,757	660,547	3,127,304
2017	2,466,548	592,501	3,059,049
2018	2,435,308	620,039	3,055,347
2019	2,425,787	578,649	3,004,436

Vehicles Under 20' in Length Carried

(including automobiles, pickup trucks, vans, etc.)

	MARTHA'S VINEYARD	NANTUCKET	TOTAL
2010	445,662	81,789	527,451
2011	446,360	80,180	526,540
2012	455,894	80,551	536,445
2013	462,148	79,928	542,076
2014	466,900	82,308	549,208
2015	475,286	84,215	559,501
2016	496,785	86,086	582,871
2017	500,154	85,418	585,572
2018	502,117	84,668	586,785
2019	502,893	84,387	587,280

Vehicles 20' and Over in Length Carried

(including trucks, trailers, buses, campers, etc.)

	MARTHA'S VINEYARD	NANTUCKET	TOTAL
2010	44,467	23,233	67,700
2011	44,037	23,524	67,561
2012	42,617	24,545	67,162
2013	45,638	26,720	72,358
2014	47,344	27,707	75,051
2015	49,069	29,588	78,657
2016	50,343	31,584	81,927
2017	52,305	32,936	85,241
2018	53,449	33,370	86,819
2019	53,366	33,672	87,038



FINANCIAL STATEMENTS AND REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)

YEARS ENDED

DECEMBER 31, 2019 AND 2018



INDEPENDENT AUDITORS' REPORT



To the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority:

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority (the Authority), as of and for the years ended December 31, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the business-type activities of the Authority, as of December 31, 2019 and 2018, and the changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

INDEPENDENT AUDITORS' REPORT

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the *Management's Discussion and Analysis, the Schedule of Changes in Net Pension Liability and Related Ratios, the Schedule of Employer Contributions to the Multiemployer Pension Plan, and the Schedule of Net OPEB Liability and Related Ratios*, and the notes to the Required Supplementary Information be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

RSM US LLP

Boston, Massachusetts
June 30, 2020

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

As management of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority (the Authority or Steamship Authority), we offer readers of our financial statements the following narrative overview and analysis of our financial activities for the years ended December 31, 2019 and 2018. The Steamship Authority is a public instrumentality created by the legislature of the Commonwealth of Massachusetts (the Commonwealth) under Chapter 701 of the Acts of 1960, as amended (the Act), "in order to provide adequate transportation of persons and necessities of life for the islands of Nantucket and Martha's Vineyard."

Overview of the Financial Statements

This overview and analysis is intended to serve as an introduction to the Authority's basic financial statements. The Authority is a special-purpose governmental entity engaged in only business-type activities. As such, its financial statements consist of only those required for enterprise funds and the related notes. The Authority's financial statements include statements of net position, statements of revenues, expenses and changes in net position, and statements of cash flows. In addition to the basic financial statements, this report includes notes to the financial statements and also contains required supplementary information (RSI) pertaining to the pension plans and the other postemployment benefit plan (OPEB) of the Authority.

The statements of net position report assets plus deferred outflows of resources, liabilities plus deferred inflows of resources and the difference between them as net position. Over time, increases and decreases in net position may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating. Net position consists of three sections: net investment in capital assets; restricted; and unrestricted. The net investment in capital assets component of the net position consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of bonds, notes or other borrowings that are attributable to the acquisition, construction or improvement of those assets. Deferred outflows of resources and deferred inflows of resources that are attributable to the acquisition, construction or improvement of those assets or related debt are included in this component of net position. Net position is reported as restricted when constraints are imposed by third parties or enabling legislation. All other net position is unrestricted.

The statements of revenues, expenses and changes in net position report the operating revenues and expenses and nonoperating revenues and expenses of the Authority for the year with the difference, the net income or loss, being combined with any capital grants and contributions, income from special-purpose restricted funds, and special items to determine the change in net position for the year. That change combined with the net position at the end of the previous year reconciles to the net position at the end of the current year.

The statements of cash flows report cash and cash equivalent activities for the year resulting from operating activities, noncapital financing activities, capital and related financing activities, and investing activities. The net results of these activities added to the beginning of the year cash and cash equivalents balance reconciles to the cash and cash equivalents balance at the end of the current year.

The notes to the basic financial statements provide additional information that is essential to a full understanding of the data provided in the basic financial statements. The basic financial statements can be found on pages 44-77 of this report. In addition to the basic financial statements and accompanying notes, this report also presents certain RSI. RSI contains data related to the Authority's defined benefit pension plan, OPEB plan provided to its employees, and contributions made to the multiemployer plans. The RSI can be found on pages 78-80 of this report.

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

Condensed Financial Information

Condensed financial information from the statements of net position and the statements of revenues, expenses, and changes in net position for the years ended December 31, are as follows:

	2019	2018	2017
Current assets	\$ 19,321,980	\$ 20,154,172	\$ 22,156,785
Special-purpose restricted funds	22,165,378	35,430,444	38,811,941
Capital assets, net	208,850,378	199,672,741	183,033,512
Total assets	250,337,736	255,257,357	244,002,238
Deferred outflows of resources	5,453,757	4,841,472	4,204,187
Total assets and deferred outflows of resources	\$ 255,791,493	\$ 260,098,829	\$ 248,206,425
Current liabilities	\$ 15,512,995	\$ 14,532,652	\$ 14,278,931
Liabilities payable from special-purpose restricted funds	8,640,774	8,381,097	7,955,583
Noncurrent liabilities	102,628,911	109,941,031	100,830,775
Total liabilities	126,782,680	132,854,780	123,065,289
Deferred inflows of resources	2,049,416	2,326,822	911,006
Net position:			
Net investment in capital assets	128,100,255	118,463,899	105,700,370
Restricted	20,539,513	25,726,106	35,380,566
Unrestricted deficit	(21,680,371)	(19,272,778)	(16,850,806)
Total net position	126,959,397	124,917,227	124,230,130
Total liabilities, deferred inflows of resources, and net position	\$ 255,791,493	\$ 260,098,829	\$ 248,206,425
Operating (loss) income			
Total operating revenues	\$ 110,673,583	\$ 104,806,611	\$ 102,911,758
Total operating expenses	(110,995,500)	(104,546,098)	(95,018,138)
Operating (loss) income	(321,917)	260,513	7,893,620
Nonoperating revenues (expenses):			
Interest on bonds and other obligations	(3,719,413)	(3,312,809)	(3,155,449)
Miscellaneous revenue	4,181,406	3,628,633	3,347,832
Miscellaneous expense	(26,929)	(820,951)	(90,035)
Nonoperating revenues (expenses)	435,064	(505,127)	102,348
Income (loss) before capital grants and contributions and income from special-purpose restricted funds	113,147	(244,614)	7,995,968
Capital grants and contributions	1,452,638	407,050	1,832,879
Income from special-purpose restricted funds	476,385	524,661	475,284
Change in net position	2,042,170	687,097	10,304,131
Net position, beginning of year	124,917,227	124,230,130	113,925,999
Net position, end of year	\$ 126,959,397	\$ 124,917,227	\$ 124,230,130

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS

Comparison of Financial Condition at December 31, 2019 and 2018

The Authority's total assets and liabilities were \$250,337,736 and \$126,782,680, respectively, as of December 31, 2019, as compared to \$255,257,357 and \$132,854,780, respectively, at December 31, 2018. The Authority's deferred outflows of resources were \$5,453,757 and \$4,841,472, for the years ended December 31, 2019 and 2018, respectively. The Authority's deferred inflows of resources were \$2,049,416 and \$2,326,822, for the years ended December 31, 2019 and 2018, respectively. The net position as of December 31, 2019, was \$126,959,397, a 1.6% increase from the prior fiscal year-end.

The increase in total net position was \$2,042,170 for the year ended December 31, 2019, up \$1,355,073 from the \$687,097 increase in total net position posted in 2018. Income before capital grants and contributions and income from special-purpose restricted funds in 2019 increased \$357,761, or 146.3%, compared to the prior year.

The increase in income before capital grants and contributions and income from special-purpose restricted funds was attributed to a \$5,886,972, or 5.6%, increase in the Authority's operating revenue, offset by a \$6,449,402 increase in the Authority's operating expense, and the net impact of changes in interest on bonds and other obligations, miscellaneous revenue and expenses. These changes are discussed in greater detail in the following sections.

During 2019, the Steamship Authority was awarded grants under the Port Security Grant Program and the Federal Transit Administration. These awards are recorded under the heading Capital Grants and Contributions in the Statements of Revenues, Expenses and Changes in Net Position.

Operating Revenues

The Steamship Authority's total operating revenues in 2019 were \$110,673,583. Total operating revenues increased by \$5,866,972 or 5.6% for the year ended December 31, 2019.

The number of passengers carried decreased by 50,911 or 1.7% in 2019 from 2018. Ridership on the conventional service decreased by 14,949 riders or 0.6%, while passenger traffic carried on the *M/V Iyanough* decreased by 35,962 passengers or 10.5% for the year as compared to 2018. In addition, the average revenue per passenger decreased from \$10.68 in 2018 to \$10.30 in 2019, due mostly to the decrease in riders on the high-speed service. Total passenger revenues in 2019 were \$30,938,007, a decrease of 5.2% versus the previous year.

The number of automobiles carried decreased by 4,057 or 0.8% in 2019 versus 2018. The average revenue per automobile increased from \$62.05 in 2018 to \$68.88 in 2019, due in part to rate increases for standard fared automobiles. Total automobile revenues in 2019 were \$32,991,829, an increase of 10.1% versus the previous year.

The number of trucks carried increased by 4,771 or 2.5% in 2019 from 2018 traffic levels. The average revenue per truck increased from \$151.43 in 2018 to \$166.97 during 2019, due in part to an overall increase in trucks carried to Nantucket and Martha's Vineyard as well as rate increases for trucks over 20 feet in length. Total freight revenues in 2019 were \$32,612,990, an increase of 13.0% versus the previous year.

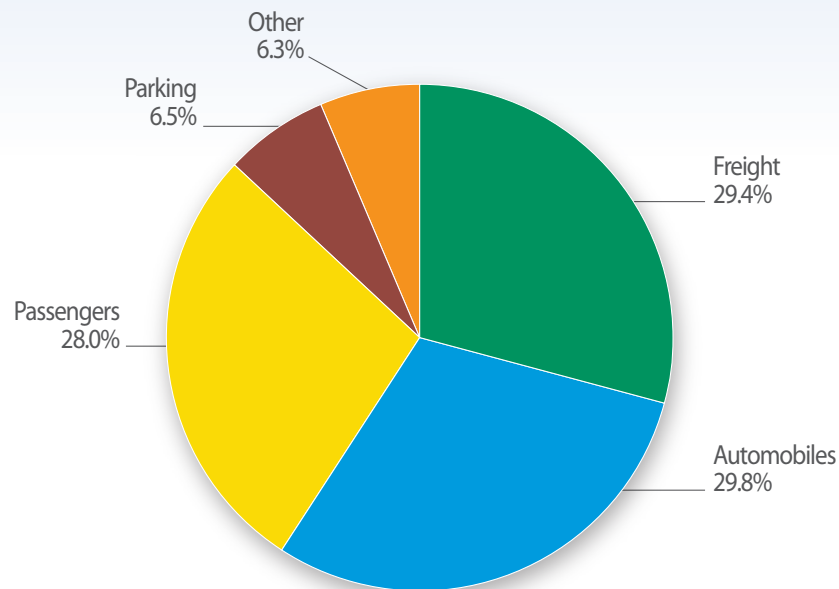
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS ... continued
Operating Revenues ... continued

Parking revenue in 2019 increased by \$41,722 from 2018, primarily as a result of a rate increase during the summer season at the Falmouth area lots. The total number of cars parked decreased by 9,200 or 5.1% versus 2018. Total parking revenues in 2019 were \$7,158,095, an increase of 0.6% versus the previous year.

Other miscellaneous operating revenues increased by \$749,257 or 12.0% in 2019, primarily due to increases in cancellation penalties.

The major sources of operating revenues for the year ended December 31, 2019, were as follows:



MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS ... continued

Operating Expenses

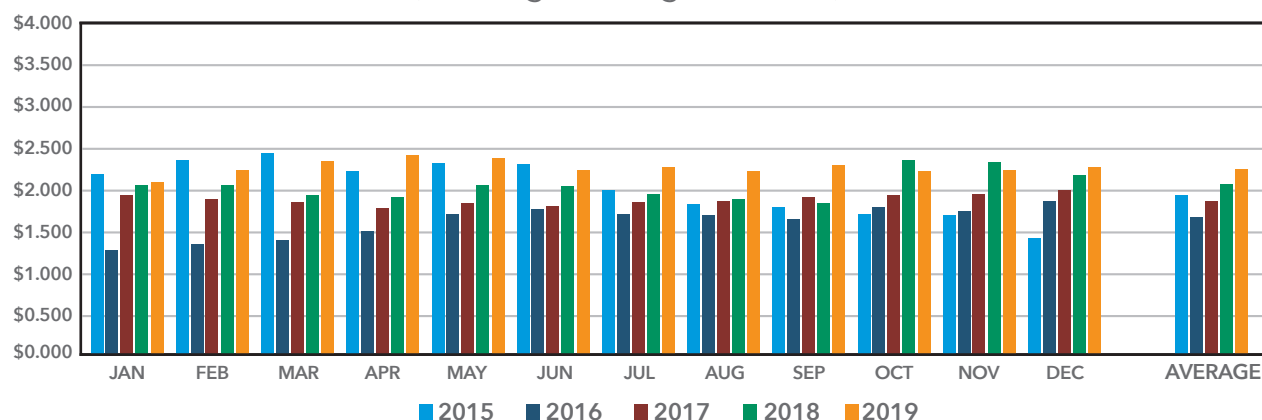
The Authority's total operating expenses in 2019 were \$110,995,500; in 2018, total operating expenses were \$104,546,098. Total operating expenses in 2019 were \$6,449,402, or 6.2% higher than the previous year. Decreases in maintenance expenses and utilities expenses were offset by higher wages and benefits, vessel fuel oil costs, depreciation expense, insurance and other expense, compared to the prior year.

Maintenance expense decreased in 2019 versus 2018 by \$732,062, or 3.6%. The decrease was primarily attributable to vessel dry-dock expense decreases of \$2,219,560; increases in vessel overhaul expenses of \$669,543; increases in engine parts expense of \$524,248; dolphin and dock repairs expense decreases of \$839,488; and increases in maintenance payroll expenses of \$985,809.

Depreciation and amortization expense increased in 2019 versus 2018 by \$1,325,257 or 11.5%. The increase is attributable to the addition of the Woods Hole and Vineyard Haven Sewer Pump Out projects and the first phase of the Woods Hole Marine Project.

Vessel operating expenses increased by \$2,331,778 or 9.8% versus 2018 expenses. Vessel payroll expense in 2019 increased by \$1,504,253 or 9.4% versus 2018 payroll expense. Vessel fuel oil expense of \$7,104,567 was \$611,508 or 9.4% higher in 2019 than in 2018. The average cost per gallon of fuel used operating, including hedge costs, in 2019 was \$2.226, which represents an increase of 17.7% over the average cost per gallon of fuel used operating in 2018 of \$2.052. In 2019, the Steamship Authority's vessels consumed approximately 3,161,000 gallons of fuel, a decrease of 0.1% versus 2018.

Average Cost per Gallon of Vessel Fuel Oil Used
(Including Net Hedge Premiums)



During 2019, the Authority operated 23,944 vessel trips, which represented a decrease of 53 trips, or 0.2% versus 2018.

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

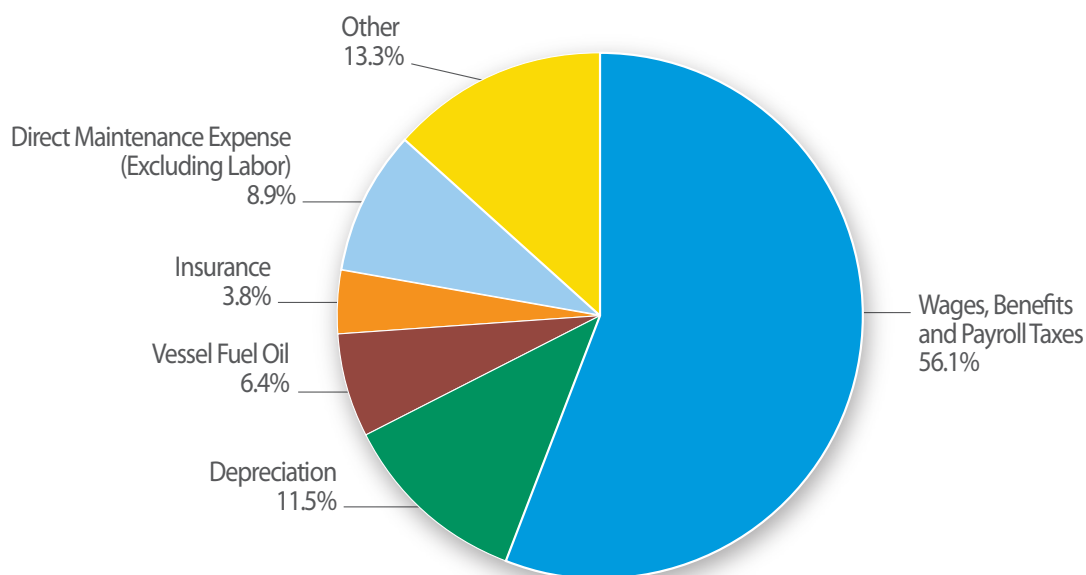
FINANCIAL ANALYSIS ... continued
Operating Expenses ... continued

Expenses related to Terminal Operations increased in 2019 versus 2018 by \$145,289 or 1.2%. This increase was primarily attributed to a 4.5% or \$455,366 increase in payroll costs, a decrease in miscellaneous terminal expenses of \$160,355 and a \$137,117 decrease in police services.

Expenses to operate Reservations and Customer Service decreased in 2019 versus 2018 by \$55,234 or 1.8%. This decrease was primarily attributed to lower telephone expense of \$19,311 or 22.6% and lower advertising expense of \$30,030 or 2.3%.

General and administrative expense in 2019 increased by \$3,434,374 or 10.2% versus 2018. In 2019, administration payroll expense increased by \$500,833 or 12.9% versus 2018. Overall pension expense increased by \$788,798 or 9.1% versus 2018. Health care costs, principally for the self-funded groups, increased by \$1,495,366 or 17.7%; payroll taxes increased by \$207,726 or 7.8% versus 2018; while credit card processing expenses increased by \$119,281 or 5.8% versus the prior year.

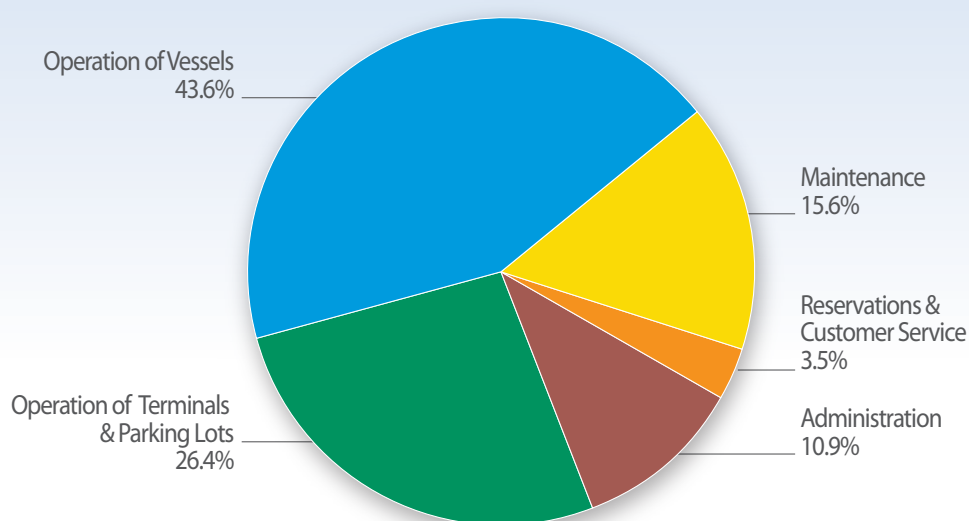
The major sources of operating expenses for the year ended December 31, 2019, were as follows:



MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS ... continued
Operating Expenses ... continued

56.1% of the Authority's operating expenses in 2019 were attributed to wages and the cost of employee benefits. The Authority's payroll in 2019 was distributed to the following functions:



Nonoperating Revenues (Expenses)

The Authority's total nonoperating revenues in 2019 were \$435,064 which was an increase of \$940,191 over the total nonoperating expenses of \$505,127 in 2018. Expenses for interest on bonds and other obligations of \$3,719,413 in 2019 was an increase of \$406,604 over the \$3,312,809 in 2018. Miscellaneous revenue of \$4,181,406 in 2019 increased by \$552,773 over 2018, due mostly to an increase in license income and interest income, while miscellaneous expenses in 2019 decreased by \$794,022 as compared to 2018 primarily due to a loss on the sale of property in 2018 but not in 2019.

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS ... continued

Comparison of Financial Condition at December 31, 2018 and 2017

The Authority's total assets and liabilities were \$255,257,357 and \$132,854,780, respectively, as of December 31, 2018, as compared to \$244,002,238 and \$123,065,289, respectively, at December 31, 2017. The Authority's deferred outflows of resources were \$4,841,472 and \$4,204,187, for the years ended December 31, 2018 and 2017, respectively. The Authority's deferred inflows of resources were \$2,326,822 and \$911,006, for the years ended December 31, 2018 and 2017, respectively. The net position as of December 31, 2018, was \$124,917,227, a 0.6% increase from the prior fiscal year-end.

The increase in total net position was \$687,097 for the year ended December 31, 2018, down \$9,617,034 from the \$10,304,131 increase in total net position posted in 2017 due to the increase in operating expenses. Income before capital grants and contributions and income from special-purpose restricted funds in 2018 decreased \$8,240,582, or 103.1%, compared to the prior year.

The decrease in income before capital grants and contributions and income from special-purpose restricted funds was attributed to a \$1,894,853, or 1.8% increase in the Authority's total operating revenues and a \$9,527,960, or 10.0% increase in the Authority's total operating expenses. Total nonoperating revenue decreased by \$607,475. These changes are discussed in greater detail in the following sections.

During 2018, the Steamship Authority was awarded grants under the Port Security Grant Program. These awards are recorded under the heading Capital Grants and Contributions in the Statements of Revenues, Expenses and Changes in Net Position.

Operating Revenues

The Steamship Authority's total operating revenues in 2018 were \$104,806,611. Total operating revenues increased by \$1,894,853 or 1.8% for the year ended December 31, 2018.

The number of passengers carried decreased by 3,702 or 0.1% in 2018 from 2017. Ridership on the conventional service decreased by 44,078 riders or 1.6%, while passenger traffic carried on the *M/V Iyanough* increased by 40,376 passengers or 13.3% for the year as compared to 2017. In addition, the average revenue per passenger increased from \$10.31 in 2017 to \$10.68 in 2018, due mostly to the increase in riders on the high-speed service. Total passenger revenues in 2018 were \$32,640,122, an increase of 3.5% versus the previous year.

The number of automobiles carried increased by 1,622 or 0.3% in 2018 versus 2017. The average revenue per automobile increased from \$61.93 in 2017 to \$62.05 in 2018, due in part to a change in the mix of automobiles carried on the Martha's Vineyard and Nantucket routes as well as the increase in ridership during the on season. Total automobile revenues in 2018 were \$29,970,953, an increase of 0.5% versus the previous year.

The number of trucks carried increased by 1,169 or 0.6% in 2018 from 2017 traffic levels. The average revenue per truck increased from \$149.15 in 2017 to \$151.43 during 2018, due in part to an overall increase in trucks carried to Nantucket and Martha's Vineyard as well as the increase in ridership of the larger trucks. Total freight revenues in 2018 were \$28,855,758, an increase of 2.2% versus the previous year.

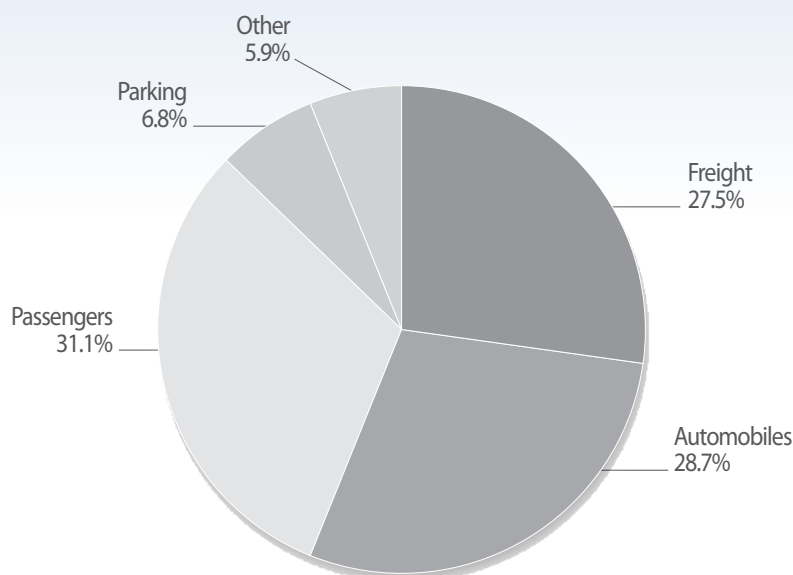
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS ... continued
Operating Revenues ... continued

Parking revenue in 2018 decreased by \$32,742 from 2017, primarily as a result of a decrease in cars parked at the Falmouth area lots. The total number of cars parked decreased by 2,323 or 1.3% versus 2017. Total parking revenues in 2018 were \$7,116,373, a decrease of 0.5% versus the previous year.

Other miscellaneous operating revenues increased by \$49,099 or 0.8% in 2018, primarily due to increases in dockage fees and miscellaneous driver service charges.

The major sources of operating revenues for the year ended December 31, 2018, were as follows:



MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS ... continued

Operating Expenses

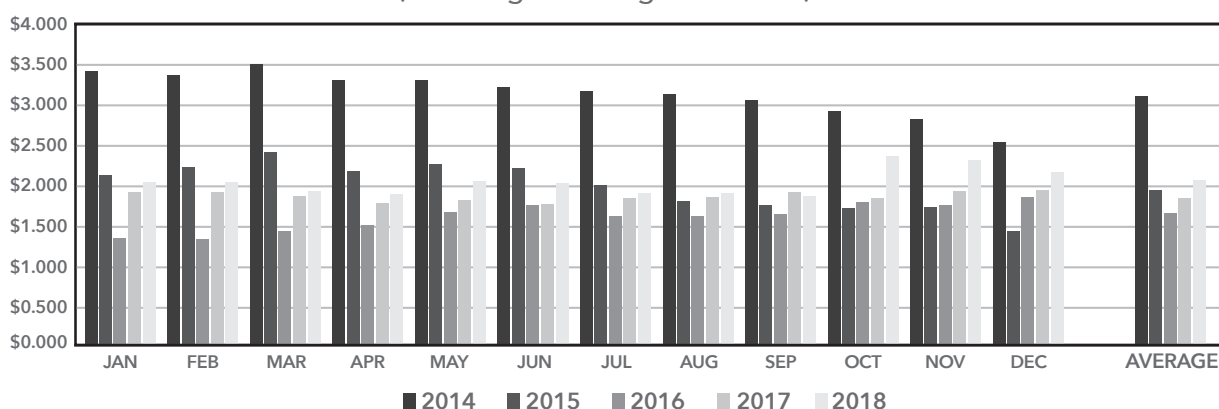
The Authority's total operating expenses in 2018 were \$104,546,098; in 2017, total operating expenses were \$95,018,138. Total operating expenses in 2018 were \$9,527,960, or 10.0% higher than the previous year. Decreases in operating rents were offset by higher wages and benefits, vessel fuel oil costs, depreciation expense, maintenance expense, utilities and other expenses, compared to the prior year.

Maintenance expense increased in 2018 versus 2017 by \$4,319,737, or 27.4%. The increase was primarily attributable to vessel dry-dock expense increases of \$1,503,390; increases in vessel overhaul expenses of \$1,016,824; increases in engine parts and engine repair expense of \$84,175; life raft renewal increases of \$54,695; dolphin and dock repairs expense increases of \$858,918; and increases in hardware and software maintenance of \$462,707.

Depreciation and amortization expense increased in 2018 versus 2017 by \$627,403 or 5.8%. The increase is attributable to the addition of a full year of depreciation for the Woods Hole Temporary Terminal Building and a partial year for the *M/V Martha's Vineyard* Mid-Life Refurbishment and the General Administration building.

Vessel operating expenses increased by \$1,574,828 or 7.1% versus 2017 expenses. Vessel payroll expense in 2018 increased by \$680,883 or 4.5% versus 2017 payroll expense. Vessel fuel oil expense of \$6,493,059 was \$703,449 or 12.2% higher in 2018 than in 2017. The average cost per gallon of fuel used operating, including hedge costs, in 2018 was \$2.052, which represents an increase of 8.8% over the average cost per gallon of fuel used operating in 2017 of \$1.886. In 2018, the Steamship Authority's vessels consumed approximately 3,165,000 gallons of fuel, an increase of 3.1% versus 2017.

Average Cost per Gallon of Vessel Fuel Oil Used
(Including Net Hedge Premiums)



During 2018, the Authority operated 23,997 vessel trips, which represented an increase of 1,154 trips, or 5.1% versus 2017.

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

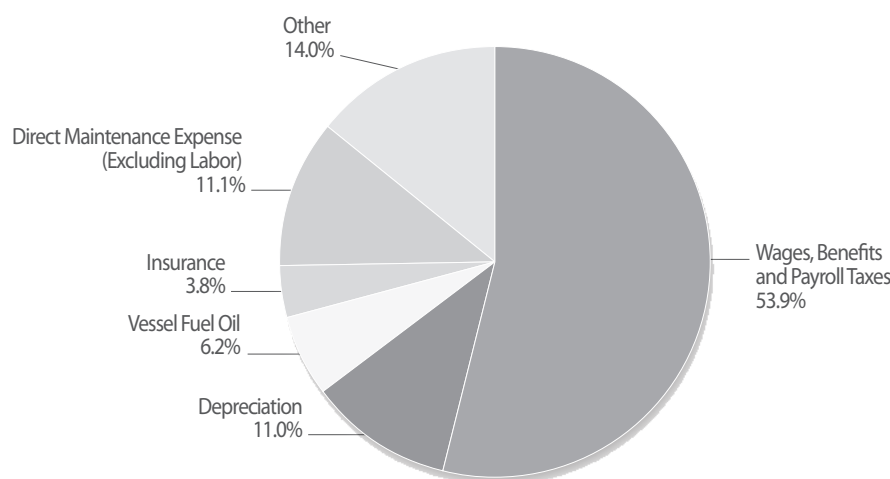
FINANCIAL ANALYSIS ... continued
Operating Expenses ... continued

Expenses related to Terminal Operations increased in 2018 versus 2017 by \$653,254 or 5.5%. This increase was primarily attributed to a 4.2% or \$411,428 increase in payroll costs and a \$185,653 or 33.9% increase in police services.

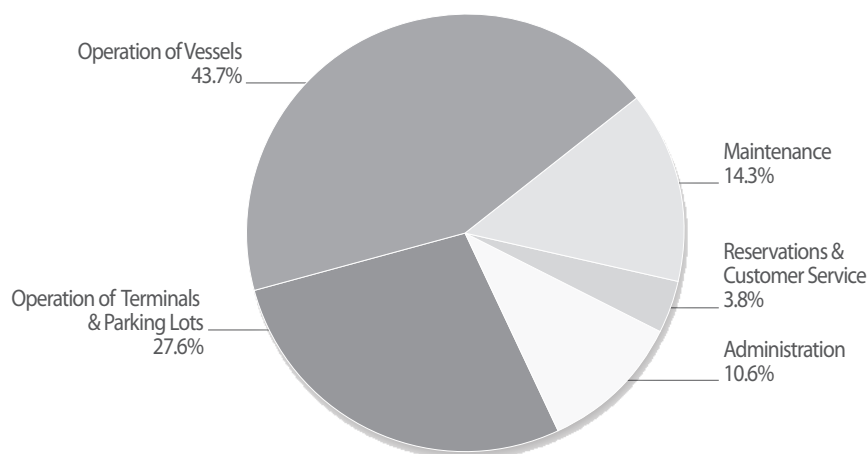
Expenses to operate Reservations and Customer Service decreased in 2018 versus 2017 by \$44,631 or 1.5%. This decrease was attributed to lower payroll expense of \$36,971 or 2.6%; lower traffic expense of \$33,811 or 16.0%, offsetting an increase in advertising expense of \$30,609 or 2.4%.

General and administrative expense in 2018 increased by \$2,397,369 or 7.7% versus 2017. In 2018, administration payroll expense increased by \$239,916 or 6.6% versus 2017. Overall pension expense increased by \$360,397 or 4.3% versus 2017. Health care costs, principally for the self-funded groups, increased by \$827,196 or 10.9%; unemployment contributions increased by \$237,071 or 35.9%; long term disability expense increased by \$30,801 or 5.3%; while credit card processing expenses increased by \$47,377 or 2.4% versus the prior year.

The major sources of operating expenses for the year ended December 31, 2018, were as follows:



53.9% of the Authority's operating expenses in 2018 were attributed to wages and the cost of employee benefits. The Authority's payroll in 2018 was distributed to the following functions:



MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS ... continued

Nonoperating Revenues (Expenses)

The Authority's total nonoperating expenses in 2018 were \$505,127 which was an increase of \$607,475 over the total nonoperating revenues of \$102,348 in 2017. Expenses for interest on bonds and other obligations of \$3,312,809 in 2018 was an increase of \$157,360 over the \$3,155,449 in 2017. Miscellaneous revenue of \$3,628,633 in 2018 increased by \$280,801 over 2017, due mostly to an increase in license income, while miscellaneous expenses in 2018 increased by \$730,916 as compared to 2017 primarily as a result of the loss associated with the write-off of assets associated with the Woods Hole terminal project.

Special-Purpose Restricted Funds and Fund Transfers in 2019

The Authority's Enabling Act requires revenue derived from its operation to be set aside each month in a specific order and in amounts as follows:

- (1) to the Sinking Fund, an amount sufficient to provide for the payment of the interest on and for the amortization and payment of the principal of all bonds as the same shall become due and payable;
- (2) to the Bond Redemption Fund, all of the remaining revenue to be used within a reasonable time for the purchase or redemption of bonds or, in the Authority's discretion, to be transferred to the Property Replacement Fund or to the Capital Improvement Fund to be used for any purposes for which bonds may be issued;
- (3) to the Property Replacement Fund, such amount as the Authority may deem necessary or advisable for depreciation of property and for obsolescence and losses in respect to property sold, destroyed or abandoned, and for improvements to, and acquisitions of, real and personal property (the Authority's current policy is to limit any transfers to the Property Replacement Fund in any given year to the amount of the prior year's depreciation expense);
- (4) to the Reserve Fund, an amount sufficient to maintain the fund at a level equal to the greater of 5% of the principal amount of all bonds outstanding, exclusive of bonds considered as defeased, or \$600,000, whichever is greater; and
- (5) to the Operations Fund, an amount sufficient to pay the cost of maintenance, repair, and operation of the Steamship Line for the current month and the next ensuing month, and to maintain working capital for such purposes in an amount not to exceed one thirty-sixth of the operating budget for the then-current fiscal year.

The Authority's Sinking Fund balance at December 31, 2019, was \$9,283,238, including income from investments of \$151,439 during 2019. The Authority's cash flow during 2019 allowed for transfers to be made to the Sinking Fund to meet the scheduled bond interest payment of \$1,671,975 on September 1, 2019, and to provide for the payment of bond interest and principal due on March 1, 2020, in the amount of \$1,671,975 and \$7,520,000, respectively.

At December 31, 2019, the Property Replacement Fund balance was \$7,847,154, including income earned from investments of \$278,275 during 2019.

In addition, \$7,817,925 was transferred from the Operations Fund to the Property Replacement Fund, an increase of \$819,537 over the previous year's transfers. Disbursements from the Property Replacement Fund in 2019, totaling \$13,673,108 were comprised of the following:

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

FINANCIAL ANALYSIS ... continued

Special-Purpose Restricted Funds and Fund Transfers in 2019 ... continued

Woods Hole Reconstruction - Marine	\$ 6,047,215
Shuttle Buses (4)	1,843,987
WH & VH Sewer Pump Outs	1,663,146
Accounting System Replacement	894,529
Woods Hole Temporary Terminal	526,427
Servers for Admin Building	430,204
Motor Vehicles, Trailers, Equipment	414,311
M/V Martha's Vineyard Mid-Life Reconstruction	341,547
MIS Services & Additional Equipment	329,280
Fairhaven Emergency Generator	313,956
AV1 Parking Equipment / Access Control System	225,814
PC Replacements	211,529
School Street Site Work	134,377
M/V Nantucket Davit	110,000
M/V Governor Generator	106,720
M/V Iyanough & M/V Eagle Radar	49,919
POS System for Concessions	30,147

The Authority's Reserve Fund balance at December 31, 2019, was \$3,655,683, including income from investments of \$87,863 during 2019.

The Authority's Capital Improvement Fund balance as of December 31, 2019, was \$505,091, including income from investments of \$89,630. During 2019, disbursements from the Capital Improvement Fund totaled \$8,052,781. Fund disbursements in 2019 were for the Woods Hole terminal marine construction totaling \$7,974,028; and for debt expense totaling \$78,753. Unexpended proceeds from Steamship Bonds are reported as assets of the Capital Improvement Fund.

The Bond Redemption Fund balance was \$874,212 at December 31, 2019, including income from investments of \$20,618 during 2019.

Investment income from the special-purpose restricted funds amounted to \$476,386 during 2019, excluding income from investments in the Sinking Fund of \$151,439.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

The Authority's capital assets as of December 31, 2019 amounted to \$208,771,625 net of accumulated depreciation. The Authority's investment in capital assets includes vessels, buildings and structures, office and terminal equipment, motor vehicles, land, leasehold improvements, and construction projects in progress. During 2019, the Authority invested \$5,786,059 in various capital assets and an additional \$16,120,913 was invested in construction projects in progress.

The Authority's capital assets as of December 31, 2018, amounted to \$199,672,741, net of accumulated depreciation. The Authority's investment in capital assets includes vessels, buildings and structures, office and terminal equipment, motor vehicles, land, leasehold improvements, and construction projects in progress. During 2018, the Authority invested \$4,070,238 in various capital assets and an additional \$24,850,212 was invested in construction projects in progress.

Capital asset additions were funded through the Authority's operations funds and special-purpose restricted funds.

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEARS ENDED DECEMBER 31, 2019 AND 2018

CAPITAL ASSETS AND DEBT ADMINISTRATION ... continued
Capital Assets ... continued

More detailed information regarding the Authority's capital assets activities for 2019 and 2018 can be found in the notes to the financial statements (Note 2).

Debt Administration

The Authority is currently authorized under the provisions of the Enabling Act, as amended, to issue bonds in an amount not to exceed \$100,000,000 outstanding at any one time. The Authority's Enabling Act further provides that if at any time any principal or interest is due or about to become due on the Authority's bonds and the funds to pay the same are not available, the Authority shall certify to the State Treasurer the amount required to meet such obligations and the Commonwealth shall pay over to the Authority the amount so certified. In the opinion of the Authority's bond counsel, the obligation of the Commonwealth to pay the required amount to the Authority is a general obligation of the Commonwealth and the full faith and credit of the Commonwealth is pledged to make such payment. The Commonwealth has never been called upon to make payments to the Authority to meet such obligations under the provisions of the Enabling Act.

The Authority made scheduled principal payments of \$7,145,000 during 2019. In 2018, the Authority made scheduled principal payments of \$6,885,000. The total amount of bonds outstanding, net of unamortized premiums of \$7,545,822, was \$73,450,000 as of December 31, 2019.

The Authority made scheduled principal payments of \$6,885,000 during 2018. Also, in August of 2018, the Authority received \$18,105,001 of net proceeds from its 2018 Series A bond issuance, with a principal amount of \$15,915,000 and a premium of \$2,220,192. In 2017, the Authority made scheduled principal payments of \$5,805,000. The total amount of bonds outstanding, net of unamortized premiums of \$8,870,748, was \$80,595,000 as of December 31, 2018.

More detailed information regarding the Authority's debt administration activities for 2019 and 2018 can be found in the notes to the financial statements (Note 3).

ECONOMIC FACTORS

The Authority's traffic statistics for the past five years are as follows:

	2015	2016	2017	2018	2019
Passengers	3,023,090	3,127,304	3,059,049	3,055,347	3,004,436
Automobiles	465,297	482,699	481,425	483,047	478,990
Trucks	172,861	182,099	189,388	190,557	195,328
Cars parked	183,526	190,026	184,084	181,761	172,561
Trips made	22,437	22,703	22,843	23,997	23,944
Nautical miles	333,034	337,560	335,622	353,918	351,734

Demand for the Authority's services is mainly affected by the overall economic activity on Martha's Vineyard and Nantucket, both seasonally and year-round. The economic activity is a reflection of the overall construction on the islands and other factors, such as weather-related conditions, capacity constraints and operational limitations, which can also have an impact on the Authority's annual ridership volumes.

REQUESTS FOR INFORMATION

This report is intended to provide an overview of the Authority's financial condition. Questions concerning any of the information in this report or requests for additional information should be addressed to the Authority's Treasurer/Comptroller, 228 Palmer Avenue, Falmouth, MA 02540.

FINANCIAL STATEMENTS

Statements of Net Position December 31, 2019 and 2018

ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	2019	2018
CURRENT ASSETS:		
Cash and cash equivalents	\$ 11,524,347	\$ 13,079,516
Receivables, net	2,225,343	2,131,292
Grants receivable	124,525	217,487
Inventories	585,825	570,205
Prepaid insurance and other	4,045,079	3,648,826
Prepaid fuel hedge	895,614	506,846
TOTAL CURRENT ASSETS	19,400,733	20,154,172
SPECIAL-PURPOSE RESTRICTED FUNDS:		
Cash and cash equivalents:		
Sinking fund:		
Current bond maturities and interest	9,283,238	9,046,734
Redemption of bonds	874,212	853,594
Property replacement fund	7,847,154	13,424,061
Reserve fund	3,655,683	3,637,813
Capital improvement fund	505,091	8,468,242
TOTAL SPECIAL-PURPOSE RESTRICTED FUNDS	22,165,378	35,430,444
CAPITAL ASSETS:		
Vessels	181,014,446	161,550,147
Terminal buildings and equipment	133,669,290	112,386,801
Land and land improvements	28,591,269	28,591,269
Construction in progress	37,268,268	56,108,084
Less - accumulated depreciation	(171,771,648)	(158,963,560)
TOTAL CAPITAL ASSETS, NET	208,771,625	199,672,741
TOTAL ASSETS	250,337,736	255,257,357
DEFERRED OUTFLOWS OF RESOURCES:		
Deferred outflow on pensions	5,453,757	4,841,472
TOTAL DEFERRED OUTFLOWS OF RESOURCES	5,453,757	4,841,472
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ 255,791,493	\$ 260,098,829

See notes to financial statements.

FINANCIAL STATEMENTS

Statements of Net Position December 31, 2019 and 2018

LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION	2019	2018
CURRENT LIABILITIES:		
Accounts payable	\$ 5,538,129	\$ 4,873,785
Accrued wages, vacation pay and expenses	4,238,026	4,377,872
Unearned revenue	5,152,381	4,761,314
Pension withdrawal obligation	584,459	519,681
TOTAL CURRENT LIABILITIES	15,512,995	14,532,652
LIABILITIES PAYABLE FROM SPECIAL-PURPOSE RESTRICTED FUNDS:		
Accrued interest on Steamship Bonds	1,120,774	1,236,097
Current portion of long-term debt	7,520,000	7,145,000
TOTAL LIABILITIES PAYABLE FROM SPECIAL-PURPOSE RESTRICTED FUNDS	8,640,774	8,381,097
NONCURRENT LIABILITIES:		
Long-term debt, net of current portion	73,475,822	82,320,748
Net pension liabilities	15,055,398	12,967,686
Other postemployment benefits	2,358,498	2,328,945
Pension withdrawal obligations	11,739,193	12,323,652
TOTAL NONCURRENT LIABILITIES	102,628,911	109,941,031
TOTAL LIABILITIES	126,782,680	132,854,780
DEFERRED INFLOWS OF RESOURCES:		
Deferred inflow gain from advance refunding	117,409	211,336
Deferred inflow on pensions	1,790,025	1,940,865
Deferred inflow on OPEB	141,982	174,621
TOTAL DEFERRED INFLOWS OF RESOURCES	2,049,416	2,326,822
NET POSITION:		
Net investment in capital assets	128,242,237	118,463,899
Restricted	20,539,513	25,726,106
Unrestricted deficit	(21,822,353)	(19,272,778)
TOTAL NET POSITION	126,959,397	124,917,227
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION	\$ 255,791,493	\$ 260,098,829

See notes to financial statements.

FINANCIAL STATEMENTS

Statements of Revenues, Expenses and Changes in Net Position Years Ended December 31, 2019 and 2018

	2019	2018
OPERATING REVENUES:		
Passenger	\$ 30,938,007	\$ 32,640,122
Automobile	32,991,829	29,970,953
Freight	32,612,990	28,855,758
Parking	7,158,095	7,116,373
Other	6,972,662	6,223,405
TOTAL OPERATING REVENUES	110,673,583	104,806,611
OPERATING EXPENSES:		
Operation of vessels	26,041,219	23,709,441
Operation of terminals and parking lots	12,761,132	12,615,843
Maintenance	19,359,419	20,091,481
Reservations, advertising, and other traffic	2,946,905	3,002,139
Depreciation and amortization	12,808,087	11,482,830
General and administrative	37,078,738	33,644,364
TOTAL OPERATING EXPENSES	110,995,500	104,546,098
OPERATING INCOME	(321,917)	260,513
NONOPERATING REVENUES (EXPENSES):		
Interest on bonds and other obligations	(3,719,413)	(3,312,809)
Miscellaneous revenue	4,181,406	3,628,633
Miscellaneous expense	(26,929)	(820,951)
TOTAL NONOPERATING REVENUES (EXPENSES)	435,064	(505,127)
(Loss) income before capital grants and contributions and income from special-purpose restricted funds	113,147	(244,614)
Capital grants and contributions	1,452,638	407,050
Income from special-purpose restricted funds	476,385	524,661
CHANGE IN NET POSITION	2,042,170	687,097
NET POSITION, Beginning of year	124,917,227	124,230,130
NET POSITION, End of year	\$ 126,959,397	\$ 124,917,227

See notes to financial statements.

FINANCIAL STATEMENTS

Statements of Cash Flows Years Ended December 31, 2019 and 2018

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES:		
Payments from customers	\$ 110,879,615	\$ 104,773,199
Payments to employees for services	(40,175,447)	(36,511,567)
Payments to suppliers and contractors	(56,005,727)	(56,079,618)
NET CASH PROVIDED BY OPERATING ACTIVITIES	14,698,441	12,182,014
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:		
Principal payments on withdrawal obligations	(519,682)	(500,284)
Receipts from other funds and license activities	2,640,792	1,362,156
NET CASH PROVIDED BY NONCAPITAL FINANCING ACTIVITIES	2,121,110	861,872
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Principal payments on Steamship Bonds	(7,145,000)	(6,885,000)
Proceeds from capital debt	-	18,135,192
Interest paid	(3,354,418)	(2,647,580)
Interest paid on withdrawal liability	(480,318)	(499,716)
Proceeds from sales of capital assets	-	798,848
Capital expenditures	(22,862,715)	(29,436,412)
Capital grant received	1,545,600	2,018,075
NET CASH USED IN CAPITAL AND RELATED FINANCING ACTIVITIES	(32,296,851)	(18,516,593)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Interest received	180,680	90,601
Interest from special-purpose restricted funds	476,385	524,661
NET CASH PROVIDED BY INVESTING ACTIVITIES	657,065	615,262
NET DECREASE IN CASH AND CASH EQUIVALENTS	(14,820,235)	(4,857,445)
CASH AND CASH EQUIVALENTS, Beginning of year	48,509,960	53,367,405
CASH AND CASH EQUIVALENTS, End of year	\$ 33,689,725	\$ 48,509,960
ADJUSTMENTS TO RECONCILE OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating income	\$ (321,917)	\$ 260,513
Depreciation and amortization	12,808,087	11,482,829
Changes in assets and liabilities:		
Receivables	(179,900)	(378,119)
Inventories	(15,620)	62,474
Prepaid insurance and other and prepaid fuel hedge	(706,268)	(681,284)
Deferred outflows of resources	(612,285)	(637,285)
Accounts payable	1,541,336	378,488
Accrued wages, vacation pay, and expenses	(139,846)	22,037
Other postemployment benefits	29,553	(5,152)
Net pension obligations	2,087,712	(7,366)
Unearned revenue	391,068	349,757
Deferred inflows of resources	(183,479)	1,335,122
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$ 14,698,441	\$ 12,182,014

Supplemental disclosure of noncash transactions:

At December 31, 2019 and 2018, the Authority had capital expenditures in the amount of \$252,363 and \$1,129,356, respectively, that were included in accounts payable.

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

The Woods Hole, Martha's Vineyard and Nantucket Steamship Authority (the Authority) is a public instrumentality created by the legislature of the Commonwealth of Massachusetts under Chapter 701 of the Acts of 1960, as amended (the Act). The Authority has no stockholders or equity holders.

Measurement Focus, Basis of Accounting and Financial Reporting Presentation

The financial statements of the Authority have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government entities. The Governmental Accounting Standards Board (GASB) codification section 2100, is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. Under these standards, the Authority is defined as a special-purpose governmental entity engaged only in business-type activities.

The financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recognized at the time transportation, parking and other services are provided. Unearned revenue represents cash received in advance of future service.

Deferred Inflows/Outflows of Resources

Deferred outflows of resources represent a consumption of net position that applies to a future period, and as such will not be recognized as an outflow of resources (expense) until that time. These items are reported as a category below the assets on the Statements of Net Position.

Deferred inflows of resources represent an acquisition of net position that applies to a future period, and as such will not be recognized as an inflow of resources (revenue) until that time. These items are reported as a category below the liabilities on the Statements of Net Position.

The Authority has the following items that qualify for reporting as deferred outflows of resources or deferred inflows of resources:

- For current refundings, resulting in defeasance of debt reported by business-type activities, the difference between the reacquisition price and the net carrying amount of the old debt is reported as a deferred outflow of resources or a deferred inflow of resources and recognized as a component of interest expense in a systematic and rational manner over the remaining life of the old debt or new debt, whichever is shorter. The Authority reports its gain or loss on advance refundings within these categories.
- For amounts not recognized in pension expense due to difference between the measurement date and the fiscal year end date are noted as deferred inflows and/or outflows from pensions and other post-employment benefits (OPEB).

Net Position

Net position represents the residual interest in the Authority's assets plus deferred outflows of resources, less liabilities and deferred inflows of resources and consists of: (1) net investment in capital assets, (2) amounts restricted, and (3) amounts that are unrestricted. Net investment in capital assets consists of capital assets reduced by accumulated depreciation, deferred inflow due to advance refunding, and by any outstanding debt incurred to acquire, construct or improve those assets. Net position is reported as restricted when there are third party limitations (statutory, contractual or bond covenant) on its use. Unrestricted net position consists of all net position that does not meet the definition of either of the other two components.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES ... continued

Transfers and Use of Funds

The Act and the provisions of the Bond Resolutions with the Authority's bondholders, discussed in more detail in Note 5, govern the disposition of revenue and prescribe certain accounting practices of the Authority, which include the conditions for transfers between the various accounts and the use of such funds. The Act was amended in 1985 to increase the maximum amount of funds allowed in the Operations Fund and Reserve Fund.

Cash and Cash Equivalents

Cash includes cash on hand, amounts in demand deposits and cash equivalents, which are short-term, highly liquid securities with readily determinable market values. For purposes of the accompanying statements of cash flows, the Authority considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents.

Investments

The Authority's investments are reported at fair value using quoted market price or the best available estimate thereof. GASB Statement No. 72, *Fair Value Measurement and Application* defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Authority categorizes its fair value measurements within the fair value GAAP hierarchy. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. All investment income, including changes in the fair value of investments, is reported as revenue in the accompanying statements of revenues, expenses and changes in net position. As discussed in Note 5, the Authority's investments in 2019 and 2018 qualified to be reported as cash equivalents as the Authority participates in a qualifying external investment pool that measures all of its investments at amortized cost for financial reporting purposes. Accordingly, the Authority reports no investments at December 31, 2019 or 2018.

Inventories

Inventories of materials and supplies are stated at cost on a first-in, first-out basis.

Capital Assets

Vessels, terminal property, and equipment are stated at cost, less accumulated depreciation. Depreciation is computed using the straight-line method based on the estimated service lives of the related assets. The Authority's capitalization threshold for a single item is \$5,000 or \$10,000 for a group of items. The estimated service lives are as follows:

Vessels	10-30 years
Buildings and structures:	
Buildings and wharves	30 years
Sheds, fences and pavement	10-20 years
Office and terminal equipment:	
Computer equipment	3-5 years
Other	10 years
Motor vehicles	5 years
Leasehold improvements	Shorter of remaining term of lease or estimated useful life

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES ... continued

Capital Assets ... continued

The Authority previously capitalized interest costs incurred in the construction of certain qualifying assets. With the adoption of the GASB Statement No. 89, *Accounting for Interest Cost Incurred Before the End of a Construction Period* in fiscal year 2019, all interest costs incurred during construction in 2019 were expensed. Capitalized interest was \$350,270 in 2018. For the years ended December 31, 2019 and 2018, the Authority incurred interest expense from operations of \$3,719,413 and \$3,312,809, respectively.

Impairments

The Authority assesses the carrying value of property whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable in accordance with GAAP. The Authority recognizes impairment losses to the extent the carrying amount exceeds the fair value of the property. The Authority did not record any impairment charges related to its property as of December 31, 2019 and 2018 as there were no indicators of impairment.

Accounts Receivable

Accounts receivable are reported net of an allowance for doubtful accounts. The Authority fully reserves for all receivables greater than 90 days. The allowance for doubtful accounts was \$50,000 and \$50,781 at December 31, 2019 and 2018, respectively.

Unamortized Bond Premiums and Discounts

Discounts of bonds and premiums on bonds are amortized using the straight-line method over the life of the related bond issue since the results are not significantly different from the effective interest method of amortization.

Risk Financing and Related Insurance Issues

The Authority is self-insured with respect to medical benefits provided to certain employees and retirees. With respect to these medical benefits, the Authority purchases stop-loss insurance, which covers all incurred claims in excess of approximately \$2,475,000 in the aggregate; up to a maximum aggregate benefit payment of \$1,000,000 per person per year. The Authority purchases commercial insurance to cover all other risks of loss. During the current and previous three years, there have been no settlements in excess of insurance coverage maintained by the Authority.

Accrued Sick Leave and Vacation

Employees are granted sick leave and vacation in varying amounts. Upon retirement, termination or death, certain employees are compensated for unused sick leave and vacation (subject to certain limitations) at their then-current rates of pay. The accumulated amount of sick and vacation leave is recorded as an expense and liability as the benefits accrue to employees.

Operating Revenues and Expenses

The Authority distinguishes operating revenues and expenses from nonoperating revenues and expenses in its statement of revenues, expenses and changes in net position. Operating revenues consists of those revenues earned from customers for passage of vehicles and passengers, from parking operations and ancillary activities such as concessions and driver services.

Operating expenses relate to the cost of providing those services and also include administration expenses and depreciation of capital assets. All other revenues and expenses that are not a direct result of the Authority's functions are considered nonoperating. Examples of nonoperating items include investment earnings, interest expense, gains and losses on the disposal of capital assets and licensing fees.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES ... continued

Unearned Revenue

Unearned revenue consists primarily of fares received from customers for future reservations. Such amounts are recognized as revenue in subsequent periods as they are earned.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows, liabilities and deferred inflows and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The most significant use of estimates includes assumptions related to the valuation of the OPEB and pension plans, the accrual for claims to be submitted under the Authority's self-funded health insurance, and the allowance for uncollectible accounts.

Adoption of New Accounting Pronouncements

In November 2016, the GASB issued Statement No. 83, *Certain Asset Retirement Obligations*. This Statement addresses accounting and financial reporting for certain asset retirement obligations (AROs). An ARO is a legally enforceable liability associated with the retirement of a tangible capital asset. A government that has legal obligations to perform future asset retirement activities related to its tangible capital assets should recognize a liability based on the guidance in this Statement. The Authority implemented this standard during fiscal year 2019. The implementation of GASB Statement No. 83 did not have a material impact on the Authority's financial statements.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES ... continued

Adoption of New Accounting Pronouncements ... continued

In March 2018, the GASB issued Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements*. The primary objective of this statement is to improve the information that is disclosed in notes to government financial statements related to debt, including direct borrowings and direct placements. It also clarifies which liabilities governments should include when disclosing information related to debt. The Authority implemented this standard during fiscal year 2019. The implementation of GASB Statement No. 88 did not have a material impact on the Authority's financial statements.

In June 2018, the GASB issued Statement No. 89, *Accounting for Interest Cost Incurred Before the End of a Construction Period*. This statement establishes accounting requirements for interest cost incurred before the end of a construction period. This statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred for financial statements prepared using the economic resources measurement focus. As a result, interest cost incurred before the end of a construction period will not be included in the historical cost of a capital asset reported in a business-type activity or enterprise fund. The Authority implemented this standard prospectively during fiscal year 2019 and interest costs of \$757,404 incurred during construction was expensed.

In August 2018, the GASB issued Statement No. 90, *Majority Equity Interests - an amendment to GASB Statements No. 14 and No. 61*. The GASB issued this statement to help clarify situations in which a government's purpose for holding a majority equity interest met both the definition of an investment and the criteria to be reported as a component unit. This standard will improve the reporting of a government's majority equity interest in a legally separate organization. The Authority implemented this standard during fiscal year 2019. The implementation of GASB Statement No. 90 did not have a material impact on the Authority's financial statements.

The GASB has issued the following statements, which require adoption subsequent to December 31, 2019, and are applicable to the Authority. The Authority has not yet adopted these statements, and the implications on the fiscal practices and financial reports are being evaluated.

GASB STATEMENT NO.		ADOPTION REQUIRED IN FISCAL YEAR
84	<i>Fiduciary Activities</i>	2020
87	<i>Leases</i>	2022
91	<i>Conduit Debt Obligations</i>	2022
92	<i>Omnibus</i>	2022
93	<i>Replacement of Interbank Offered Rates</i>	2021
94	<i>Public-private and Public-Public Partnerships and Availability Payment Arrangements</i>	2023
96	<i>Subscription-Based Information Technology Arrangements</i>	2023

Management has evaluated GASB No. 84 and has concluded the adoption of this standard will have a material effect on the financial statements including the inclusion of a pension fund. Management is currently evaluating the impact the adoption of the remaining statements will have on its financial statements.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

2. CAPITAL ASSETS

Capital asset activity for the year ended December 31, 2019, was as follows:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE
Capital assets, not being depreciated:				
Land	\$ 27,112,044	\$ -	\$ -	\$ 27,112,044
Construction in progress	56,108,084	16,120,913	(34,960,729)	37,268,268
Total capital assets, not being depreciated	83,220,128	16,120,913	(34,960,729)	64,380,312
Capital assets, being depreciated:				
Vessels	161,550,147	19,464,299	-	181,014,446
Buildings and structures	92,230,615	17,821,270	-	110,051,885
Office and terminal equipment	14,891,746	1,306,527	-	16,198,273
Motor vehicles	5,264,440	2,154,692	-	7,419,132
Leasehold improvements	1,479,225	-	-	1,479,225
Total capital assets, being depreciated	275,416,173	40,746,788	-	316,162,961
Less accumulated depreciation for:				
Vessels	(93,308,548)	(6,005,296)	-	(99,313,844)
Buildings and structures	(49,029,470)	(4,364,635)	-	(53,394,105)
Office and terminal equipment	(12,042,417)	(1,989,491)	-	(14,031,908)
Motor vehicles	(3,103,900)	(448,666)	-	(3,552,566)
Leasehold improvements	(1,479,225)	-	-	(1,479,225)
Total accumulated depreciation	(158,963,560)	(12,808,088)	-	(171,771,648)
Total capital assets, being depreciated, net	116,452,613	27,938,700	-	144,391,313
Total capital assets, net	\$ 199,672,741	\$ 44,059,613	\$ (34,960,729)	\$ 208,771,625

Capital asset activity for the year ended December 31, 2018, was as follows:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE
Capital assets, not being depreciated:				
Land	\$ 27,112,044	\$ -	\$ -	\$ 27,112,044
Construction in progress	34,162,905	24,850,214	(2,905,035)	56,108,084
Total capital assets, not being depreciated	61,274,949	24,850,214	(2,905,035)	83,220,128
Capital assets, being depreciated:				
Vessels	159,778,596	2,139,666	(368,115)	161,550,147
Buildings and structures	92,709,439	-	(478,824)	92,230,615
Office and terminal equipment	13,692,581	1,159,324	39,841	14,891,746
Motor vehicles	4,620,194	771,248	(127,002)	5,264,440
Leasehold improvements	1,479,225	-	-	1,479,225
Total capital assets, being depreciated	272,280,035	4,070,238	(934,100)	275,416,173
Less accumulated depreciation for:				
Vessels	(87,589,294)	(5,719,254)	-	(93,308,548)
Buildings and structures	(47,704,510)	(4,132,987)	2,808,027	(49,029,470)
Office and terminal equipment	(11,037,996)	(1,004,421)	-	(12,042,417)
Motor vehicles	(2,710,446)	(419,101)	25,647	(3,103,900)
Leasehold improvements	(1,479,225)	-	-	(1,479,225)
Total accumulated depreciation	(150,521,471)	(11,275,763)	2,833,674	(158,963,560)
Total capital assets, being depreciated, net	121,758,564	(7,205,525)	1,899,574	116,452,613
Total capital assets, net	\$ 183,033,513	\$ 17,644,689	\$ (1,005,461)	\$ 199,672,741

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

3. STEAMSHIP BONDS OUTSTANDING

The Steamship Bonds outstanding at December 31, are as follows:

	2019	2018
2009 Series A , including unamortized bond premium of \$22,207 and \$41,242 at December 31, 2019 and 2018, respectively, bearing interest at rates ranging from 2.50% to 4.00%, requiring annual payments of principal beginning March 1, 2011, and semiannual interest payments through March 1, 2021	\$ 1,122,207	\$ 1,756,242
2009 Series B , including unamortized bond premium of \$62,099 and \$68,873 at December 31, 2019 and 2018, respectively, bearing interest at rates ranging from 2.00% to 4.00%, requiring annual payments of principal beginning March 1, 2011, and semiannual interest payments through March 1, 2029	6,237,099	6,738,873
2011 Series A , including unamortized bond premium of \$10,537 and \$52,686 at December 31, 2019 and 2018, respectively, bearing interest at rates ranging from 2.00% to 3.00%, requiring annual payments of principal beginning March 1, 2017, and semiannual interest payments through March 1, 2020	1,510,537	3,052,686
2014 Series A , including unamortized bond premium of \$525,324 and \$975,600 at December 31, 2019 and 2018, respectively, bearing interest at rates ranging from 4.00% to 5.00%, requiring annual payments of principal beginning March 1, 2016, and semiannual interest payments through March 1, 2021	7,070,324	11,135,600
2015 Series A , including unamortized bond premium of \$3,753,070 and \$4,158,807 at December 31, 2019 and 2018, respectively, bearing interest at rates ranging from 3.00% to 5.00%, requiring annual payments of principal beginning March 1, 2021, and semiannual interest payments through March 1, 2029	36,703,070	37,108,807
2017 Series A , including unamortized bond premium of \$1,256,010 and \$1,429,252 at December 31, 2019 and 2018, respectively, bearing interest at a rate of 5.00%, requiring annual payments of principal beginning March 1, 2018, and semiannual interest payments through March 2, 2027	10,521,010	11,614,252
2018 Series A , including unamortized bond premium of \$1,916,576 and \$2,144,288 at December 31, 2019 and 2018, respectively, bearing interest at rates ranging from 3.00% to 5.00%, requiring annual payment of principal beginning March 1, 2020 and semiannual interest payments through March 1, 2028	17,831,575	18,059,288
Total Steamship Bonds	80,995,822	89,465,748
Less bonds due within one year	(7,520,000)	(7,145,000)
Total Steamship Bonds—excluding current portion	<u>\$ 73,475,822</u>	<u>\$ 82,320,748</u>

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

3. STEAMSHIP BONDS OUTSTANDING ... continued

2009 Series A Steamship Bonds – On July 21, 2009, the Authority issued \$5,000,000 of 2009 Series A Steamship Bonds with interest rates ranging from 2.50% to 4.00%. The proceeds of the bonds were used to refund \$5,000,000 in bond anticipation notes, the proceeds of which were used: (i) for the reconstruction and refurbishment of the *M/V Nantucket*, including without limitation the reconstruction of the deck, the reconstruction of the bridge, and the refurbishment of the vessel's seating and eating areas; and (ii) to pay the cost of issuance.

2009 Series B Steamship Bonds – On December 1, 2009, the Authority issued \$10,000,000 of 2009 Series B Steamship Bonds with interest rates ranging from 2.00% to 4.00%. The proceeds were used for the following purposes: (i) to acquire four (4) parcels of land located in Falmouth, Massachusetts, for parking and other purposes (Project A); (ii) the reconstruction of vessel berthing slips in Hyannis, Massachusetts, for operational efficiency purposes, including without limitation the reconstruction of dolphins, wharves, and transfer bridge and gangways (Project B and together with Project A, the Projects); and (iii) to pay the cost of issuance.

2011 Series A Steamship Bonds – On December 13, 2011, the Authority issued \$6,000,000 of 2011 Series A Steamship Bonds with interest rates ranging from 2.00% to 3.00%. The proceeds of the bonds were used for: (i) the reconstruction and refurbishment of the *M/V Eagle*, including without limitation the replacement of decking, doors and windows; the reconstruction of the snack bar; refurbishment of the vessel's seating and eating areas and the installation of a marine evacuation slide; and (ii) to pay the cost of issuance.

2014 Series A Steamship Bonds – On December 2, 2014, the Authority issued \$20,105,000 of 2014 Series A Steamship Bonds with interest rates ranging from 4.00% to 5.00%. The proceeds of the bonds were used to: (i) refund \$22,765,000 of the Authority's 2004 Series B Bonds maturing in the years 2016 through 2021; and (ii) to pay the cost of issuance. The portion of the bond proceeds used to refund the prior bond obligations was used to purchase U.S. Government obligations, which were deposited into an irrevocable trust to pay the scheduled principal and interest on the 2004 Series B Steamship Bonds. As a result, these bonds are considered defeased by the Authority. Accordingly, the trust account assets and the liability for the defeased bonds have not been included in the Authority's financial statements. Prior refunded obligations outstanding at December 31, 2019 and 2018, totaled \$7,515,000 and \$11,585,000, respectively.

2015 Series A Steamship Bonds – On May 8, 2015, the Authority issued \$32,950,000 of 2015 Series A Steamship Bonds with interest rates ranging from 3.00% to 5.00%. The proceeds of the bonds were used to: (i) construct a new 235-foot passenger and vehicle vessel, the *M/V Woods Hole*, with a capacity of approximately 384 passengers and 50 cars, to replace the Authority's *M/V Governor*; and (ii) to pay the cost of issuance.

2017 Series A Steamship Bonds – On March 29, 2017, the Authority issued \$11,060,000 of 2017 Series A Steamship Bonds with an interest rate of 5.00%. The proceeds were used for the following purposes: (i) to construct a new General Administration Office Building; and (ii) to pay the cost of issuance.

2018 Series A Steamship Bonds – On August 28, 2018, the Authority issued \$15,915,000 of 2018 Series A Steamship Bonds with interest rates ranging from 3.00% to 5.00%. The proceeds were used for the following purposes: (i) to reconstruct the waterside facilities at the Woods Hole Ferry Terminal; and (ii) to pay the cost of issuance.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

3. STEAMSHIP BONDS OUTSTANDING ... continued

Scheduled Debt Service Requirements

The annual scheduled debt service requirements of all Steamship Bonds outstanding at December 31, 2019, are as follows, exclusive of bonds defeased:

YEARS ENDING DECEMBER 31	PRINCIPAL PAYMENTS	INTEREST PAYMENTS	TOTAL PAYMENTS
2020	\$ 7,520,000	\$ 3,178,781	\$ 10,698,781
2021	7,865,000	2,823,844	10,688,844
2022	7,055,000	2,461,863	9,516,863
2023	7,390,000	2,109,250	9,499,250
2024	7,780,000	1,738,100	9,518,100
2025–2029	35,840,000	3,197,875	39,037,875
TOTAL	\$ 73,450,000	\$ 15,509,713	\$ 88,959,713

Principal payments reported above are exclusive of the deferred gain arising from prior bond defeasances of \$117,409 and unamortized bond premium of \$7,545,822.

Bonds payable activity for the year ended December 31, 2019, was as follows:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE	DUE WITHIN ONE YEAR
Bonds payable:					
Steamship Bonds	\$ 80,595,000	\$ -	\$ (7,145,000)	\$ 73,450,000	\$ 7,520,000
Issuance premiums	8,870,748	-	(1,324,926)	7,545,822	-
	\$ 89,465,748	\$ -	\$ (8,469,926)	\$ 80,995,822	\$ 7,520,000

Bonds payable activity for the year ended December 31, 2018, was as follows:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE	DUE WITHIN ONE YEAR
Bonds payable:					
Steamship Bonds	\$ 71,565,000	\$ 15,915,000	\$ (6,885,000)	\$ 80,595,000	\$ 7,145,000
Issuance premiums	7,823,671	2,220,192	(1,173,115)	8,870,748	-
	\$ 79,388,671	\$ 18,135,192	\$ (8,058,115)	\$ 89,465,748	\$ 7,145,000

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

4. LEASE COMMITMENTS

Operating Leases – The Authority has several noncancelable operating lease commitments at December 31, 2019, with terms in excess of one year. Future minimum lease payments under operating leases are as follows:

YEARS ENDING DECEMBER 31	
2020	\$ 654,064
2021	370,029
2022	318,191
2023	310,899
2024	233,191
2025–2028	<u>293,750</u>
TOTAL	<u>\$ 2,180,124</u>

Aggregate rental expense for the years ended December 31, 2019 and 2018, was \$792,912 and \$768,108, respectively.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

5. DEPOSITS AND INVESTMENTS

The Steamship Authority's Board has the sole responsibility for establishing and revising investment policy. In June 2003, the Authority adopted a formal investment policy for all of its operations funds and special-purpose restricted funds. In March 2017, the Steamship Authority's Board reaffirmed the investment policy. The investment strategy is to invest substantially in short-term securities. Permitted investments will consist of obligations issued or secured by the U.S. Government or agencies of the U.S. Government and overnight repurchasing agreements with banks or in mutual funds composed of the above types of investments. The Authority can also invest in the Massachusetts Municipal Depository Trust (MMDT or the Trust), a pooled money-market-like investment fund managed by the Commonwealth and established under Massachusetts General Laws, Chapter 29, Section 38A.

Investment options which are offered by MMDT include a cash portfolio which offers participation in a diversified portfolio of high-quality money-market instruments that seek the highest possible level of current income consistent with preservation of capital and liquidity and a short-term bond portfolio which offers participation in a diversified portfolio of investment-grade, short-term, fixed-income securities that seeks to generate performance exceeding the Barclays 1-5 year government/credit bond index, presenting a fixed-income alternative with a longer time horizon than the cash portfolio. A participant's holdings in the Trust are not subject to creditors of the Commonwealth, nor will the Trust itself be affected by the financial difficulties of any participant. Amounts held at MMDT are uninsured and uncollateralized. The Authority's investment balance with MMDT as of December 31, 2019 and 2018 were solely in the cash portfolio. The cash portfolio is not registered with the Securities and Exchange Commission as an investment company, but maintains a policy to operate in a manner as a qualifying external investment pool as defined by GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*.

The cash portfolio also adheres to GASB Statement No. 79, *Certain External Investment Pools and Pool Participants*, which amends Statement No. 31 and establishes accounting and financial reporting standards for state and local governments that participate in a qualifying external investment pool that measures for financial reporting purposes all of its investments at amortized cost. At December 31, 2019 and 2018 the Authority's deposits with MMDT totaled \$24,841,657 and \$38,040,471, respectively. A copy of the financial statements of MMDT can be obtained from the Office of the State Treasurer, 1 Ashburton Place, Boston, MA 02110.

Cash and Cash Equivalents

The total amount of the Authority's cash and cash equivalents at December 31, respectively, are as follows:

	2019	2018
Cash, including trust and custody agreements	\$ 8,848,068	\$ 10,469,489
MMDT	24,841,657	38,040,471
TOTAL	\$ 33,689,725	\$ 48,509,960

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

5. DEPOSITS AND INVESTMENTS ... continued

Custodial Credit Risk

Custodial credit risk exists for cash deposits when, in the event of a failure of a depository financial institution, the Authority's deposits may not be recovered. The Authority does not have a formal policy with regard to custodial credit risk but generally invests in securities or financial institutions which have either short-term rating of "A" or government securities of "AAA." Bank deposits are Federal Depository Insurance Corporation or Massachusetts Depositors Insurance Fund insured as of December 31, 2019 and 2018. Bank trust and custody agreements include pledged holdings and irrevocable stand-by letters of credit issued by the various financial institutions as collateral for the Authority's deposits. The total amounts of Authority deposits in financial institutions, per the bank statements, at December 31, respectively, are as follows:

	2019	2018
Balance per banks	\$ 13,620,329	\$ 13,492,804
Deposits covered by:		
Federal Depository Insurance Corporation	(1,000,000)	(845,076)
Massachusetts Depositors Insurance Fund	(669,580)	(264,160)
Bank trust and custody agreements	(9,270,101)	(9,766,143)
TOTAL UNINSURED AND UNCOLLATERALIZED DEPOSITS	<u>\$ 2,680,648</u>	<u>\$ 2,617,425</u>

Interest Rate Risk and Credit Risk

Interest rate risk exists when there is a possibility that changes in interest rates could adversely affect an investment's fair value. The Authority does not have a formal policy with regard to interest rate risk. The majority of the Authority's investments are in MMDT, a pooled money-market-like investment fund.

Credit risk exists when there is a possibility that the issuer of an investment may be unable to fulfill its obligations. The Authority does have a formal policy with regard to credit risk. It should be noted, however, that the investment portfolio may be no more than 25% invested in securities of a single issuer, except for obligations of the U.S. Government.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

5. DEPOSITS AND INVESTMENTS ... continued Interest Rate Risk and Credit Risk ... continued

The Authority maintains cash, cash equivalents, and investments available for use by all funds, in the manner provided below, as set forth by the Authority's Enabling Act, as amended.

The revenues derived from the operation of the Steamship Authority are set aside in funds as defined in the Act and provisions of the Board Resolutions. Monies in these funds on the last day of the preceding month shall be transferred:

- **To the Sinking Fund** – such amount, if any, as may be required for the payment of the interest on and the principal of all bonds as the same shall become due and payable;
- **To the Bond Redemption Fund** – all of the remaining revenue to be used within a reasonable time for the purchase or redemption of bonds or, in the Authority's discretion, to be transferred to the Property Replacement Fund or to the Capital Improvement Fund to be used for any purposes for which bonds may be issued;
- **To the Property Replacement Fund** – such amount, if any, as may be deemed necessary or advisable for depreciation of property and for obsolescence and losses with respect to property sold, destroyed, or abandoned and for improvements to, and acquisitions of, real and personal property (the Authority's current policy is to limit any transfers to the Property Replacement Fund in any given year to the amount of the prior year's depreciation expense);
- **To the Reserve Fund** – such amount, if any, as may be required to make the balance therein equal to 5% of the principal amount of all outstanding bonds, exclusive of bonds considered as defeased, or \$600,000, whichever is greater; and
- **To the Operations Fund** – such amount, if available, as may be required to pay the cost of maintenance, repair, and operation of the Steamship Line for the current month and the next ensuing month and to maintain working capital for such purposes in an amount not to exceed one thirty-sixth of the operating budget for the then-current fiscal year.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS

The Authority provides retirement benefits to its employees through various defined benefit and defined contribution pension plans.

Defined Benefit Pension Plans Sponsored by the Authority

Description of Plans

Nonunion Plan

The Authority has in effect a single employer, defined benefit pension plan established in 1968 for eligible nonunion employees (the Nonunion Plan). The Nonunion plan reporting date is February 28th of each year.

Administration of the Plan

The Nonunion Plan is administered by the Authority. The Trustee, Principal Mutual Life Insurance Company, holds the investment securities of the Nonunion Plan and executes related transactions under custodial agreements with the Nonunion Plan and the Authority. Separate financial statements are not issued for the Nonunion Plan.

Participation and Vesting

Employees not under collective bargaining agreements whose customary employment with the Authority is for at least 30 hours per week and are employed or expected to be employed on a year-round basis may participate in the Nonunion Plan.

Participants' benefits become fully vested after five years of service in the Nonunion Plan. Benefit payments are made to participants of the Nonunion Plan or their beneficiaries in varying amounts according to the provisions of the Nonunion Plan.

Plan Amendment and Termination

The Nonunion Plan may be amended or terminated in whole or in part, at any time by the Authority, provided that no such modification, amendment, or termination shall be made that would deprive a current participant of rights or benefits provided under the Nonunion Plan.

Normal Retirement Benefits

The normal form of retirement benefit is a monthly annuity payable for life with payments guaranteed for five years (optional forms of payment may be elected in advance of retirement), commencing on the normal retirement date. The normal retirement date for participants who joined the Nonunion Plan prior to March 1, 1992, is the earliest of (a) attainment of age 65 and completion of 20 years of service, (b) attainment of age 62 and completion of 25 years of service, or (c) attainment of age 60 and completion of 30 years of service. The amount of benefits is equal to 75% of average compensation for the last three years multiplied by an accrued benefit adjustment (as defined in the Nonunion Plan). The normal retirement date for participants who joined the Nonunion Plan on or after March 1, 1992, is the earliest of (a) attainment of age 65 and completion of five years of service, (b) attainment of age 62 and completion of 25 years of service, or (c) attainment of age 60 and completion of 30 years of service. The amount of benefits is equal to 2.5% of average compensation multiplied by years of service (maximum of 30 years). The normal retirement date for participants who join the Nonunion Plan on or after March 1, 2011, is the attainment of age 65 and completion of 10 years of service. The amount of benefits is equal to 2.0% of average compensation multiplied by years of service (maximum of 30 years). Average compensation is defined as average monthly pay received during the three-year period preceding the normal retirement date.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued

Defined Benefit Pension Plans Sponsored by the Authority ... continued
Nonunion Plan ... continued

Participants in the Nonunion Plan prior to March 1, 1992, are entitled to a benefit based upon the greater of the benefits allowed under the plan as it existed prior to March 1, 1992 or the benefits allowed to participants who join on or after March 1, 1992.

Employees Covered by Benefit Terms

At February 28, 2019, the following employees were covered by the benefit terms:

Active plan members	76
Inactive plan members entitled to but not yet receiving benefits	29
Retired plan members or beneficiaries currently receiving benefits	<u>41</u>
TOTAL	<u>146</u>

Cost-of-Living Adjustment

As of March 1, 2002, the Nonunion Plan was amended to include an annual cost of living increase to participants receiving monthly payments under the Nonunion Plan. The cost of living increase is based on half of the percentage increase in the consumer price index from year to year with the aggregate cost of living increase not to exceed 50% of the value of the participant's benefit as of the annuity starting date.

As of March 1, 2011, the Nonunion Plan was amended to exclude an annual cost of living increase to participants receiving monthly payments under the Nonunion Plan who became participants on or after March 1, 2011.

Contributions

Employees who become participants in the Nonunion Plan are currently required to contribute 3.0% of salary. The Authority currently contributes 25.0% of annual covered payroll for the Nonunion Plan. For the Plan years ended February 28, 2019 and February 28, 2018, the Authority contributed \$1,495,724 and \$1,505,097, respectively towards the Nonunion Plan. For the period March 1, 2019 through December 31, 2019 the Authority contributed \$1,526,300 towards the Nonunion Plan. These contributions are recorded as deferred outflow on pensions in the statement of net position.

Disability Benefits

There are no disability benefits payable under the Nonunion Plan.

Early Retirement Benefits

Early retirement benefits are in the same form as normal retirement benefits and commence on the early retirement date. The early retirement date must be within the 10-year period preceding the normal retirement date. Benefits are reduced for each year that the early retirement date precedes the normal retirement date.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued Defined Benefit Pension Plans Sponsored by the Authority ... continued Nonunion Plan ... continued

Investments

Investments are valued as of the measurement date. Investments are in separate accounts held at The Principal Financial Group in commingled pools, rather than individual securities, and are valued at fair market value. All investments held by pension trust fund are in Level I securities, with the exception of a real estate fund valued at \$1,902,533, which is a Level II investment. Principal Financial Advisors, Inc., a registered investment advisor and wholly owned subsidiary of Principal Financial Group, has been hired to manage the asset allocation strategy for the Nonunion Plan.

The investment strategy is to build an efficient, well-diversified portfolio based on a long-term, strategic outlook of the investment markets. The investment market outlook utilizes both historical-based and forward-looking return forecasts to establish future return expectations for various asset classes. These return expectations are used to develop a core asset allocation based on the needs of the Nonunion Plan. The core asset allocation utilizes investment portfolios of various asset classes and multiple investment managers in order to help maximize the plan's return while providing multiple layers of diversification to help minimize risk.

Actuarial Assumptions

VALUATION DATE	ACTUARIAL COST METHOD	ASSET VALUATION METHOD	AMORTIZATION METHOD	AMORTIZATION PERIOD	ASSUMED RATE OF RETURN	INFLATION RATE	SALARY INCREASES
02/28/2019	Entry Age	Market Value	Level dollar	20-30 years	5.50%	2.25%	\$5 + 1.75%
02/28/2018	Entry Age	Market Value	Level dollar	20-30 years	5.50%	2.00%	\$5 + 1.75%
02/28/2017	Entry Age	Market Value	Level dollar	20-30 years	5.50%	2.00%	\$5 + 1.75%
02/29/2016	Entry Age	Market Value	Level dollar	20-30 years	6.25%	2.25%	\$5 + 1.75%
02/28/2015	Entry Age	Market Value	Level dollar	20-30 years	6.25%	2.25%	\$5 + 1.75%

Based on PUBG-2010 General base rate mortality table projected to future years with historical and assumed mortality improvement (MI) rates using the MP-2019 mortality improvement scale, PUBG-2010 is the baseline mortality rate table underlying the SOA PUB-2010 experience study published in January 2019.

Money-Weighted Rate of Return

The money-weighted rate of return is calculated as a rate of return on pension plan investments incorporating the actual timing and amount of cash flows. This return is calculated net of investment expenses. The annual money-weighted rate of return on plan investments for the measurement period of March 1, 2018 to February 28, 2019 is 1.68%.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued

Defined Benefit Pension Plans Sponsored by the Authority ... continued

Nonunion Plan ... continued

Expected Rate of Return

The expected long-term return of 5.50% on plan assets assumption was developed as a weighted average rate based on the target asset allocation of the plan and the Long-Term Capital Market Assumptions (CMA) 2018. The capital market assumptions were developed with a primary focus on forward-looking valuation models and market indicators. The key fundamental economic inputs for these models are future inflation, economic growth, and interest rate environment. Due to the long-term nature of the pension obligations, the investment horizon for the CMA 2018 is 20 years. In addition to forward-looking models, historical analysis of market data and trends was reflected, as well as the outlook of recognized economists, organizations and consensus CMA from other credible studies.

The plan's target asset allocations, as of February 28, 2019, are summarized in the following table:

ASSET CLASS	TARGET ALLOCATION	EXPECTED ARITHMETIC RETURN	EXPECTED GEOMETRIC RETURN
US Equity - Large Cap	23.44%	7.70%	6.35%
US Equity - Mid Cap	2.66%	7.95%	6.35%
US Equity - Small Cap	1.38%	8.50%	6.35%
Non-US Equity	12.99%	7.95%	6.35%
REITs	0.37%	7.60%	5.95%
Real Estate (direct property)	5.67%	5.55%	5.25%
TIPS	0.57%	3.50%	3.35%
Core Bond	48.86%	4.00%	3.90%
High Yield	4.06%	6.45%	6.00%

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued
Defined Benefit Pension Plans Sponsored by the Authority ... continued
Nonunion Plan ... continued

Changes in the Authority's net pension liabilities for the year ending December 31, 2019 are as follows:

	TOTAL PENSION LIABILITY	PLAN FIDUCIARY NET POSITION	NET PENSION LIABILITY
Balance at December 31, 2018	\$ 41,060,447	\$ 28,092,761	\$ 12,967,686
Changes for the year:			
Service Cost	1,144,364	-	1,144,364
Interest	2,040,465	-	2,040,465
Differences between expected and actual experience	(692,738)	-	(692,738)
Changes in assumptions	1,724,223	-	1,724,223
Contributions - employer	-	1,495,724	(1,495,724)
Contributions - employee	-	163,708	(163,708)
Net investment income	-	477,170	(477,170)
Benefit payments, including refunds of employee contributions	(1,310,113)	(1,310,113)	-
Administrative expenses	-	(8,000)	8,000
Net change	2,906,201	818,489	2,087,712
BALANCE AT DECEMBER 31, 2019	\$ 43,966,648	\$ 28,911,250	\$ 15,055,398

Statement of Deferred Outflows and Inflows of Resources

As of February 28, 2019 the Authority reported deferred outflows of resources and deferred inflows of resources related to pensions as follows:

	DEFERRED OUTFLOWS OF RESOURCES	DEFERRED INFLOWS OF RESOURCES
Differences between expected and actual experience	\$ 868,840	\$ (561,968)
Effects of changes in assumptions	1,673,509	(115,159)
Net difference between expected and net investment income	1,385,108	(1,112,898)
Employer contributions subsequent to measurement period	1,526,300	-
TOTAL DEFERRED OUTFLOWS AND INFLOWS OF RESOURCES	\$ 5,453,757	\$ (1,790,025)

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued

Defined Benefit Pension Plans Sponsored by the Authority ... continued

Nonunion Plan ... continued

Statement of Deferred Outflows and Inflows of Resources ... continued

Amounts reported as deferred outflows and inflows of resources related to pensions (excluding employer contributions subsequent to measurement period) will be recognized in the pension expense as follows:

YEAR ENDED DECEMBER 31	AMOUNT TO BE RECOGNIZED
2020	\$ 938,945
2021	409,156
2022	456,002
2023	333,329

Discount Rate

The discount rate used to determine the end of period total pension liability is 4.85%.

The plan's fiduciary net position and benefit payments were projected to determine if the plan's fiduciary net position was greater than or equal to the expected benefit payments for each period from 2019 to 2050.

The long-term rate of return of 5.50% is used to calculate the actuarial present value of projected payments for each future period when the projected fiduciary net position is greater than the projected expected benefit payments. Otherwise, a municipal bond rate of 3.93% is used. The municipal bond rate is from Barclays Municipal GO Long Term (17+ Y) Index, which includes 20-year, tax-exempt general obligation municipal bonds with an average rating of AA/Aa or higher securities, as of the February 28, 2019 measurement date. The discount rate is a single rate that incorporates the long-term rate of return and municipal bond rate as described.

The discount rate used to determine the beginning of period total pension liability is 4.90%. The municipal bond rate as of February 28, 2018 was 3.96%.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following represents the net pension liability of the Plan as of February 28, 2019, calculated using the discount rate of 4.85%, as well as what the net pension liability would be if it were to be calculated using a discount rate that is one percentage point lower (3.85%) or one percentage point higher (5.85%) than the current rate:

PLAN YEAR ENDED	1% DECREASE (3.85%)	DISCOUNT RATE (4.85%)	1% INCREASE (5.85%)
February 28, 2019	\$ 21,272,228	\$ 15,055,398	\$ 9,887,639

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued

Defined Contribution Plans Sponsored by the Authority

Licensed Deck Officers Plan

The Authority also has a defined contribution plan for its licensed deck officers. Prior to July 27, 2013, the Authority was required to contribute an amount equal to 10.75% of base weekly earnings for each employee. Effective July 27, 2013, the Authority was required to contribute an amount equal to 7.50% of base weekly earnings for each employee. The Authority's required and actual contributions aggregated \$380,643, \$353,959 and \$312,051 for 2019, 2018 and 2017, respectively.

Administration of the Plan

The Plan is administered by the Authority. The Trustee, Principal Mutual Life Insurance Company, holds the investment securities of the Plan and executes related transactions under custodial agreements with the Plan and the Authority.

Participation and Vesting

All licensed deck officers (captains, pilots and mates) are eligible to participate in the Plan. Participants are 100% vested at all times.

Employee Contributions

No employee contributions are made under the Plan.

Parking Lot Employees and Shuttle Bus Drivers Plan

The Authority also has a defined contribution plan for its permanent parking lot employees/shuttle bus drivers. Effective May 28, 2011, the Authority is required to contribute an amount equal to 5.0% of base weekly earnings for each permanent parking lot employee/shuttle bus driver. As a result of a collective bargaining agreement effective from May 7, 2016, through May 7, 2021, beginning December 24, 2016, the Authority discontinued making contributions to this defined contribution plan on behalf of most of its permanent parking lot employees/shuttle bus drivers. Instead, the Authority will make contributions on behalf of these employees to the New England Teamsters and Trucking Industry Pension Fund Plan. However, the Authority will continue making the contribution of 5% of base weekly earnings on behalf of a small number of permanent parking lot employees/shuttle bus drivers who were approaching retirement and wished to remain in the plan, and were allowed to do so under the collective bargaining agreement. The Authority's required and actual contributions for this plan aggregated \$4,012, \$4,834 and \$6,787 for 2019, 2018 and 2017, respectively.

Administration of the Plan

The Plan is administered by the Authority. The Trustee, Prudential Trust Company, holds the investment securities of the Plan and executes related transactions under custodial agreements with the Plan and the Authority.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued

Defined Contribution Plans Sponsored by the Authority ... continued

Parking Lot Employees and Shuttle Bus Drivers Plan ... continued

Participation and Vesting

All permanent parking lot employees/shuttle bus drivers are eligible to participate in the Plan. Participants are 100% vested at all times.

Employee Contributions

No employee contributions are made under the Plan.

Security Employees Plan

The Authority also has a defined contribution plan for its permanent security employees. The Authority is required to contribute an amount equal to 5.0% of base weekly earnings for each security employee. As a result of a collective bargaining agreement effective from July 23, 2016, through July 23, 2021, beginning December 24, 2016, the Authority discontinued making contributions to this defined contribution plan on behalf of most of its permanent security employees. Instead, the Authority will make contributions on behalf of these employees to the New England Teamsters and Trucking Industry Pension Fund Plan. However, the Authority will continue making the contribution of 5% of base weekly earnings on behalf of a small number of permanent security employees who were approaching retirement and wished to remain in the plan, and were allowed to do so under the collective bargaining agreement. The Authority's required and actual contributions for this plan aggregated \$3,107, \$2,665 and \$3,908 for 2019, 2018 and 2017, respectively.

Administration of the Plan

The Plan is administered by the Authority. The Trustee, Prudential Trust Company, holds the investment securities of the Plan and executes related transactions under custodial agreements with the Plan and the Authority.

Participation and Vesting

All permanent security employees are eligible to participate in the Plan. Participants are 100% vested at all times.

Employee Contributions

No employee contributions are made under the Plan.

Unlicensed Vessel Employees Plan

The Authority also has a defined contribution plan for its permanent unlicensed vessel employees. Effective August 23, 2014, the Authority is required to contribute an amount equal to 3.5% of base weekly earnings for each employee. Prior to that, the Authority was required to contribute an amount equal to 10.0% of base weekly earnings for the period April 15, 2000, through August 22, 2014; 9.0% from April 17, 1999, through April 14, 2000; 7.5% from April 18, 1998, through April 16, 1999; and 6.0% through April 17, 1998. The Authority's required and actual contributions aggregate \$314,122, \$280,951 and \$268,780 for 2019, 2018 and 2017, respectively.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued

Defined Contribution Plans Sponsored by the Authority ... continued

Unlicensed Vessel Employees Plan ... continued

Administration of the Plan

The Plan is administered by the Authority. The Trustee, Prudential Trust Company, holds the investment securities of the Plan and executes related transactions under custodial agreements with the Plan and the Authority.

Participation and Vesting

All permanent unlicensed vessel employees are eligible to participate in the Plan. Participants are 100% vested at all times.

Employee Contributions

No employee contributions are made under the Plan.

Multiemployer - Licensed Engineering Officers Plan

The Authority contributes to a multiemployer defined contribution plan for its licensed engineering officers. The Authority is required to contribute an amount equal to 10.667% of base weekly earnings for each employee on the permanent Chief Engineers roster as of August 1, 2008, and \$12.50 per day for each engineering officer not on the permanent Chief Engineers roster as of August 1, 2008. In January 2012, the Authority discontinued contributing to the multiemployer defined contribution plan and instead began contributing to a multiemployer pension plan, administered by the Marine Engineers Beneficial Association Pension Trust at a rate of 11.7% of earnings.

Administration of the Plan

The Plan is administered by the Marine Engineers Beneficial Association Pension Trust, Trustee. The Trustee holds the investment securities of the Plan and executes related transactions under custodial agreements with the Plan.

Participation and Vesting

All engineering officers (chief engineers, third assistant engineers) are eligible to participate in the Plan. Participants are 100% vested at all times.

Employee Contributions

No employee contributions are made under the Plan.

Employer Contributions

Effective August 2016, the Authority resumed contributions to the defined contribution plan at a rate of 2.74%. In August 2017, the Authority's contribution rate changed to 4.0% and in August 2018 the contribution rate changed to 5.0%. The Authority's required and actual contributions aggregate \$148,546, \$121,873 and \$79,347 for 2019, 2018 and 2017, respectively.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued

Deferred Compensation Plan

The Authority has a deferred compensation plan, in accordance with Internal Revenue Code Section 457, available to all regular full-time employees. Under the terms of the plan, employees who wish to participate may have contributed up to a maximum of \$19,000 in 2019 and \$18,500 in 2018 of their annual compensation. A "catch up" contribution for those employees 50 years of age or older is allowed; this amount is limited to an additional \$6,000 per year. The Authority did not contribute to the plan in 2019 or 2018.

Multiemployer Pension Plans

The Authority provides benefits to certain of its employees by making contributions to various multiemployer pension plans. Such plans are available to all full-time union employees not covered by the Authority's single employer pension plan, and their eligibility in the plans commences upon employment. There were no outstanding payables under any of the plans for the year ending December 31, 2019. The schedule of employer contributions to the plans, presented as required supplementary information following the notes to the financial statements, present historical contributions made to each plan. None of these pension plans issue publicly available financial statements.

- The New England Teamsters and Trucking Industry Pension Fund Plan covered the Authority's Licensed Deck Officers. The active union contract was executed effective July 30, 2016, and has a term ending July 30, 2021. The contribution rate, effective October 29, 2013, has been negotiated at \$7.50 per hour to a maximum of \$315.00 per week, per employee. During 2019, contributions were made for 66 employees totaling \$831,019.
- The Marine Engineers Beneficial Association (M.E.B.A.) Pension Plan covered the Authority's Licensed Engineering Officers. The active union contract was executed effective July 30, 2016, and has a term ending July 30, 2021. The contribution rate, effective January 1, 2012, has been negotiated at 11.7% of the total wages per employee. Effective May 1, 2015, an additional \$6.00 per day was redirected from the M.E.B.A. Medical and Benefits Plan towards the pension plan. During 2019, contributions were made for 49 employees totaling \$457,882.
- The New England Teamsters and Trucking Industry Pension Fund Plan covered the Authority's Unlicensed Vessel Employees. The active union contract was executed effective April 15, 2017, and has a term ending April 16, 2021. The contribution rate, effective January 1, 2017, has been negotiated at \$5.00 per hour to a maximum of \$210.00 per week, per employee. During 2019, contributions were made for 195 employees totaling \$1,625,323.
- The New England Teamsters and Trucking Industry Pension Fund Plan covered the Authority's Maintenance Employees. The active union contract was executed effective April 16, 2016, and has a term ending April 16, 2021. The contribution rate, effective April 1, 2011, has been negotiated at \$6.37 per hour to a maximum of \$254.80 per week, per employee. During 2019, contributions were made for 39 employees totaling \$473,074.
- The New England Teamsters and Trucking Industry Pension Fund Plan covered the Authority's Agency and Terminal Employees. The active union contract was executed effective April 16, 2016, and has a term ending April 16, 2021. The contribution rate, effective April 1, 2011, has been negotiated at \$4.64 per hour to a maximum of \$185.60 per week, per employee. During 2019, contributions were made for 120 employees totaling \$950,852.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

6. PENSION PLANS ... continued Multiemployer Pension Plans ... continued

- The Massachusetts Service Employee's Pension Fund Plan covered the Authority's Reservation Clerks and Group Sales employees. The active union contract was executed effective August 22, 2015, and has a term ending August 24, 2018. The contribution rate, effective January 1, 2016, has been negotiated at \$0.50 per hour to a maximum of \$20.00 per week, per employee. During 2019, contributions were made for 39 employees totaling \$25,470.
- The New England Teamsters and Trucking Industry Pension Fund Plan covered the Authority's Parking Lot Employees/Shuttle Bus Drivers. The active union contract was executed effective May 7, 2016, and has a term ending May 7, 2021. The contribution rate, effective December 24, 2016, has been negotiated at \$1.00 per hour to a maximum of \$40.00 per week, per employee. During 2019, contributions were made for 43 employees totaling \$50,933.
- The New England Teamsters and Trucking Industry Pension Fund Plan covered the Authority's Security Employees. The active union contract was executed effective July 23, 2016, and has a term ending July 23, 2021. The contribution rate, effective April 1, 2011, has been negotiated at \$1.00 per hour to a maximum of \$40.00 per week, per employee. During 2019, contributions were made for 11 employees totaling \$18,791.

The covered payroll of such employees was \$32,328,881, \$30,058,984 and \$28,485,627 in 2019, 2018 and 2017, respectively. The Authority's contributions to the Plans met the contribution requirements in 2019, 2018, and 2017, and aggregated \$4,287,973 (14.3% of covered payroll for employees participating in the Plans in 2019), \$4,146,439 (15.9% of covered payroll for employees participating in the Plans in 2018), and \$4,035,501 (15.0% of covered payroll for employees participating in the Plans in 2017).

Pension Withdrawal Obligations

In March 2011, the Steamship Authority entered into successor collective bargaining agreements, with Teamster Local 59, with respect to its maintenance employees and its agency and terminal employees. Terms of the agreements allow the Authority to withdraw from the New England Teamsters and Trucking Industry Pension Fund (the Fund). The agreements provide that the Authority shall fully satisfy its withdrawal liability to the Fund by making 300 monthly withdrawal liability payments, each in the amount of \$83,333, beginning October 2011.

In addition, the Authority will enter into the New England Teamsters and Trucking Industry Pension Fund "New Employer Pool". The Authority's participation in the New Employer Pool requires that any future withdrawal liability be computed by the Direct Attribution Method under terms of the Employee Retirement Income Security Act of 1974 (ERISA §4211). In 2019 and 2018, the Authority made payments totaling \$1,000,000, respectively, towards the withdrawal liability. Interest payments totaled \$480,318 and \$499,716 in 2019 and 2018, respectively. Pension withdrawal obligation totaled \$12,323,652 and \$12,843,333 as of December 31, 2019 and 2018, respectively, and are recorded in the Statements of Net Position using the present value of the obligation based upon incremental borrowing costs.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

7. OTHER POSTEMPLOYMENT BENEFITS (OPEB)

Plan Description

In addition to the pension benefits described in Note 6, the Authority provides postemployment health care benefits for eligible employees who render at least 20 years of service and attain age 62 while in service until the employee is eligible for Medicare. The benefits, benefit level, employee contributions, and employer contributions are governed by the Authority and collective bargaining agreements. As of December 31, 2019, the actuarial valuation date, approximately 298 active employees and 26 retirees meet eligibility requirements. The plan does not issue separate stand-alone financial statements.

Benefits Provided

Medical coverage, excluding dental, under the group health insurance plan for regular full-time nonunion employees, licensed deck officers, and unlicensed vessel personnel with 20 or more years of service who retire after reaching age 62 will continue until the employee is eligible for Medicare. Coverage for the dependents of such regular full-time employees will also continue during this period provided that the employee pay 50% of the enrollment cost as established annually by the Plan administrator. Once the retired employee is entitled to Medicare, health care coverage for the employee's spouse will continue as provided for under COBRA, provided that the employee pay 100% of the enrollment cost as established annually by the Plan administrator.

Funding Policy

Effective January 1, 2013, the nonunion retired employee must pay 20% of the enrollment cost (the working rate) as established annually by the Plan administrator. Effective July 27, 2013, the licensed deck officer retired employee must pay 20% of the enrollment cost (the working rate) as established annually by the Plan administrator. Effective August 2, 2014, the unlicensed vessel retired employee must pay 20% of the enrollment cost (the working rate) as established annually by the Plan administrator. The Authority contributes the remainder of the health plan costs on a pay-as-you-go basis.

Measurement Date

GASB Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans* and GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, requires the net OPEB liability to be measured as of the OPEB Plan's most recent fiscal year-end. Accordingly, the net OPEB liability was measured as of December 31, 2019, and the total OPEB liability used to calculate the net OPEB liability was determined by an actuarial valuation as of December 31, 2019.

Employees Covered by Benefit Terms - the following table represents the Plan's membership as of December 31, 2019:

Retirees or beneficiaries currently receiving benefits	26
Active Employees	298
TOTAL	324

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

7. OTHER POSTEMPLOYMENT BENEFITS (OPEB) ... continued

Changes in the Total OPEB Liability:

	INCREASE (DECREASE)
Balance at December 31, 2018	\$ 2,328,945
Changes for the year:	
Service Cost	78,214
Interest on liability and service cost	87,735
Benefit payments	(136,396)
Net Changes	29,553
BALANCE AT DECEMBER 31, 2019	<u>\$ 2,358,498</u>

Sensitivity of the OPEB liability to changes in the discount rate:

	1% DECREASE (2.75%)	CURRENT DISCOUNT RATE (3.75%)	1% INCREASE (4.75%)
Total OPEB liability	\$ 2,536,539	\$ 2,358,498	\$ 2,198,451

Sensitivity of the total OPEB liability to changes in the health care cost trends:

	1% DECREASE (2.75%)	CURRENT TREND (3.75%)	1% INCREASE (4.75%)
Total OPEB liability	\$ 2,212,426	\$ 2,358,498	\$ 2,525,051

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

7. OTHER POSTEMPLOYMENT BENEFITS (OPEB) ... continued

OPEB Expenses and Deferred Inflows of Resources and Deferred Inflows of Resources Related to OPEB:

Deferred inflows of resources:

Amortization	\$ 32,639
Total deferred inflows of resources	\$ 32,639

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the health care cost trend. Amounts determined regarding the funded status of the Plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information that shows whether the actuarial value of Plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the plan as understood by the Authority and plan members and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations. The assumptions follow:

Actuarial cost method:	Individual entry age normal
Medical care inflation:	5.00%
Discount rate:	2.74%
Mortality table used:	RP-2014 Blue Collar Mortality table for male and female, generational with scale MP-2016
Interest:	Pay-as-you-go: 4% per year
Disability:	1897 Commissioner's Group Disability table for male and female with six-month elimination period.

Retirement rate assumptions:

AGE	62	63	64	65
Male	30%	25%	22%	100%
Female	15%	13%	18%	100%

8. COMMITMENTS

Construction in progress at December 31, 2019, consisted of expenditures by the Authority for various construction projects, which management expects will be completed in the years 2020, 2021, and 2022. At December 31, 2019, remaining construction commitments for these capital projects aggregated \$28,912,730. In addition, dry-docking and overhaul commitments for vessels aggregated \$6,543,396.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

9. CONTINGENCIES

In the normal course of operations, the Authority has been named in various claims and litigation. Based upon information available to counsel and the Authority, management believes that the ultimate outcome from these claims and litigations will not have a material adverse effect on the Authority's financial position.

The Authority applies for and occasionally receives financial assistance from the federal government's various grant programs for specific projects. When this occurs, the entitlements to the resources are generally conditional upon compliance with terms and conditions of the grant agreements and applicable federal regulations, including the expenditure of resources for eligible purposes. Substantially all federal financial assistance is subject to financial and compliance audits. Any disallowance becomes a liability of the Authority.

10. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Authority has purchased commercial insurance for these risks, except for those risks identified in the following paragraph, which the Authority accounts for in accrued expenses.

Group Health

The Authority has chosen to establish a risk financing fund for risks associated with the employees' health insurance plan. The total charge is calculated using trends in actual claims experience. Provisions are also made for unexpected and unusual claims.

Liabilities of the fund are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. Liabilities include an amount for claims that have been incurred but not reported. Liabilities are recorded as a component of accounts payable in the Authority's statements of net position. Claim liabilities are calculated based on recent claim settlement trends, including frequency and amount of pay-outs. The calculation includes a weighted-three-year-average of claims paid by group with an adjustment made to claims to account for increases in medical cost based on the Consumer Price Index – Medical (CPI-Med). The Authority carries stop-loss insurance on individual medical claims in excess of \$150,000 per person and approximately \$2,475,000 in the aggregate, up to a maximum aggregate benefit payment of \$1,000,000 per person per year. An analysis of claims activities is presented below:

	2019	2018
Liability as of January 1	\$ 195,018	\$ 131,897
Current-year charges and changes in estimate	3,307,900	2,569,307
Actual claims paid	(3,112,781)	(2,506,186)
Liability as of December 31	<u>\$ 390,137</u>	<u>\$ 195,018</u>

Such amounts are recorded as a component of current liabilities in the statements of net position.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

11. HEDGE PROGRAM

The Authority manages a fuel oil hedging program, which is intended to take advantage of market conditions to cap fuel expense. The objectives of the program are to (1) identify exposure to movements in energy prices, (2) understand the impact to the Authority's financial position, (3) employ all reasonable and prudent measures to mitigate the impact of price movements, and (4) manage the volatility of energy costs to acceptable levels. The hedge program attempts to transform the unacceptable risks of skyrocketing energy prices into an acceptable form, similar to an insurance policy.

The Steamship Authority's hedging program operates under a non-speculative philosophy and transactions are limited to expected energy volumes anticipated in the normal course of operations. The Authority's hedging strategy may include fixed-price swaps, collars, or caps. The program is designed to allow the Authority to benefit from prices that fall below the cap while offering some protection that pricing will not exceed the cap price.

As of December 31, 2019, the Authority had executed hedging transactions for 2,730,000 gallons of fuel out of the approximate 3,298,000 gallons of fuel, which is expected to be used in 2020. The cost of these call options totaled \$532,410 at December 31, 2019.

As of December 31, 2018, the Authority had executed hedging transactions for 2,898,000 gallons of fuel out of the approximate 3,304,000 gallons of fuel, which is expected to be used in 2019. The cost of these call options totaled \$506,846 at December 31, 2019.

As the Authority's hedging is for fuel oil used in the operation of its vessels and the monthly call options are for quantities lower than the quantities reasonably expected to be consumed, these activities qualify for the exclusion provided for in GASB Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, and therefore not required to be reported as derivative instruments.

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2019 AND 2018

12. SUBSEQUENT EVENTS

The Authority has evaluated events and transactions for potential recognition or disclosure through June 30, 2020, when the financial statements were available to be issued.

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a “Public Health Emergency of International Concern” and on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and action taken to mitigate it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, include the geographical area in which the Authority operates. While it is unknown how long these conditions will last and what to complete financial effect will be to the Authority, it is reasonably possible that certain estimates made in the financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions.

The Authority entered into various irrevocable stand-by letters of credits with TD Bank, N.A. subsequent to year-end that will serve as collateral for the Authority’s public deposits subsequent to December 31, 2019. As of February 20, 2020, the issued letter of credit presented below remains outstanding:

ISSUANCE DATE	DUE DATE	AMOUNT
January 28, 2020	March 31, 2020	\$ 1,500,000
January 23, 2020	March 31, 2020	\$ 2,300,000
February 20, 2020	March 31, 2020	\$ 2,300,000

On February 12, 2020, the Authority’s 2020 Series A Steamship Bonds in the amount of \$20,630,000 were awarded to J.P. Morgan Securities LLC. Net proceeds from the issuance total \$25,813,670 and include a reoffering premium of \$5,183,700. The proceeds from the bond issue are to be used (1) to reconstruct the waterside facilities at the Woods Hole Ferry Terminal; (2) the current refunding of all of the Authority’s outstanding 2009 Series B bonds maturing in year 2021 through 2029 in the aggregate principle amount of \$5,660,000 and (3) to pay for costs of issuing the 2020 Series A Bonds.

On May 19, 2020, the Authority received \$9,859,884 from the Coronavirus Aid, Relief, and Economic Security (CARES) Act from the Federal Transit Administration. The CARES Act provides economic assistance for workers and families, small businesses, and preserves jobs for American industries.

On May 5, 2020, the Steamship Authority executed a line of credit with Martha’s Vineyard Savings Bank in the amount of \$10,000,000 with a 5 year term. The purpose of the Loan is to provide liquidity, as the Authority’s cash flow needs may require, to pay operating expenses incurred in the course of the Authority’s management and operation of the steamship line and other properties under its control.

REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)

SCHEDULE OF CHANGES IN NET PENSION LIABILITY AND RELATED RATIOS OF THE WOODS HOLE, MARTHA'S VINEYARD AND NANTUCKET STEAMSHIP AUTHORITY PENSION PLAN (UNAUDITED)

REPORTING PERIOD ENDING	12/31/2019	12/31/2018	12/31/2017	12/31/2016	12/31/2015
Total Pension Liability					
Service cost	\$ 1,144,364	\$ 1,052,910	\$ 967,905	\$ 1,081,252	\$ 647,483
Interest	2,040,465	1,882,289	1,793,810	1,681,088	1,632,651
Benefit payments	(1,310,113)	(710,728)	(999,967)	(370,672)	(319,029)
Difference between expected and actual experience	(692,738)	1,130,001	579,321	(177,602)	354,985
Change in assumptions	1,724,223	-	969,280	(895,895)	2,607,925
Net Change in Total Pension Liability	2,906,201	3,354,472	3,310,349	1,318,171	4,924,015
Total Pension Liability, beginning of period	41,060,447	37,705,975	34,395,626	33,077,455	28,153,440
Total Pension Liability, end of period	\$ 43,966,648	\$ 41,060,447	\$ 37,705,975	\$ 34,395,626	\$ 33,077,455
Plan Fiduciary Net Position					
Employee contributions	\$ 163,708	\$ 179,569	\$ 167,784	\$ 161,527	\$ 157,177
Employer contributions	1,495,724	1,505,097	1,201,056	807,637	789,093
Net investment income	477,170	2,387,900	2,639,818	(1,179,009)	1,245,714
Benefit payments	(1,310,113)	(710,728)	(999,967)	(370,672)	(319,029)
Administration expenses	(8,000)	-	(9,000)	-	(2,064)
Net Change in Plan Fiduciary Net Position	818,489	3,361,838	2,999,691	(580,517)	1,870,891
Plan Fiduciary Net Position, beginning of period	28,092,761	24,730,923	21,731,232	22,311,749	20,440,858
Plan Fiduciary Net Position, end of period	\$ 28,911,250	\$ 28,092,761	\$ 24,730,923	\$ 21,731,232	\$ 22,311,749
Net Pension Liability					
Net Pension Liability	\$ 15,055,398	\$ 12,967,686	\$ 12,975,052	\$ 12,664,394	\$ 10,765,706
Ratios					
Fiduciary net position as a percentage of total pension liability	65.76%	68.42%	65.59%	63.18%	67.45%
Covered employee payroll	\$ 5,593,650	\$ 6,095,342	\$ 5,517,416	\$ 5,381,074	\$ 5,160,167
Net pension liability as a percentage of covered employee payroll	269.15%	212.75%	235.17%	235.35%	208.63%

REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)

SCHEDULE OF EMPLOYER CONTRIBUTIONS TO THE MULTIEMPLOYER PENSION PLANS (UNAUDITED)

	NEW ENGLAND TEAMSTERS AND TRUCKING INDUSTRY PENSION FUND	MARINE ENGINEERS BENEFICIAL ASSOCIATION PENSION FUND	NEW ENGLAND TEAMSTERS AND TRUCKING INDUSTRY PENSION FUND	NEW ENGLAND TEAMSTERS AND TRUCKING INDUSTRY PENSION FUND
YEAR ENDING	LICENSED DECK OFFICERS	LICENSED ENGINEERS	UNLICENSED VESSEL EMPLOYEES	MAINTENANCE EMPLOYEES
December 31, 2009	\$ -	\$ -	\$ -	\$ 351,984
December 31, 2010	-	-	-	356,664
December 31, 2011	-	-	-	340,040
December 31, 2012	-	253,075	-	362,013
December 31, 2013	307,582	315,703	-	366,594
December 31, 2014	699,772	313,260	466,630	358,220
December 31, 2015	707,332	354,697	1,329,894	352,182
December 31, 2016	718,879	382,758	1,343,290	376,028
December 31, 2017	745,496	391,439	1,535,842	395,985
December 31, 2018	781,425	433,482	1,502,055	421,681
December 31, 2019	831,019	457,882	1,625,323	473,074

	NEW ENGLAND TEAMSTERS AND TRUCKING INDUSTRY PENSION FUND	MASSACHUSETTS SERVICE EMPLOYEE'S PENSION FUND	NEW ENGLAND TEAMSTERS AND TRUCKING INDUSTRY PENSION FUND	NEW ENGLAND TEAMSTERS AND TRUCKING INDUSTRY PENSION FUND
YEAR ENDING	AGENCY & TERMINAL EMPLOYEES	RESERVATION CLERKS & GROUP SALES	PARKING LOT EMPLOYEES & BUS DRIVERS	SECURITY EMPLOYEES
December 31, 2009	\$ 966,960	\$ 37,984	\$ -	\$ -
December 31, 2010	1,094,156	37,890	-	-
December 31, 2011	928,440	32,167	-	-
December 31, 2012	891,850	31,195	-	-
December 31, 2013	895,432	29,625	-	-
December 31, 2014	861,731	26,991	-	-
December 31, 2015	835,367	31,317	-	-
December 31, 2016	840,360	32,128	-	-
December 31, 2017	874,250	28,962	47,856	15,671
December 31, 2018	915,166	25,423	51,661	15,547
December 31, 2019	950,852	25,470	50,933	18,791

REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)

SCHEDULE OF NET OPEB LIABILITY AND RELATED RATIOS OF THE WOODS HOLE, MARTHA'S VINEYARD AND NANTUCKET STEAMSHIP AUTHORITY (UNAUDITED)

REPORTING PERIOD ENDING	12/31/2019	12/31/2018
Total OPEB Liability		
Service cost	\$ 78,214	\$ 74,846
Interest		
Change in Assumptions	87,735	94,253
Benefit payments	(136,396)	(141,612)
Experience (gain) and loss	-	(207,260)
Net change in total OPEB liability	29,553	(179,773)
Total OPEB liability, beginning of period	2,328,945	2,508,718
Total OPEB liability, end of period	\$ 2,358,498	\$ 2,328,945
Covered employee payroll	\$ 18,626,043	\$ 17,996,177
Total OPEB liability as a percentage of covered employee payroll	12.7%	12.9%

Notes: Information provided for Required Supplementary Information will be provided for 10 years as it becomes available.

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The Steamship Authority

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