

MASSACHUSETTS PORT AUTHORITY  
MINUTES FOR THE REMOTE MEETING  
HELD ON JULY 20, 2023 AT 9:00 A.M.

The meeting of the Members of the Massachusetts Port Authority was held on July 20, 2023. The following Members participated remotely pursuant to Chapter 2 of the Acts of 2023: Newly elected Chair Patricia A. Jacobs, presided, Lewis G. Evangelidis, Warren Q. Fields, John A. Nucci, Sean M. O'Brien, Laura Sen and Gina Fiandaca. 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, Joseph Morris, Port Director, Luciana Burdi, Director Capital Programs & Environmental Affairs, Kwang Chen, Chief Information Officer, Alaina Coppola, Director, Community Relations and Government Affairs, Andrew Hargens, Chief Development Officer, Dan Gallagher, Director of Aviation Business and Finance, and Ann Buckley, Assistant Secretary-Treasurer were in attendance.

The meeting commenced at 9:02 A.M.

Ratification and approval of the minutes of the June 15, 2023 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the June 15, 2023 Board Meeting.

Members Evangelidis, Jacobs, Nucci, O'Brien, Sen, and Fiandaca 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 strategy related to the deployment of security personnel or devices and litigation.

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

Mr. Evangelidis stated that the Authority will reconvene after Executive Session.

The Executive Session adjourned at 9:25 A.M.

PUBLIC SESSION

Chairman's Comments

Mr. Evangelidis noted the Board will not meet in August. Mr. Evangelidis remarked that it is a time for transition and in light of his service as chair he is today nominating Ms. Jacobs to become Chair of the Board. Ms. Jacobs thanked the Board for the honor to serve as chair and Mr. Evangelidis for his service and leadership of the Board. All Board Members also thanked Mr. Evangelidis and congratulated Ms. Jacobs on her appointment.

HUMAN RESOURCES, DIVERSITY, AND COMPENSATION/COMMITTEE CHAIR  
JACOBS

Election of Officers

Ms. Jacobs commented there are three separate roll calls and votes necessary for the election of chairperson, election of vice chairperson and the election of officers.

Ms. Jacobs, Human Resources, Diversity and Compensation Committee Chair, requested nominations for Chair of the Authority. In accordance with the Authority's by-laws, the incumbent Chair, Mr. Evangelidis nominated Ms. Jacobs for Chair of the Authority. 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 Jacobs is hereby elected to serve as Chair.

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

Member Jacobs abstained.

#### Election of Vice-Chair

Ms. Jacobs, the newly elected Chair, requested nominations for Vice-Chair. In accordance with the Authority's by-laws, Chair Jacobs nominated Ms. Sen. There were no other nominations.

Upon a motion duly made and seconded, it was

#### VOTED:

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

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

Member Sen 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 Kenneth Ciriello, Glen Goldman, Celeste Heinonen, Paige Lombard and Anna Tenaglia of the Administration & Finance Department are elected to serve as Assistant Treasurers until the next annual meeting.

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

#### CEO Performance Review

Ms. Wieland presented on her FY2023 performance with respect to eight Massport FY2023 goals: maintaining safe, secure and healthy facilities, generating economic impact for the Commonwealth, enhancing the customer experience, improving financial and operational performance, embedding DE&I into Massport's organizational DNA, advancing environmental leadership, bringing about digital transformation, and maintaining strong relationships with business partners, customers, stakeholders, elected officials, surrounding communities and

employees. Ms. Wieland also noted Massport's strategic priorities for FY2025 and she thanked the Board Members and the staff for their support over the past year. Ms. Jacobs, as Chair of the Human Resources, Diversity, and Compensation Committee ("HR Committee"), presented on Ms. Wieland's performance review in four key areas. Ms. Jacobs noted that she, and HR Committee Vice Chair O'Brien and Committee Member Fiandaca, interviewed Board Members regarding Ms. Wieland's performance in four areas: leadership, strategic thinking, stakeholder engagement, and people management. Information was supplemented by feedback from Board Members and key senior staff through interviews conducted by HR Committee and 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. 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 10:00 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 6% of her current salary, to be effective as of July 1, 2023; and to award the CEO a performance bonus under the terms of her Employment Agreement of 10% of her current salary.

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

Ms. Wieland rejoined the meeting at 10:05 A.M.

#### Director of Aviation Presentation

Mr. Freni presented information on Logan Airport outbound passenger activity on Logan Airport passenger activity levels for June 2023 and FY2023, on Logan Airport serving 611,000 outbound passengers for the Independence Day holiday period, exceeding the 2019 holiday volume, on JetBlue terminating the Northeast Alliance with American Airlines, on Logan Airport's Chase Sapphire Lounge being highlighted in the Wall Street Journal, on Worcester Regional Airport ending FY2023 with more passengers than FY2019, and on Hanscom jet activity continuing to normalize after the COVID-related bump, but still exceeding pre-pandemic levels.

#### Director of Maritime Presentation

Mr. Morris presented information on the shipping industry taking steps forward to reduce carbon emissions, on Massport continuing to promote Conley Terminal's strong value proposition, providing consistent service, high weekly frequencies, and expanded global connectivity, on Conley Terminal servicing 9,400 containers in June and finishing FY2023 with over 123,000 containers – 56% higher than FY2022 and 7% higher than budget, on Flynn Cruiseport Boston welcoming 11 cruise ships in June and 89,000+ cruise passengers to date in 2023, on Cunard's *Queen Mary 2* continuing its annual tradition to call on Flynn Cruiseport Boston on the Fourth of July, and on Massport participating in the 23<sup>rd</sup> annual Cruise Canada New England Symposium, promoting cruising from Boston.

#### Report of the CEO

Ms. Wieland presented information on Massport holding its annual One Massport meeting and Outstanding Achievement Awards ceremony with keynote speaker Governor Healey, on Massport launching the Worcester Regional Airport Summer Break marketing campaign, on Logan Airport being the gateway for the 114<sup>th</sup> NAACP National Convention in Boston this Summer, on Logan ending FY2023 with 39M+ passengers, ahead of FY2022 and budget, on financial performance for May 2023, on Massport being awarded the GFOA (Government Finance Officers Association) Certificate of Achievement for Excellence in Financial Reporting, on Massport partnering with the International Brotherhood of Electrical Workers Local 103 on an apprenticeship program, on Massport awarding the 2023 Diversity STEM and Memorial Scholarships and David W. Davis Memorial Internship, on Massport exceeding its DE&I goal for Charitable Contributions for FY2023, on Stone Living Lab beginning deploying vegetation mats for the Emerald Tutu project at the Boston Shipyard and Marina (BHSM) in East Boston, on Massport building a culture of sustainability and innovation, a key pathway for achieving Massport Net Zero goals, and on Runway 15R-33L at Logan Airport closing next month for rehabilitation and safety enhancements.

#### Sumner Tunnel Update

Ms. Wieland presented information on the first two weeks of the tunnel closure, Massport is continuing to support MassDOT's critical infrastructure project while balancing Massport's

mission and broad range of stakeholders. Mr. Barrera presented information on Massport utilizing tools, options and resources to mitigate tunnel closure impacts, on congestion in the Ted Williams Tunnel – Westbound (TWT-W) beginning earlier than usual on weekday closures and lasting throughout the day, on MassDOT and State Police closely coordinating and deploying traffic management tools to ease congestion on area roads and maintaining safety on airport roads, and on preliminary data indicating that transit ridership is up, on MBTA Wonderland partnership facilitating Logan employee transit use.

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

## STRATEGIC PLAN

### SAFETY AND SECURITY/COMMITTEE CHAIR O'BRIEN

#### Training Update

Mr. Shaw presented information on Massport hosting a week of fire rescue training at Conley Terminal, and on a response to a Hazardous Materials (HAZMAT) incident scenario bringing together Unified Command partners at Conley Terminal. Fire Chief Joseph DeGrace presented information on a cargo ship offloading at Port of Newark killing 2 firefighters, injuring several others. Mr. Shaw presented information on Massport continuing to support airline preparedness training.

### COMMUNITY OUTREACH/COMMITTEE CHAIR NUCCI

### REAL ESTATE AND STRATEGIC INITIATIVES/COMMITTEE CHAIR FIELDS

#### MMT Update

Mr. Hargens presented information on the upcoming RFI soliciting preliminary development concepts for Parcel 4, targeting maritime industrial/seafood processing uses with a preference for seafood uses, and on the RFI objectives and next steps informing a future procurement process.

Boston Fish Pier LSF Quality Control Center, LLC Lease Agreement

Mr. Hargens presented information on a lease amendment for PPX headquarters office space at the Boston Fish Pier, and on location context.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, LSF Quality Control Center, LLC (“LSF”) entered into that certain ground sublease dated December 20, 2002 (as amended, the “MMT Ground Sublease”) with the Authority for the Legal Sea Foods Quality Control Center (the “Center”) located at One Seafood Way in the Massport Marine Terminal, South Boston, MA; and

WHEREAS, Stavis Seafood LLC’s (“Stavis”) predecessor in interest, Stavis Seafood, Inc. had entered into a lease agreement dated January 8, 2003 (as amended, the “Lease”) with the Authority for Suite 305 located on the third floor of the West Building, on the Boston Fish Pier, containing 9,155 square feet of office space (the “Leased Premises”); and

WHEREAS, on June 21, 2023, LSF and Stavis closed on a transaction whereby LSF assigned its interest in the Center and the MMT Ground Sublease to Stavis, and Stavis assigned, among other things, its interest in the Leased Premises to LSF; and

WHEREAS, to maximize the utility of the Lease, LSF has (i) requested an option to extend the term of the Lease for two (2) additional years from December 31, 2027 to December 31, 2029 (the “Extended Term”), on the same terms and conditions as set forth in the Lease except that annual rent during the Extended Term will adjust to fair market rent; and (ii) agreed to release the Authority from its obligation to provide 45 off-site parking spaces under the Lease; and

WHEREAS, the extension of the term of the Lease benefits the Authority by securing a longer term tenant for one of the larger third floor office spaces at the Fish Pier with a significant increase in rent revenues; and

WHEREAS, staff recommends that the Board approve an amendment of the Lease on the terms set forth below.

NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

1. The Chief Development Officer and the Chief Legal Counsel, or their respective designees, are hereby authorized to negotiate, and the Chief Executive Officer and Executive Director, the Director of Administration and Finance and Secretary-Treasurer, and Assistant Secretary-Treasurer, each acting singly (each an “Authorized Officer”) are hereby authorized to execute and deliver on behalf of

the Authority, an amendment to the Lease with LSF, which amendment shall (i) provide LSF with an option to extend the term thereof for two (2) additional years from December 31, 2027 to December 31, 2029, on the same terms and conditions as set forth in the Lease except that rent will adjust to fair market rent rates; and (ii) release the Authority from its obligation to provide 45 off-site parking spaces to the tenant under the Lease.

2. The amendment shall contain such other terms and conditions, not inconsistent with this Vote, as the Authorized Officer executing such amendment in accordance with this Vote may determine are necessary or desirable.
3. Each Authorized Officer is further authorized to execute and deliver on behalf of the Authority any and all other related documents, certificates or instruments, or agreements, and to take any other actions deemed necessary or desirable to effectuate the amendment, provided all such documents, certificates, instruments or actions are substantially consistent with this Vote. Any such other related documents, certificates, instruments and agreements arising out of this Vote shall contain such other terms and conditions as the Authorized Officer deems necessary or desirable.

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

#### AUDIT AND FINANCE/COMMITTEE CHAIR SEN

##### Passenger Boarding Bridges and Baggage Handling Systems Maintenance Contract

Mr. Gallagher presented information on staff recommending executing a new 3-year agreement with JSM Airport Services (JSM) for passenger boarding bridges and baggage handling systems at Logan Airport.

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 negotiate, execute, and deliver on behalf of the Authority an agreement with JSM Airport Services, LLC for the Passenger Boarding Bridges and Baggage Handling Systems Maintenance Contract in the not-to-exceed amount of \$27,225,278.00 for a three year period. The agreement shall contain such other terms and conditions as the Authorized Officer executing said agreement in accordance with this vote deems necessary or desirable.

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



FACILITIES AND CONSTRUCTION/COMMITTEE CHAIR JACOBS

ASSENT AGENDA

Credit Card Processing Services Contract Amendment

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director, the Director of Administration & Finance and Secretary-Treasurer, or the Assistant Secretary-Treasurer, each acting singly (each, an "Authorized Officer"), to execute and deliver on behalf of the Authority an amendment to the existing agreement with Wells Fargo Bank, N.A. and Wells Fargo Merchant Services, L.L.C. (collectively, "Wells Fargo") for the provision of credit card processing services for the Authority to (i) extend the term of the agreement to June 30, 2025 and (ii) increase the not-to-exceed amount by \$8,400,000.00, resulting in a new not-to-exceed amount of \$28,200,000.00. The amendment shall contain such other terms and conditions as the Authorized Officer executing the amendment, in accordance with this vote, deems necessary or desirable.

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

Logan Employee Wonderland Garage Parking Rate

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Authority currently has Logan Airport ("Airport") employee parking on-Airport, at the employee parking garage in Chelsea ("Chelsea Garage") as well as an overflow lot located across the street from the Chelsea Garage (collectively with the Chelsea Garage, the "Chelsea Parking Assets"); and

WHEREAS, in response to the Sumner Tunnel closure, the Authority executed an agreement with the Massachusetts Bay Transportation Authority ("MBTA") for Airport employee parking at Wonderland Station ("Wonderland Garage"), which will reduce congestion on the Route 1A corridor by removing vehicles from regional roadways, leverage existing rail infrastructure and promote high-occupancy vehicle use, as well as relieve pressure on Chelsea Parking Assets; and

WHEREAS, staff recommends that the Members of the Authority establish an employee monthly parking rate of \$125 per permit for parking in the Wonderland Garage, equivalent to the current employee parking pricing at the Chelsea Parking Assets.

NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

Effective July 21, 2023, Wonderland Garage employee parking shall be set at One Hundred Twenty Dollars (\$125.00) per permit per month, until such time as a new rate is established.

All other parking rates and charges applicable to employee parking, including on-Airport and at the Chelsea Parking Assets, will remain unchanged.

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

Public Comment

Ms. Sabine von Mering, resident of Wayland, stated her strong opposition and environmental concerns relating to North Airfield hangar development at Hanscom Airfield.

The public session adjourned at 11:04 A.M.

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Ann Buckley  
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Board Book
2. PowerPoint Presentation Slides



MASSACHUSETTS PORT AUTHORITY  
MINUTES OF THE REMOTE SPECIAL MEETING HELD ON  
AUGUST 3, 2023 AT 8:00 A.M.

The special meeting of the Members of the Massachusetts Port Authority was held on August 3, 2023. The following Members participated remotely pursuant to Chapter 2 of the Acts of 2023: Chair Patricia A. Jacobs, presided, Laura Sen, Lewis G. Evangelidis, Warren Q. Fields, John A. Nucci, Sean M. O'Brien and Gina Fiandaca. 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, Joseph Morris, Port Director, Luciana Burdi, Director Capital Programs & Environmental Affairs, Kwang Chen, Chief Information Officer, Alaina Coppola, Director, Community Relations and Government Affairs, Andrew Hargens, Chief Development Officer and Ann Buckley, Assistant Secretary-Treasurer were in attendance.

The meeting commenced at 9:01 A.M.

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 and preparation for negotiations with nonunion personnel, since a discussion in open session may have a detrimental effect on the negotiating position of the Authority.

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

Ms. Jacobs stated that the Authority will reconvene after Executive Session.

PUBLIC SESSION

The Public Session recommenced at 8:50 A.M.

HUMAN RESOURCES, DIVERSITY, AND COMPENSATION/COMMITTEE CHAIR JACOBS

Strategy in Preparation for Negotiations with Nonunion Personnel

Ms. Wieland provided information on her decision to resign, effective November 3rd, after four years as CEO. Ms. Wieland express support for Ed Freni, Director of Aviation as interim CEO until a search for permanent CEO is completed. Ms. Wieland acknowledged the great work done by the Massport team, the great experience it has been for her, and she thanked the Members for all their support. Each Board Member thanked Ms. Wieland for her exceptional service, leadership and accomplishments as Massport's CEO and wished her the best in her future endeavors. Each of the Members reiterated Mr. Freni's experience and support for his appointment as interim CEO. Each of the Members also acknowledged Ed Freni as a great choice as interim CEO during the permanent CEO search.

Acting Chief Executive Officer/Executive Director - Appointment

Upon a motion duly made and seconded, it was

**VOTED:**

The Authority hereby appoints Edward Freni to the position of Interim Chief Executive Officer/Executive Director, effective at 5:00 P.M. on November 3, 2023.

Edward Freni, in the performance of his duties as Interim Chief Executive Officer/Executive Director, shall be the chief executive officer of the Authority and at all times shall be subject to the supervision and direction of the Board. In addition to the duties usual to a chief executive officer, he shall perform such duties and have such powers as the Board may specify by resolution or vote and shall be charged with the general duty of implementing policies of the Authority as they are from time to time adopted. The Chair of the Human Resources Diversity & Compensation Committee is authorized to negotiate an additional compensation incentive in recognition of Mr. Freni's service as Interim Chief Executive Officer/Executive Director and bring to the Board with a recommendation.

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

The public session adjourned at 9:02 A.M.

Ann Buckley  
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Votes

