

MASSACHUSETTS PORT AUTHORITY
MINUTES FOR THE REMOTE ANNUAL MEETING
HELD ON JULY 21, 2022 AT 9:00 A.M.

The annual meeting of the Members of the Massachusetts Port Authority was held on July 21, 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 July 16, 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, Hank Shaw, Chief Security Officer, James Morris Acting Port Director, Luciana Burdi, Director Capital Programs & Environmental Affairs, Kwang Chen, Chief Information Officer, Alaina Coppola, Director, Community Relations and Government Affairs, and Ann Buckley, 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 June 16, 2022 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the June 16, 2022 Board Meeting.

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

Chairman's Comments

Mr. Evangelidis noted that Governor Baker signed into law An Act Relative to Extending Certain State of Emergency Accommodations until March 31, 2023 and that, at this time, the plan is to reevaluate in the fall a return to in-person board meetings. Mr. Evangelidis also congratulated Mr. Nucci on his reappointment by the Massport Community Advisory Committee (Massport CAC) for another term to the Massport Board.

Report of the CEO

Ms. Wieland presented information on Massport partnering with CISA (Cybersecurity and Infrastructure Security Agency) offering public Wi-Fi cybersecurity training, on the City of Boston completing its review of the Seaport Circle development on Parcel H, on staff meeting with the Higher Educational Consortium of Central Massachusetts to collaborate on ways that Worcester Airport can support the air travel needs of the college community, on Fish Pier tenant Red's Best raising consumer awareness of local seafood species, on Boston Magazine selecting Logan Airport's BOS2GO as a part of Best of Boston 2022 service, on 84% of Logan Airport's concessions opening as recovery continues, on May financials, on Logan finishing FY2022 with 31M passengers resulting from strong travel demand amid rising economic and industry headwinds, on US DOT/FAA awarding Massport \$62M in competitive BIL (Bipartisan Infrastructure Law) grant funding for Logan Airport terminal projects, on Massport exceeding its DE&I goal for charitable contributions in FY2022, on Massport holding its 12th annual flag raising ceremony to celebrate LGBTQ+ Pride Month, on Massport and its partners continuing to take actions to reduce its carbon footprint, on Massport participating in the Reuters US Offshore Wind 2022 Conference in Boston, on Logan Airport's online parking reservations system gaining in popularity and responding to market conditions, on Massport improving the recruitment process by expanding the use of digital systems, on Massport launching a new, interactive map informing developers of building height limits in real-time protecting Logan's airspace, on Massport kicking off the 2022 Community Summer Jobs Program, on Massport supporting the Boston Harbor Islands' dual anniversary – 25th year as a national park and 50th year as a state park, on Massport's East Boston tenants supporting Eastie Week festivities, and on Massachusetts artists painting Massport-owned utility boxes in South Boston as part of Massport's public realm initiative.

Director of Aviation Presentation

Mr. Freni introduced Major Marc A. Lavoie as new commanding officer for Troop F. Mr. Freni also presented information on the June 2022 Logan passenger activity levels, on Logan's weekly outbound passenger volume, on airlines restoring approximately 90% of Logan's pre-pandemic seat capacity this summer, on Massport working closely with MassDot on Sumner Tunnel closures alerting passengers, promoting HOV modes, and improving on-airport traffic flow, on JetBlue using the A320 narrow body jet at Worcester Airport for the Ft. Lauderdale service, and on Hanscom continuing to see strong demand for private jet aviation, offset by declines in recreational GA and training activity.

Director of Maritime Presentation

Mr. Morris presented information on Massport and the U.S. Army Corps of Engineers announcing the completion of the Boston Harbor Dredging Project, on dredging and Conley Terminal Modernization resulting in more global connections opening up new markets and industries for the Commonwealth and New England, on Conley Terminal finishing FY2022 with over 79,000 containers as infrastructure investments near completion and Maritime welcoming new direct services, on the Ocean Shipping Reform Act (OSRA) allocating more power and funding to the Federal Maritime Commission to monitor international ocean transportation, on Flynn Cruiseport Boston welcoming 23 vessels and nearly 44,000 passengers through June 2022, and on Maritime participating in the first Cruise Canada New England Symposium since 2019, welcoming cruise lines back to Massport's region.

Safety and Security Committee

Security Training Update

Mr. Shaw presented information on Massport Fire Rescue, mutual aid departments, and first responders participating in a fuel farm exercise, on Massport supporting JetBlue's 2022 Safety & Security Fair, and on Massport providing first responder training at Logan Airport cargo facilities.

Human Resources, Diversity, and Compensation Committee

Election of Chair

Ms. Jacobs, Human Resources, Diversity and Compensation Committee Chair, requested nominations for Chair of the Authority. In accordance with the Authority's by-laws, as the incumbent Chair, Mr. Evangelidis is automatically nominated. There were no other nominations.

Upon a motion duly made and seconded, it was

VOTED:

In accordance with the provisions of the Enabling Act, Member Evangelidis is hereby elected to serve as Chair.

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

Member Evangelidis abstained.

Election of Vice-Chair

Mr. Evangelidis, the newly elected Authority Chair, requested nominations for Vice-Chair. In accordance with the Authority's by-laws, as the incumbent Vice-Chair, Member Jacobs is automatically nominated. There were no other nominations.

Upon a motion duly made and seconded, it was

VOTED:

In accordance with the provisions of the Enabling Act, Patricia Jacobs is hereby elected to serve as Vice-Chair.

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

Member Jacobs abstained.

Election of Officers

Upon a motion duly made and seconded, it was

VOTED:

In accordance with the provisions of the Enabling Act, John P. Prankevicius is hereby elected to serve as Secretary-Treasurer;

That Ann Buckley is elected to serve as Acting Secretary-Treasurer in the absence or incapacity of the Secretary-Treasurer, and, as Acting Secretary-Treasurer, she shall have the power and authority to act in lieu of the Secretary-Treasurer. As Assistant Secretary-Treasurer, she shall also have such duties as may be assigned or delegated by the Secretary-Treasurer; and

That Ken Ciriello, Kevin Coffey, Celeste Heinonen and Anna Tenaglia are elected to serve as Assistant Treasurers until the next annual meeting.

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

Port Director - Appointment

Upon a motion duly made and seconded, it was:

VOTED:

The Authority hereby appoints Joseph Morris to the position of Port Director, level 13, effective July 21, 2022, at an annual salary within the established guidelines for that position as recommended by the Chief Human Resources Officer and approved by the CEO and Executive Director. This position will report directly to the CEO and Executive Director.

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

Chief Administrative Officer, Maritime - Appointment

Upon a motion duly made and seconded, it was:

VOTED:

The Authority hereby appoints Lauren Gleason to the position of Chief Administrative Officer, Maritime, level 11, and effective July 21, 2022, at an annual salary within the established guidelines for that position as recommended by the Chief Human Resources Officer and approved by the CEO and Executive Director. This position will report directly to the Port Director.

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

CEO Performance Review

Ms. Wieland presented on FY2022 results achieved with respect to seven Massport FY2022 goals: maintaining safe, secure and healthy facilities, enhancing the customer experience, adapting Massport business model and mitigating financial risk, embedding DE&I into Massport's organizational DNA, re-establishing environmental leadership, bringing about digital transformation, maintaining strong relationships with business partners, customers, stakeholders, and elected officials surrounding communities and employees. Ms. Wieland also noted Massport's goals for FY2023 and she thanked the Board Members and the staff for all their support. Ms. Jacobs, Chair of the Human Resources, Diversity, and Compensation Committee ("HR Committee"), presented Ms. Wieland's performance review on behalf of the Board Members. Ms. Jacobs noted that she, and HR Committee Vice Chair O'Brien and Committee Member Tesler, interviewed Board Members regarding Ms. Wieland's performance in four areas: leadership, strategic thinking, stakeholder engagement, and people management, and that information was supplemented by feedback from key senior staff through interviews conducted by Massport's Chief Human Resources Officer David Gambone. Ms. Jacobs summarized that the feedback received from the process was consistent and extremely positive on all aspects of Ms. Wieland's evaluation and that she has proven herself to be an exceptionally strong and strategic leader especially in light of the pandemic's unprecedented safety and financial challenges. Ms. Jacobs also noted that there were no weaknesses identified or areas where substantial improvement was necessary.

CEO Compensation Adjustment and Performance Bonus

Ms. Wieland left the meeting at 9:55 A.M.

Upon a motion duly made and seconded, it was

VOTED:

To award the CEO of the Authority a compensation adjustment based on Lisa Wieland's performance under her Employment Agreement and consistent with the Authority's performance-based merit increase of 10% of her current salary, to be effective as of July 1, 2022; and to award the CEO a performance bonus under the terms of her Employment Agreement of 10% of her current salary.

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

Ms. Wieland rejoined the meeting at 10:25 A.M.

Strategic Plan

2022 – 2023 Workforce Diversity Business Plan

Ms. Brown-Grier and Mr. Gambone presented information on the Workforce Diversity Plan goals and on the initiatives to attain them, on the creation of the Pathways Program to help build a diverse workforce pipeline, on Massport expanding professional development programming, on HR and Diversity expanding Massport’s programming to continue fostering an inclusive workplace, and noted that Service-Maintenance Internal is the only category with a proposed placement goal in the 2022-2023 Workforce Diversity Plan.

Member Fields left the meeting at 10:30 A.M.

2022 – 2023 Workforce Diversity Business Plan

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, since 1976, the Authority has adopted and pursued programs in furtherance of its continuing efforts to provide employment opportunities in a non-discriminatory manner, consistent with federal and state law; and

WHEREAS, in accordance with applicable regulations, certain goals or benchmarks are set forth in the Workforce Diversity Business Plan as one criterion in the Authority’s assessment of the effectiveness of its outreach, recruitment, and other employment practices; and

WHEREAS, since last revising the Workforce Diversity Business Plan, effective from January 1, 2020 through December 31, 2022, the Authority has undertaken an availability analysis to determine whether a disparity exists between the percentage of people of color and women employed by the Authority in each of its twenty-one job groups and the availability of qualified people of color and women, in the reasonable recruitment area, capable of performing the job duties for each of those job groups; and

WHEREAS, the availability analysis calculates placement goals for people of color or women if a disparity is found to exist; and

WHEREAS, the availability analysis calculated a placement goal for women in the Service-Maintenance Internal job group; and

WHEREAS, with regard to persons with disabilities and protected veterans under the Vietnam Era Veterans’ Readjustment Assistance Act, the Office of Federal Contract Compliance Programs (the “OFCCP”) has established a utilization goal and a hiring benchmark, respectively, to be adopted by employers, without the need for a separate analysis; and

WHEREAS, in order to effectively continue the Authority’s efforts to provide equal employment opportunity, the Authority has proposed revisions to the Workforce Diversity Business Plan, including (i) updating the placement goals for people of color and women; and (ii) updating the hiring benchmark for protected veterans, as established by the OFCCP.

NOW THEREFORE BE IT RESOLVED AND VOTED:

In furtherance of its continuing efforts to provide employment opportunities in a non-discriminatory manner, the Authority hereby adopts the 2022 – 2023 Workforce Diversity Business Plan presented at this meeting and filed in the records of the Authority and directs the Chief Executive Officer to take all steps necessary to implement the Workforce Diversity Business Plan.

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

Community Outreach Committee

Real Estate and Strategic Initiatives Committee

Facilities and Construction Committee

MPA - L1584 Airfield and Terminal Fueling Improvements - Logan International Airport, East Boston, MA, Full Project Budget

Ms. Burdi presented information on the components of the Airfield and Terminal Fuel Improvements Project schedule and budget.

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 the Airfield and Terminal Fueling Improvements (MPA L1584) subject to the following conditions: funds expended for the Airfield and Terminal Fueling Improvements Capital Project shall not exceed \$50,500,000.00 (the "Approved Full Budget"), as shown on the Financial Summary presented at the Board Meeting on July 21, 2022; 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 Full Budget; and the Director of Capital Programs and Environmental Affairs also shall report any material changes to the scope of the work for this Capital Project as described in the backup materials presented at the Board Meeting on July 21, 2022. 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, Jacobs, O'Brien, Nucci, Sen, and Tesler voted Yes.

MPA – L1540 Piers Park II, Logan International Airport, East Boston, MA, Full Project Budget

Ms. Burdi and Ms. Hoang presented information on the Piers Park II project scope and conditions of satisfaction, and on the project timeline, sustainability and MWBE components.

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 the Piers Park II (MPA L1540) subject to the following conditions: funds expended for the Piers Park II Capital Project shall not exceed \$20,000,000.00 (the “Approved Full Budget”), as shown on the Financial Summary presented at the Board Meeting on July 21, 2022; 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 Full Budget; and the Director of Capital Programs and Environmental Affairs also shall report any material changes to the scope of the work for this Capital Project as described in the backup materials presented at the Board Meeting on July 21, 2022. 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, Jacobs, O’Brien, Nucci, Sen, and Tesler voted Yes.

Audit and Finance Committee

S&P Credit Rating Upgrade on MPA Bonds

Mr. Pranckevicius presented information on S&P Global Ratings upgrading Massport’s bond rating to ‘AA’ on improved market position.

Issuance of Revenue Green Bonds Series 2022-A Results

Ms. Tenaglia presented information on Massport issuing \$121M of Green Bonds to fund the Terminal E Modernization Project, on the sale of the Series 2022-A Bonds being very successful despite a more challenging market backdrop in 2022 relative to the past several years, and on the 2022 bond issue completing financing for the Terminal E Modernization project.

FAA BIL Grants Matching Funds

Mr. Pranckevicius presented information on recommending Federal FAA BIL (Bilateral Infrastructure Law) grant matching funds.

Upon a motion duly made and seconded, it was

VOTED:

RESOLUTION PROVIDING FOR AN INCREASE TO THE FY22-FY24 CAPITAL PROGRAM AND A TRANSFER OF FUNDS FROM THE IMPROVEMENT AND EXTENSION FUND TO THE CAPITAL BUDGET FUND

The Members of the Massachusetts Port Authority (the “Authority”) hereby find and resolve as follows:

WHEREAS, on April 14, 2022, the Board approved the FY22-24 Capital Program; and

WHEREAS, the FY22-24 Capital Program requires a mix of funds to finance the program, including internally generated funds; and

WHEREAS on June 16, 2022, the Board approved a transfer of funds from the Improvement and Extension Fund to the Capital Budget Fund, to fund the FY22-24 Capital Program in the amount of \$80 million; and

WHEREAS, on July 7, 2022, the Authority was awarded two discretionary grants by the Federal Aviation Administration (“FAA”) that will be issued under the Airport Terminal Program (“ATP”), which was created by the Infrastructure and Investment and Jobs Act (“IIJA”), commonly known as the Bipartisan Infrastructure Law (“BIL”); and

WHEREAS, the first grant of \$50 million is for a project that consists of the rehabilitation and renovation of the existing Terminal E facilities, which will replace the HVAC system, expand the baggage claim area to accommodate the on-going gate expansions, improve and expand the curbside area and rehabilitate the existing ticket counter area, gates and jet bridges; and

WHEREAS, the second grant of \$12 million is for a project that consists of the replacement and rehabilitation of the arrival roadways for Terminals A and E and the roadway between Terminals C and E; and

WHEREAS, the first grant requires the Authority to contribute \$38 million in matching funds and the second grant requires the Authority to contribute \$3 million in matching funds; and

WHEREAS, when the FY22-24 Capital Program was approved by the Board, staff communicated, and it was understood, that in the event the Authority was awarded these BIL grants, it would be necessary to amend the FY22-24 Capital Program and also approve the matching funds required to advance these two projects;

NOW, THEREFORE, the Members of the Authority hereby resolve as follows:

1. The FY22-24 Capital Program is hereby amended and increased by \$103 million to advance these two BIL grant and Authority funded projects resulting in a total FY22-24 Capital Program totaling approximately \$1.4 billion.
2. That the FY22-24 Capital Program be adjusted by funding project L1757 Terminal E Improvements in the amount of \$88 million, increasing project L1597 Logan Roadway Improvements to total \$15 million, and reducing project L1682 Logan Jet bridge Improvements by \$10 million.

3. That \$28 million in funds now on deposit in the Improvement and Extension Fund from earnings exceeding budget forecasts in FY22 are hereby authorized to be transferred to the Capital Budget Fund pursuant to this Resolution, and that these funds will supplement the approximately \$13 million previously allocated project funding and reassigned to fund Authority's required match of these two BIL grants.

4. This Resolution shall take effect immediately.

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

Assent Agenda

Logan Airport Building Cleaning Services Option Year Two Contract Extension

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 and deliver on behalf of the Authority an amendment to the C&W Facility Services Inc. contract ("Contract") for building cleaning services at Boston Logan International Airport in order to extend the term of the Contract for one (1) year through September 30, 2023 and amend the not to exceed amount set forth in the Contract. The not to exceed amount for the extended one-year term shall be \$16,685,407.29, including \$565,852.36 in incentive/contingency funding and \$629,264.15 for the Terminal B to C expansion, for a new total not to exceed amount of \$76,426,860.42. The amendment shall contain such other terms and conditions as the Authorized Officer executing in accordance with this vote deems necessary or desirable.

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

Logan and Worcester Baggage Handling System Operations and Maintenance Option Year
One Contract Extension

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 and deliver on behalf of the Authority an amendment to the Elite Line Services, Inc. contract (“Contract”) for Baggage Handling System Operations and Maintenance at Boston Logan International Airport and Worcester Regional Airport in order to extend the term of the Contract for one (1) year through August 31, 2023 and amend the not to exceed amount set forth in the Contract. The not to exceed amount for the extended one-year term shall be \$5,861,562.85. Given the unexpended contract balance of \$4,124,009.32, the total contract amount shall increase by \$1,737,553.53 for a new total not to exceed contract amount of \$17,966,393.86. The amendment shall contain such other terms and conditions as the Authorized Officer executing in accordance with this vote deems necessary or desirable.

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

The meeting adjourned at 11:15 A.M.

Ann Buckley
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Board Book
2. PowerPoint Presentation Slides