

MASSACHUSETTS PORT AUTHORITY  
MINUTES FOR THE REMOTE MEETING  
HELD ON APRIL 14, 2022 AT 9:00 A.M.

The meeting of the Members of the Massachusetts Port Authority was held on April 14, 2022. The following Members participated remotely per An Act Extending Certain COVID-19 Measures Adopted During the State of Emergency signed into law by Governor Baker on February 15, 2022: Chairman Lewis G. Evangelidis presided, Warren Q. Fields, Patricia A. Jacobs, 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, Luciana Burdi, Director Capital Programs & Environmental Affairs, Hank Shaw, Chief Security Officer, Alaina Coppola, Director, Community Relations and Government Affairs, Andrew Hargens, Chief Development Officer, Kwang Chen, Chief Information Officer, Joseph Morris, Acting Port Director, 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 March 17, 2022 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the March 17, 2022 Board Meeting.

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

Chairman's Comments

Mr. Evangelidis noted an event held on April 11<sup>th</sup> for the new Delta Airlines nonstop service from Logan to Athens starting on May 27<sup>th</sup>.

Report of the CEO

Mr. Fields joined the meeting at 9:10 A.M.

Ms. Wieland presented information on the extension by the TSA of the travel mask mandate through May 3<sup>rd</sup>, on the Massport Fire Rescue induction of its newest members in March, on the surge in air travel demand straining airlines globally, on Massport's April school vacation marketing campaign to encourage HOV use, on the MBTA restoring additional ferry services to and from Logan on the Hingham/Hull line, on Massport's financial performance and activity highlights for February, on a structural shift in business travel demand in the airline industry, on revised Logan passenger forecasts for FY22 and FY23, on a Massport DE&I Book and Media Club program event, on the announcement by The Institute of Industrial and Systems Engineers that Massport will receive its Excellence in Sustainable Development Award in May, on the Biden Administration's proposal for a Sustainable Aviation Fuel tax credit, on Massport's Automated Vehicle Location System pilot program for on-airport buses, on the FY22 contributions to date from Massport's Charitable Contributions Program DE&I Initiative, on Boston Sword and Tuna's MassEcon Award validating Massport's investment in the seafood industry as a job creator in the Port of Boston, and on the upcoming retirement of Massport's Assistant Secretary-Treasurer Michael Grieco.

Director of Aviation Presentation

Mr. Freni presented information on the March Logan passenger volume and aircraft operations, on Logan's weekly outbound passenger volumes, on JetBlue's announcement of new nonstop service from Logan to two London airports, on JetBlue's offer to purchase Spirit Airlines, on the combination of factors causing significant flight delays and cancellations at Logan and systemwide, on the March Hanscom aircraft operations, and on Massport's Worcester Airport media campaign and other efforts to build business community support.

Director of Maritime Presentation

Mr. Morris presented information on MSC's new service that provides a second direct connection between Conley and Southeast Asia and the launch of the "Boston Express" North Europe service, on Conley's four services offering connections with fifteen ports, on Conley's container volume continuing to be challenged by supply chain disruption and U.S. East Coast congestion, on the supply chain impacts resulting from China's Zero COVID policy and its local lockdowns, on the start of the 2022 cruise season at Flynn Cruiseport Boston, and on the start of the Flynn Cruiseport Boston marketing campaign highlighting the return of cruising and its impact on the travel and tourism economy.

Strategic Plan

Safety and Security Committee

Training Update

Mr. Shaw presented information on a 2022 Cruise Season COVID-19 tabletop exercise facilitated by Massport, on the law enforcement training and testing for K-9 teams hosted by Massport at Worcester Airport, and on the Air Canada exercise of its station's Emergency Response Plan facilitated by Massport.

Human Resources, Diversity, and Compensation Committee

Community Outreach Committee

Massport CAC Update

Ms. Coppola noted that the Massport CAC (the "CAC") general meeting held on April 7<sup>th</sup> was attended by Mr. Nucci and that Mr. Hargens presented an update on Massport's real estate portfolio. Ms. Coppola also noted that the CAC reviewed its proposed FY23 budget and that the Runway 27 working group will meet at the end of the month to discuss potential RNAV procedures.

Real Estate and Strategic Initiatives Committee

10 World Trade Center Groundbreaking

Mr. Hargens presented information on the 10 World Trade project groundbreaking event, on the diverse team selected by Massport to develop the parcel, and on the project's building program and public realm investments. Mr. Hargens also played a video clip from television station NBC10 Boston on the 10 World Trade project and The Massport Model.

ICA Watershed Summer Preview

Mr. Hargens noted that the ICA Watershed Season 5 Exhibition begins on May 26<sup>th</sup> and that it features large scale installations by six international artists who reclaim and reuse industrial and everyday materials.

Facilities and Construction Committee

FY22-FY24 Capital Program

Ms. Burdi presented information on the \$1.3 billion FY22-FY24 Capital Program (the “Program”) by business line, on twenty-five percent of the Program being proposed for new projects, on long term strategic investments in Aviation and Maritime accounting for a majority of the \$1 billion allocated to ongoing and completed projects, on the Terminal B-C Connector Project that will ensure an efficient customer experience and integrate technology while meeting environmental and sustainability goals, on examples of ongoing and completed projects that reduce Scope 1, 2, and 3 emissions and align with Massport’s long-term Net Zero goal, on new projects added to the Program aligning with Massport’s goals and addressing critical priorities, on the benefits of the Terminal B Roadway Optimization Project, on airfield safety improvements to be funded with federal grants and Massport funds, on the benefits of the Conley Terminal Container Storage Project which leverages BUILD Grant funding, on new Program projects that support Massport’s HOV strategy and Net Zero goal, on investments in technology to improve business efficiency and enhance the customer experience, on examples of State of Good Repair projects, on pursuing competitive grant opportunities to help fund priority projects, on deferred projects requiring further evaluation and funding sources, on the number of jobs created by the Program, and on risks and challenges to the Program. Mr. Prankevicius presented information on improved business activity forecasts for Logan, Hanscom, and Worcester Airports, on high and low container volume forecasts for Conley due to new services and supply chain disruptions, on forecasts for Massport real estate revenue and Flynn Cruiseport Boston passenger activity, on projected higher Massport revenue resulting from a forecasted increase in business activity, on the operating expense impact of Logan service restorations, higher energy costs, and rising inflation, on the use of the projected increase in net margin earnings to fund the Program, on the use of Massport revenue bonds and federal and state grants to finance the Program, on the risks and challenges to achieving Massport’s strategic initiatives, and next steps.

Upon a motion duly made and seconded, it was

VOTED:

To approve the attached Capital Program for Fiscal Years 2022-2024.

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

\*A copy of the Capital Program for Fiscal Years 2022-2024 is kept with the Board Minutes on file with the Secretary-Treasurer.

Audit and Finance Committee

Potential Items for Reimbursement by Bond Funds

Mr. Prankevicius noted that capital project expenses that will be reimbursed with tax exempt bonds or commercial paper require prior approval to comply with IRS regulations.

Upon a motion duly made and seconded, it was

VOTED:

Declaration of Official Intent

April 14, 2022

That the Massachusetts Port Authority (the “Authority”) intends to, and reasonably expects that it will, reimburse itself for capital expenditures for airport or port purposes, including but not limited to capital expenditures made in connection with the projects described in Schedules A and B hereto (the “Projects”) from the proceeds of obligations issued by the Authority in a maximum principal amount of \$105,688,000 (which amount is in addition to the maximum principal amount of obligations for reimbursement of capital expenditures stated in prior declarations of official intent of the Authority). The amounts and descriptions identified for particular projects set forth in Schedules A and B are for informational purposes, and are not intended to limit the application of this declaration of official intent. The original expenditures will be made from the Authority’s available funds and subsequently may be reimbursed with proceeds of the Authority’s bonds or commercial paper. The Members of the Authority hereby confirm such intention, evidenced by a prior vote of the Authority, as to those Projects previously included in Schedule B. The Members of the Authority hereby acknowledge that the costs of the Projects include certain project costs that are eligible for funding with Passenger Facility Charges (“PFCs”), Customer Facility Charges (“CFCs”), Capital Budget Funds, Maintenance Reserve Funds and/or grants (together, “Other Funding Sources”), that the costs of Projects indicated in Schedule A have increased since the prior vote of February 25, 2021, and the amount of such costs to be reimbursed with bond or commercial paper proceeds may be reduced, in the discretion of the Authority, by the amount of Other Funding Sources applied to such projects prior to the issuance of such bonds. This resolution is intended to be a “declaration of official intent” under Section 1.150-2(e) of the U.S. Treasury Regulations.

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

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**Schedule A**  
**As of April 2022**  
 Maximum Principal Amount  
 (in dollars, 000's omitted)

<b>Projects with increased budgets (Section 1)</b>	<u>Previous Budget</u>	<u>Revised Budget</u>	<u>Increase</u>
<b><u>LOGAN</u></b>			
TAXIWAY M REHABILITATION - FULL LENGTH	24,000	38,000	14,000
TERMINAL C OPTIMIZATION & B TO C CONNECTOR	<u>216,000</u>	<u>218,000</u>	<u>2,000</u>
<b>Total Projects with increased budgets (Section 1)</b>	<b>\$ 240,000</b>	<b>\$ 256,000</b>	<b>\$ 16,000</b>

<b>New Projects financed with Commercial Paper Program (Section 2)</b>			
<b><u>LOGAN - BIL GRANT</u></b>			
AIRFIELD UNDERGROUND COMMUNICATION PATH			\$ 3,539
REPLACE AIRFIELD EQUIPMENT			1,300
RECIRCUIT RUNWAY 4R LIGHT SYSTEMS AND REPLACE EDGE LIGHT INFRASTRUCTURE			7,000
LOGAN AIRPORT DRAINAGE STUDY AND IMPROVEMENTS			2,000
LOGAN JETBRIDGE IMPROVEMENTS			11,849
NORTH CARGO RAMP REHABILITATION			8,000
ENERGY OPTIMIZATION - LOGAN AIRSIDE CHARGING STATIONS			5,000
TERMINAL B ROADWAY OPTIMIZATION / HOV IMPROVEMENTS			<u>51,000</u>
<b>Total New Projects added (Section 2)</b>			<b>\$ 89,688</b>

**Schedule B**

**As of April 2022**

Maximum Principal Amount  
 (in dollars, 000's omitted)

**Restatement of Projects Previously Voted**

**LOGAN**

RUNWAY 9-27 SAFETY AREA IMPROVEMENTS	110,000
RUNWAY 9-27 REHAB	45,000
REHABILITATE RUNWAY 15R-33L	40,000
RUNWAY 4L-22R	15,800
RUNWAY 14-32 REHAB AND TAXIWAY J, J1 AND DE-ICE AREA REHAB	12,000
REPLACE RUNWAY 4R APPROACH LIGHT PIER	11,209
RUNWAY 22R RSA SAFETY IMPROVEMENTS & REPL OF 4L EMAS	9,300
RUNWAY INCURSION MITIGATION STUDY	1,800
REHAB EAST ALPHA & BRAVO	18,600
RESURFACE NORTH CARGO APRON	20,400
GROUP VI AIRCRAFT AIRFIELD IMPROVEMENTS	10,000
TAXIWAY Y REPLACEMENT	35,000
TW N BETWEEN 15R-33L AND 15L-33R	18,000
TAXIWAY C3 PAVEMENT REHAB AND NEW BYPASS TAXIWAY	7,500
TAXIWAY D, D1, MS REHAB	5,600
IN-GROUND SNOWMELTER REPLACEMENTS	15,223
TERMINAL E MODERNIZATION	710,000
TERMINAL B TO C ROADWAY IMPROVEMENTS	215,000
TERMINAL B OPTIMIZATION	180,000
TERMINAL C CANOPY & UPPER DECK	100,000
HVAC EQUIPMENT REPLACEMENT PROGRAM	79,500
CENTRAL HEATING PLANT UPGRADE	67,500
ELECTRICAL DEMAND PROJECT	17,000

**MARITIME**

NEW BERTH 10 & CRANES AT COASTAL	215,000
CONLEY TERMINAL DEDICATED FREIGHT CORRIDOR	38,000
NEW CONTAINER YARD AREA AT COASTAL	8,000
BERTH 11 AND 12 PILES - BULKHEAD AND APRON REPAIRS	33,779
REEFER RACKS	10,013

**Project costs previously added to the list**

**\$ 2,049,224**

Note: Full project costs are listed; amounts bonded are reasonably expected to be net of Capital Budget, Maintenance Reserve Funds, PFCs, CFCs, and or grants.

FY21 Uniform Guidance Audit of Federal Awards and Passenger Facility Charges

Mr. Prankevicius noted the amount of funds that Massport received from Federal Grants and the amount of Passenger Facility Charges collected by Massport. Mr. Prankevicius also noted that the audit opinion of Massport's independent audit firm, Ernst & Young (EY), states that Massport is in compliance with all Federal requirements.

Assent Agenda

Play Airlines Operating Agreement

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 execute on behalf of the Authority, conditional upon receipt of all required documentation, an agreement with Fly Play hf. or to take such other action as may be deemed appropriate to allow Fly Play hf. to conduct operations at Logan International Airport. Fly Play hf. will pay all applicable fees established by the Authority for use of airport premises, including, but not restricted to, landing fees, parking fees, rental charges for terminal or other space at the Airport, and such other charges and fees as the Authority has established or may establish from time to time. Before the agreement is executed, or Fly Play hf. is otherwise authorized to commence operations, Fly Play hf. shall have valid and current certifications and authorizations from all state, federal and other governmental regulatory bodies for the aircraft used and the aircraft operation conducted, and the operating agreement shall be subject to cancellation or termination by the Authority. The agreement 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, Sen, and Tesler voted Yes.

Condor Flugdienst GMBH d/b/a Condor Operating Agreement

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 execute on behalf of the Authority, conditional upon receipt of all required documentation, an agreement with Condor Flugdienst GMBH d/b/a Condor or to take such other action as may be deemed appropriate to allow Condor Flugdienst GMBH d/b/a Condor to conduct operations at Logan International Airport. Condor Flugdienst GMBH d/b/a Condor will pay all applicable fees established by the Authority for use of airport premises, including, but not restricted to, landing fees, parking fees, rental charges for terminal or other space at the Airport, and such other charges and fees as the Authority has established or may establish from time to time. Before the agreement is executed, or Condor Flugdienst GMBH d/b/a Condor is otherwise authorized to commence operations, Condor Flugdienst GMBH d/b/a Condor shall have valid and current certifications and authorizations from all state, federal and other governmental regulatory bodies for the aircraft used and the aircraft operation conducted, and the operating agreement shall be subject to cancellation or termination by the Authority. The agreement 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, Sen, and Tesler voted Yes.

Motion to Enter Executive Session

Upon a motion duly made and seconded, it was

VOTED:

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

Members Evangelidis, Fields, Jacobs, 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 10:50 A.M.

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Michael A. Grieco  
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Board Book
2. PowerPoint Presentation Slides
3. 10 World Trade and Massport Model Video