

MASSACHUSETTS PORT AUTHORITY
MINUTES FOR THE REMOTE MEETING
HELD ON APRIL 29, 2021 AT 9:00 A.M.

The meeting of the Members of the Massachusetts Port Authority was held on April 29, 2021. The following Members participated remotely per Governor Baker's March 12, 2020 Order Suspending Certain Provisions Of The Open Meeting Law: Chairman Lewis G. Evangelidis presided, Warren Q. Fields, John A. Nucci, Sean M. O'Brien, Laura Sen, and Jamey Tesler. Lisa Wieland, Chief Executive Officer and Executive Director, Reed Passafaro, Chief of Staff, John P. Prankevicius, Director of Administration and Finance and Secretary-Treasurer, Edward C. Freni, Director of Aviation, Catherine McDonald, Chief Legal Counsel, Hank Shaw, Chief Security Officer, Michael Meyran, Port Director, Andrew Hargens, Chief Development Officer, Luciana Burdi, Director Capital Programs & Environmental Affairs, Flavio Leo, Director of Aviation Planning & Strategy, and Michael A. Grieco, Assistant Secretary-Treasurer were in attendance.

The meeting commenced at 9:05 A.M.

Public Comment

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

Ratification and approval of the minutes of the March 25, 2021 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the March 25, 2021 Board Meeting.

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

Chairman's Comments

Report of the CEO

Ms. Wieland presented information on Massport's February fiscal year-to-date financial performance, on S&P revising its outlook on transportation issues from Negative to Stable, on the FY21 third quarter results of the Massport Charitable Contributions Program, on the FAA agreeing to expand eligibility for its Sound Insulation Program, on the funding received by Fish Pier tenants under the Commonwealth's Food Security Infrastructure Grant Program, on the selection of Blue Atlantic Fabricators, a Massport subtenant, for a 2021 MARAD Small Shipyard Grant, on the release of the Biden Administration's \$2 trillion American Jobs Plan that includes transportation funding, on Massport's Climate Action Plan, on Massport's long history

as a good environmental steward including receiving the Commonwealth's 2019 Leading by Example Award, on Massport's efforts on the electrification of equipment and vehicles across its airport facilities, on Massport's commitment to HOV initiatives to decrease traffic and reduce emissions at Logan, on the environmental initiatives underway at Conley, on the creation and operation of nearly forty acres of public green space in East Boston and South Boston, on the 2019 launch of a Net Zero Team to continue to advance Massport's leadership in environmental stewardship, on the formulation of a longer term Climate Action Plan as a key priority of Massport's 2025 Strategic Plan, and on pursuing near term opportunities that advance environmental goals.

Director of Aviation Presentation

Mr. Freni presented information on the March Logan passenger volume and aircraft operations, on Logan's strong passenger volumes during the Massachusetts and New Hampshire school vacation weeks, on domestic airline capacity restoration at Logan lagging the national trend, on the changes being made by airlines to adjust to the increase in domestic leisure travel, on the intensified competition among airlines at Logan, on the launch of Delta service to Iceland, on JetBlue recently receiving slots at London Heathrow for 2021 service, on the JetBlue and American alliance adding new routes out of Logan, on the continued financial losses reported by major airlines in the first quarter of 2021, on the increased concession openings at Logan, and on the rebound in March Hanscom aircraft operations to near the pre-pandemic level.

Director of Maritime Presentation

Mr. Meyran presented information on the loading process in China of the new cranes for transport to Conley, on the Big Ship Ready Integrated Marketing Campaign for Conley, on the supply chain disruptions caused by the container ship blocking the Suez Canal, on the congestion in North Europe's major ports causing delays for Conley cargo, on March Conley container volume being up four percent year-over-year, on the cruise industry's move to Phase 2A of the CDC Conditional Sail Order, and on the CDC's indication of a resumption of cruise operations in the U.S. by mid-summer.

Strategic Plan

Technology Plan

Mr. Chen presented information on the multiple Authority-wide goals for the Technology Plan (the “Plan”), on the Plan’s significance to achieving other 2025 Strategic Priorities, on the Plan’s framework, on a sample of what Core IT Infrastructure includes, on Core IT Infrastructure current focus areas, on leveraging technology and process improvement to increase operational efficiency, on Business Optimization current focus areas, on evaluating emerging technologies with the potential to support changing business needs, on Innovation/New Technologies current focus areas, on the roll out of the FlyLogan App to improve the passenger experience and increase operational efficiency, on the goal of Change Management, and next steps.

Safety and Security Committee

COVID-19 Update

Mr. Shaw presented information on the new domestic air travel guidelines for vaccinated individuals issued by the CDC, on the State Department’s updated travel advisories, on the European Commission announcement on allowing vaccinated U.S. tourists this summer, and on updated COVID-19 guidance from the CDC, the Commonwealth of Massachusetts, and the City of Boston.

Training Update

Mr. Shaw noted that Massport updated its Protected Information Policy and developed a mandatory employee training on the policy, that Massport reinitiated its active shooter training video, and that Massport updated and disseminated to employees its Bomb Response Protocol.

Human Resources and Compensation Committee

Community Outreach Committee

Massport CAC Update

Ms. Coppola noted that at the April MCAC General Meeting Mr. Nucci provided an update on business activity at Logan, and that Professor Hansman provided a presentation on the five RNAV procedures being evaluated as part of Block 2. Ms. Coppola also noted that following stakeholder input on the five Block 2 RNAV procedures, MIT will present a final report to the MCAC.

Real Estate and Strategic Initiatives Committee

Facilities and Construction Committee

MPA L1429 – Terminal C Optimization and Terminal C to Terminal B Connector, Logan International Airport, East Boston, MA, Final Project Budget

Ms. Burdi presented information on the project scope and the conditions of satisfaction, and on the programing, milestones and strategic priorities for the project

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 Terminal C Optimization and Terminal C to Terminal B Connector (MPA L1429) subject to the following conditions: funds expended for the Terminal C Optimization and Terminal C to Terminal B Connector Capital Project shall not exceed \$218,000,000.00 (the "Approved Final Budget"), as shown on the Financial Summary presented at the Board Meeting on April 29, 2021; 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 Final 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 April 29, 2021. 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. The Authority intends to fund all or a portion of the cost of this Capital Project with tax-exempt bonds. 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, Nucci, O’Brien, Sen, and Tesler voted Yes.

MPA L1400 – Rehabilitation of Runway 14-32, Taxiways J/J1 and Other Airfield Improvements, Logan International Airport, East Boston, MA, Project Budget

Ms. Burdi noted the need, the funding, and the timeline for the project.

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 Rehabilitation of Runway 14-32, Taxiways J/J1 and Other Airfield Improvements (MPA L1400) subject to the following conditions: funds expended for the Rehabilitation of Runway 14-32, Taxiways J/J1 and Other Airfield Improvements Capital Project shall not exceed \$10,500,000.00 (the "Approved Budget"), as shown on the Financial Summary presented at the Board Meeting on April 29, 2021; 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 April 29, 2021. 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, Nucci, O’Brien, Sen, and Tesler voted Yes.

Audit and Finance Committee

FY20 Uniform Guidance Audit of Federal Awards and Passenger Facility Charges

Mr. Prankevicius noted that Ernst & Young issued its audit opinion that the Authority was in compliance with all federal requirements. Mr. Prankevicius also noted the amount of federal grants received and the amount of passenger facility charges collected.

Assent Agenda

Purchase of Remnant Parcel at 88 Black Falcon Avenue

Mr. Nucci recused himself and there was no discussion of this item.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, DIV Black Falcon LLC (“Tenant”) currently leases a certain parcel of land located in South Boston, known as 88 Black Falcon Avenue and the improvements thereon, including the pier, apron, pilings, supports and a building (the “Building”) (collectively, the “Premises”) pursuant to a ground lease dated May 20, 1999 (as amended, the “Ground Lease”); and

WHEREAS, in accordance with the May 18, 2020 Vote, the Members of the Authority (the “Board”) authorized staff to take action deemed necessary or desirable to effectuate the expansion of the Building and other improvements on the Premises and on Black Falcon Avenue by Tenant, including an amendment to the easement agreement with the Economic Development and Industrial Corporation (“EDIC”) dated May 20, 1999 to enlarge the easement area; and

WHEREAS, during the discussions with EDIC regarding the amendment to the easement agreement, the parties agreed that title to a parcel of land (the “Land”) owned by EDIC containing approximately 369 square feet of area covered by the easement agreement and underlying the existing Building, should be vested in the Authority and removed from the easement agreement; and

WHEREAS, in accordance with Section 4 of the Enabling Act, the Authority deems the acquisition of the Land to be necessary or convenient for the operation of the Building, on such terms that maybe be considered reasonable by the Authority; and

WHEREAS, staff requests authorization to purchase the Land from EDIC for Eighty-One Thousand Dollars (\$81,000.00) to take title to the Land in the name of the Authority; and

NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

1. 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") is hereby authorized to take such actions as may be required to acquire the Land shown on the attached **Exhibit A**, and to accept the delivery of a deed of the Land from EDIC in form and substance satisfactory to the Authority.
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 conveyance of the Land, provided all such documents, certificates, instruments or actions are substantially consistent with this Vote.

Members Evangelidis, Fields, O'Brien, Sen, and Tesler voted Yes.

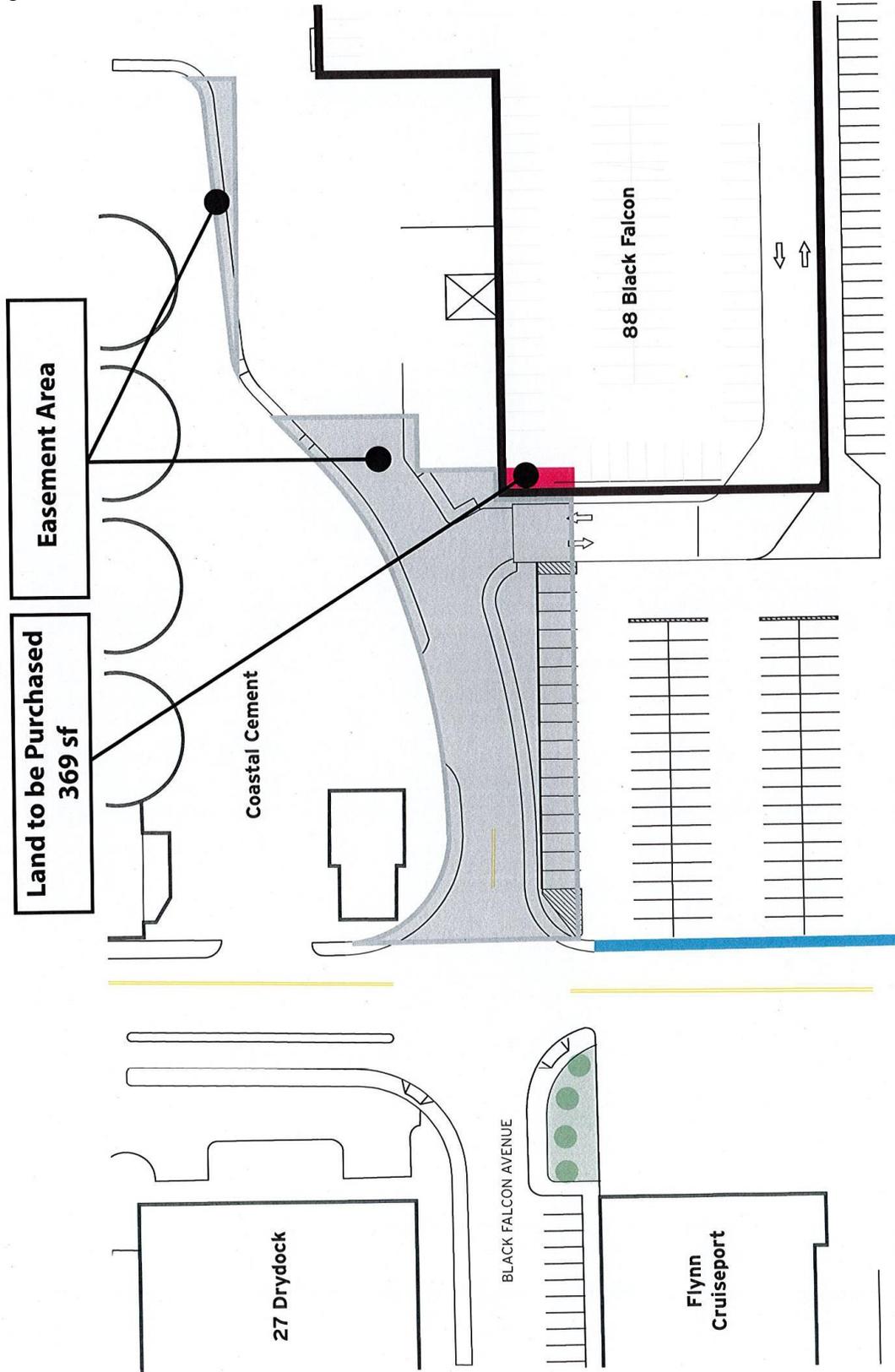


Exhibit A - EDIC Land Purchase and Easement Area
at 88 Black Falcon
South Boston, MA



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 the 601 Congress Street lease amendment, the Boston Shipyard and Marina investment plan, and 401 Congress Street update, 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 litigation strategy, specifically regarding a litigation update, since a discussion in open session may have a detrimental effect on the litigating position of the Authority.

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

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

The public session adjourned at 10:35 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. Conley Terminal New Cranes Loading Process Video