

MASSACHUSETTS PORT AUTHORITY
MINUTES OF THE MEETING HELD ON
JANUARY 16, 2020 AT 9:00 A.M.
ONE HARBORSIDE DRIVE, EAST BOSTON, MA

The meeting of the Members of the Massachusetts Port Authority was held at One Harborside Drive, East Boston, Massachusetts on January 16, 2020. Chairman Lewis G. Evangelidis presided. Warren Q. Fields, Patricia A. Jacobs, John A. Nucci, Sean M. O'Brien, Stephanie L. Pollack, Lisa Wieland, Chief Executive Officer and Executive Director, Reed Passafaro, Chief of Staff, Catherine McDonald, Chief Legal Counsel, John P. Prankevicius Director of Administration and Finance and Secretary-Treasurer, Edward C. Freni, Director of Aviation, Houssam H. Sleiman, Director, Capital Programs & Environmental Affairs, Andrew Hargens, Chief Development Officer, Alaina Coppola, Director, Community Relations and Government Affairs, Hank Shaw, Chief Security Officer, Michael Meyran, Port Director, Joel Barrera, Director of Strategic & Business Planning, Daniel Gallagher, Director of Aviation Business and Finance, and Michael A. Grieco, Assistant Secretary-Treasurer were in attendance.

The meeting commenced at 9:00 A.M.

Public Comment

There were no requests to speak during the Public Comment Period.

Ratification and approval of the minutes of the November 21, 2019 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the November 21, 2019 Board Meeting.

Members Evangelidis, Fields, Jacobs, Nucci, and O'Brien voted Yes.

Chairman's Comments

Report of the CEO

Ms. Wieland presented information on the death of former Board Member and MBTA General Manager Frank DePaola, on the 2019 FEMA Logan Site Assessment, on Senator Markey's letter to FAA Administrator Dickson in support of Logan's inclusion in the Airspace Hazard Mitigation pilot program, on the appointment of Michael Denning as CBP Director of Field Operations for Boston, on continuing efforts to bring Israeli shipping company ZIM to Massachusetts, on Boston's 10th place ranking in the 50 Best Places to Visit in 2020 by Travel & Leisure, on Boston's 4th place ranking among all metro areas nationwide in high-tech job creation from 2005 to 2017, on the Authority's participation in the Worcester Regional Chamber of Commerce's Annual Meeting, on Worcester Airport's contribution to the continued strength of the Central Massachusetts economy, on the launch of the Authority's "Fly Worcester" for Spring Break promotional campaign, on the scheduled opening of Eddie Merlot's steakhouse at Waterside Place, on the closing of the No Name Restaurant, on the Authority's partnership with the MIT Airline Industry Consortium, on the Authority's collaboration with Boeing's ecoDemonstrator Program which tests innovative aviation technologies, on the Authority's efforts to collaborate with the NAACP on the 2020 National Convention at the BCEC, on the new restaurants and stores opening at Logan, on the naming of Legal Seafoods at Logan as one of the Best U.S. Airport Restaurants by Newsweek, on Logan's ranking in the top 20 in 2019 on-time performance in the worldwide major airport category by OAG, on the Authority's FY20 financial results through November, on a Moody's Research Report that airports are expected to see solid positive growth in 2020, on Logan holiday musical performances by East Boston and Winthrop students, on the Authority's receiving the 2019 Leading by Example Award for its outstanding public sector energy and environmental efforts, on the 2019 Annual Sustainability and Resiliency Report, on the MassDEP grant award to fund the Authority's partnership with JetBlue to convert its Logan ground service equipment to an all electric fleet, and on the electric bus pilot program at Logan.

Ms. Pollack joined the meeting at 9:15 A.M.

Director of Aviation Presentation

Mr. Freni presented information on staff's efforts to coordinate a WWII Veteran Logan send-off to commemorate the Battle of the Bulge, on Logan's year-over-year passenger growth in December and in 2019, on Worcester Airport's year-over-year passenger growth in 2019, on the diverse set of airlines serving a growing number of nonstop destinations from Logan, on the ranking of the leading international and domestic passenger destinations from Logan, on the addition by JetBlue of flights to eighteen cities from Logan in 2020, on the addition by American Airlines of nonstop service to four new cities from Logan, on Air Canada and WestJet's new nonstop service to Calgary, on Republic Airways new crew and maintenance base at Logan, on an IATA forecast that domestic airlines will experience a slight decline in profits in 2020, and on the announcement that former Authority Director of Aviation, Jane Garvey, will retire as United Airlines Chair in 2020.

Director of Maritime Presentation

Mr. Meyran presented information on the Flynn Cruiseport (“Cruiseport”) 2019 passenger volume record and improved financial performance, on the twenty-five cruise lines that will call the Cruiseport in 2020, on the increase in ship calls and passengers forecast for 2020, on the launch of the Cruiseport 2020 Wave Season campaign, on Authority actions taken and underway to address truck access issues resulting from increased activity and development, on the status of the Boston Harbor Dredging Project, on the China and U.S. Phase One trade deal, on the year-over-year increase in Conley container volumes, and on the forecast of a decrease in East Coast container demand for the first half of 2020.

Strategic Plan Implementation

Logan Forward

Mr. Sleiman presented information on the purpose, status, milestones, and impacts of the Terminal E Modernization project, the Terminal B to C Roadways project, the Terminal C Canopy project, the Terminal B to C Connector project, and the Terminal E Garage project, and on the Old Tower Pedestrian Bridge Demolition. Mr. Gallagher presented information on the key objectives of the Logan Ride App operations plan, on the Ride App relocation phasing schedule, on the success to date of the operations plan implementation, on the decline in the Ride App preliminary deadhead rate in December, and on the improvement in roadway congestion since the implementation of the Ride App operations plan.

2020 HOV Plan

Mr. Barrera presented information on the 2019 increase in Logan Express (LEX) ridership at each location, on strategies to further increase LEX ridership including increased service frequency at existing LEX sites and a new North Station site, on initiatives to elevate the LEX customer experience, on raising awareness of new LEX services and other initiatives through targeted media channels, on other strategies to reduce vehicle trips and to promote HOV use, and on a timeline for LEX and other HOV initiatives.

Safety and Security Committee

Worcester Airport Active Shooter Training

Mr. Shaw presented information on three lead-up training sessions at Worcester Airport (the “Airport”) in preparation for the April full scale Active Shooter Hostile Event Exercise to be held in conjunction with airline and public safety partners at the Airport.

National Transportation Safety Board (NSTB) Training

Mr. Shaw noted that in May NSTB officials will provide customized training to first responders on the Authority’s role following an aviation or maritime transportation incident.

Human Resources and Compensation Committee

Designation of Committees, Committee Chairs and Vice-Chairs, and Committee Members

Upon a motion duly made and seconded, it was

VOTED:

In accordance with Paragraph 4 of Article III of the By-Laws, the following Committees, Committee Chairs, Vice-Chairs and members are designated:

Audit and Finance Committee

Laura Sen, Committee Chair
Sean O'Brien, Committee Vice-Chair
Stephanie Pollack, Committee Member

Facilities and Construction Committee

Pattie Jacobs, Committee Chair
Warren Fields, Committee Vice-Chair
Lew Evangelidis, Committee Member
Sean O'Brien, Committee Member

Real Estate and Strategic Initiatives Committee

Warren Fields, Committee Chair
Stephanie Pollack, Vice-Chair
Pattie Jacobs, Committee Member
John Nucci, Committee Member

Human Resources and Compensation Committee

Stephanie Pollack, Committee Chair
Sean O'Brien, Committee Vice-Chair
Pattie Jacobs, Committee Member

Community Outreach Committee

John Nucci, Committee Chair
Warren Fields, Committee Vice-Chair
Pattie Jacobs, Committee Member

Safety and Security Committee

Sean O'Brien, Committee Chair
Lew Evangelidis, Committee Vice-Chair
Laura Sen, Committee Member

In addition to the members listed above, the CEO & Executive Director, or the Chief of Staff as her designee, shall serve as a member of each Committee. Each Committee shall serve in an advisory capacity to the Members of the Authority as a whole, and shall make such recommendations as it deems appropriate to said Members. Three members of a Committee shall constitute a quorum. Committee meetings shall be held in accordance with all applicable provisions of G.L. Chapter 30A, §§18-25, the State Open Meeting Law. Terms of Reference, setting forth the purpose and responsibilities of each Committee, shall be developed by each Committee and shall be reviewed and revised from time to time as necessary and appropriate. The CEO & Executive Director shall designate appropriate staff, as necessary, to assist the Committees.

At the beginning of each meeting of the Members of the Authority, following the report of the CEO & Executive Director, each Committee Chair shall provide a brief summary of his/her Committee's activities since the previous meeting of the Members.

This vote supersedes all prior votes designating Committees or Committee Chairs.

Members Evangelidis, Fields, Jacobs, Nucci, O'Brien, and Pollack voted Yes.

Community Outreach Committee

East Boston YMCA Contribution

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director or her designee to make a contribution on behalf of the Authority to the YMCA of Greater Boston, Inc., for the East Boston Branch of the YMCA, in the amount of \$25,000.00.

Members Evangelidis, Fields, Jacobs, Nucci, O'Brien, and Pollack voted Yes.

Salesian Boys & Girls Club Contribution

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director or her designee to make a contribution on behalf of the Authority to the Salesian Boys & Girls Club, Inc. in the amount of \$25,000.00.

Members Evangelidis, Fields, Jacobs, Nucci, O'Brien, and Pollack voted Yes.

Piers Park Sailing Center Contribution

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director or her designee to make a contribution on behalf of the Authority to the Piers Park Sailing Center, Inc. in the amount of \$25,000.

Members Evangelidis, Fields, Jacobs, Nucci, O'Brien, and Pollack voted Yes.

Massport CAC Update

Ms. Coppola noted that at the CAC Meeting on January 9th Mr. Nucci highlighted the rules and regulations regarding drone safety, and that the FAA provided updates on Block I, on health and environmental studies, and on the RNAV 4L environmental assessment process.

Real Estate and Strategic Initiatives Committee

Moran Annex Parcel

Mr. Hargens presented information on key MOU and lease considerations including lease term and rent, property improvements, pedestrian infrastructure improvements, and preserving truck routes and rail access.

Upon a motion duly made and seconded, it was

VOTED:

1. To authorize the Chief Development Officer and the Chief Legal Counsel, or their designees, to negotiate, and to authorize the Chief Executive Officer and Executive Director, the Secretary-Treasurer and the Assistant Secretary-Treasurer, each acting singly (each, an “Authorized Officer”), to execute and deliver on behalf of the Authority, a lease (the “Lease”) with the Boston Redevelopment Authority d/b/a Boston Planning & Development Agency of that certain parcel of land commonly known as the Moran Annex containing approximately 2.2 acres of land in Charlestown, Massachusetts (“Moran Annex”), on the following terms and conditions and such other terms and conditions not inconsistent with this Vote as the Authorized Officer executing such Lease may determine are necessary or desirable:

Initial Term of Lease shall begin on January 1, 2020 and expire on June 30, 2026.
The Authority shall have the right to extend the Initial Term for five (5) option periods of five (5) years each.

Annual rent shall be \$160,000 with escalations every 5 years during the term of the Lease in an amount equal to the greater of 10% of the then current rent or the cumulative change in CPI during the preceding 5-year period.

2. To authorize the Chief Development Officer and the Chief Legal Counsel, or their designees, to negotiate, and to authorize the Chief Executive Officer and Executive Director, the Secretary-Treasurer and the Assistant Secretary-Treasurer, each acting singly (each, an “Authorized Officer”), to execute and deliver on behalf of the Authority, a Memorandum of Understanding (the “MOU”) with the Boston Redevelopment Authority d/b/a Boston Planning & Development Agency with respect to certain community benefits in an amount not to exceed Two Million Dollars (\$2,000,000) to be provided by the Authority, including landscape screening of the southerly side of the Moran Annex, a harborwalk connection beneath the Tobin Bridge on Chelsea Street at the intersection of 16th Street, and a half-mile long community pedestrian/bicycle path along the Medford Street/Mystic Branch Rail Connector. The MOU shall contain such other terms and conditions not inconsistent with this Vote as the Authorized Officer executing the MOU may determine are necessary or desirable.
3. Each Authorized Officer is further authorized to enter into, execute and deliver on behalf of the Authority any and all other related agreements, documents, certificates or instruments, and to take any other actions deemed necessary or desirable to effectuate the Lease and the MOU, including, without limitation, one or more lease amendments, easement agreements and/or easement amendments, provided all such agreements, documents, certificates, instruments or actions are substantially consistent with this Vote. Such agreements, documents, certificates or instruments shall contain such other terms and conditions not inconsistent with this Vote as the Authorized Officer executing such documents, certificates or instruments may determine are necessary or desirable.

Members Evangelidis, Fields, Jacobs, Nucci, O’Brien, and Pollack voted Yes.

East Boston Shipyard

Mr. Hargens presented information on the shipyard history and lease, on the unique mixed uses within the shipyard, on key maritime industrial tenants, on the ICA Watershed seasonal space, on the master planning process for the site, and on opportunities and current capital projects.

Facilities and Construction Committee

MPA L1459 – Midlife Rebuilds-Buses, Logan International Airport, East Boston, MA, Project Budget

Mr. Sleiman presented information on Logan’s shuttle bus fleet (the “fleet”) service, on the types of buses in the fleet, on the fleet condition assessment, on the bus midlife rebuild scopes, and on the phased midlife rebuild schedule.

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director, Director of Administration & Finance and Secretary-Treasurer or Assistant Secretary-Treasurer, each acting singly (each, an “Authorized Officer”), to take all actions necessary or desirable and to execute all agreements necessary or desirable in order to continue with and complete the Authority's Capital Project known as Midlife Rebuilds-Buses (MPA L1459) subject to the following conditions: funds expended for the Midlife Rebuilds-Buses Capital Project shall not exceed \$30,000,000.00 (the "Approved Budget"), as shown on the Financial Summary presented at the Board Meeting on January 16, 2020; the Director of Capital Programs and Environmental Affairs shall report back to the Board if, at any time during the life of the Project, it appears likely that the Project will exceed the Approved Budget; and the Director of Capital Programs and Environmental Affairs also shall report any material changes to the scope of work for this Capital Project as described in the backup materials presented at the Board Meeting on January 16, 2020. The Chief Executive Officer and Executive Director shall obtain all necessary permits and approvals and shall conduct all required environmental reviews prior to the execution of any agreement or to the commencement of any action all as may be required by law. Any agreement arising out of this vote shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Evangelidis, Fields, Jacobs, Nucci, O’Brien, and Pollack voted Yes.

Audit and Finance Committee

Chelsea Garage - Surface Lot Overflow Agreement

Mr. Gallagher noted that the agreement provides Chelsea Garage overflow parking.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Authority and Urban Growth Property Limited Partnership (“UGPLP”) were parties to a Parking Access Agreement dated October 1, 2016 pursuant to which the Authority purchased monthly permits for off-airport parking at a lot located at 111 Eastern Avenue in Chelsea (the “Parking Facility”); and

WHEREAS, the Authority issued a Request for Expressions of Interest (“REI”) in April 2018 for the development, operation and maintenance of an off-airport parking facility to provide parking for Logan Airport employees; and

WHEREAS, the Authority received responses from McClellan LLC (“McClellan”), Ricmer Properties, Inc. (“Ricmer”) and UGPLP, through its holding company InterPark; and

WHEREAS, the Authority reviewed proposals submitted in response to the REI and only UGPLP had an existing parking facility, which would be immediately available for Logan employee parking. Additionally, this parking lot is closer to Logan than the other sites proposed and the financial terms were the most favorable; and

WHEREAS, staff recommends that the Authority execute a new parking access agreement with UGPLP for a term commencing on February 1, 2020 and ending on July 31, 2029 upon the terms and conditions set forth in this vote.

NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

1. To authorize the Chief Executive Officer/Executive Director, Director of Administration & Finance and Secretary-Treasurer or Assistant Secretary-Treasurer, each acting singly (each, an “Authorized Officer”), to execute and deliver to UGPLP, or its nominee, on behalf of the Authority, an agreement on the following terms and such other terms and conditions not inconsistent with this vote as the Authorized Officer may determine are necessary or desirable:
 - a. The term (“Term”) of the agreement shall commence on February 1, 2020 and end on July 31, 2029; provided, however, the Authority shall have the right to terminate the agreement prior to the end of the Term with an effective date of July 31, 2024, to be exercised by the Authority in its sole discretion.
 - b. The Authority shall have the right to purchase up to 1,500 permits per month with a minimum purchase of 300 permits per month.

- c. Parking permit rates shall be tiered based on the number of permits purchased as described below:

1-500 permits	\$115 per permit per month
501-1000 permits	\$125 per permit per month
1001-1500 permits	\$135 per permit per month

- d. The minimum annual fee (the “Annual Fee”) for the first year of the Term shall be \$414,000 (based on a minimum of 300 permits per month at a rate of \$115 per permit per month) with a maximum Annual Fee estimated at \$2.25M (based on a maximum of 1,500 permits per month at the above-identified rates). Thereafter, during the Term, the Annual Fee shall be subject to an annual adjustment in an amount equal to the greater of (i) three percent (3%) and (ii) one hundred percent (100%) of CPI (the “Annual Adjustment”). The first Annual Adjustment is effective on August 1, 2020.
- e. UGPLP shall be responsible for all maintenance and repair of the Parking Facility.
- f. UGPLP shall provide a shuttle service between the Parking Facility and Logan on a 24-hour, 7 day a week basis.
2. Each Authorized Officer is further authorized to execute on behalf of the Authority any and all other related documents, certificates or instruments, and to take any other actions deemed necessary or desirable to effectuate the execution and delivery of the agreement, provided all such documents, certificates, instruments or actions are substantially consistent with this vote. Such documents, certificates or instruments shall contain such other terms and conditions not inconsistent with this vote as the Authorized Officer executing such documents, certificates or instruments may determine are necessary or desirable.

Members Evangelidis, Fields, Nucci, O’Brien, and Pollack voted Yes.

Member Jacobs was out of the room.

Assent Agenda

Motion to Enter Executive Session

Upon a motion duly made and seconded, it was

VOTED:

That the Authority enter executive session to consider the purchase, exchange, lease or value of real property, specifically regarding Hanscom Field, since a discussion in open session may have a detrimental effect on the negotiating position of the Authority.

That the Authority enter executive session to discuss the deployment of security personnel or devices, or strategies with respect thereto.

Members Evangelidis, Fields, Nucci, O'Brien, and Pollack voted Yes.

Member Jacobs was out of the room.

Mr. Evangelidis stated that the Authority will not reconvene after Executive Session.

The public session adjourned at 10:55 A.M.

Michael A. Grieco
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Board Book
2. PowerPoint Presentation Slides
3. Old Tower Pedestrian Bridge Demolition Video