

MASSACHUSETTS PORT AUTHORITY
MINUTES FOR THE REMOTE MEETING
HELD ON FEBRUARY 15, 2024 AT 9:00 A.M.

The meeting of the Members of the Massachusetts Port Authority was held on February 15, 2024. The following Members participated remotely pursuant to Chapter 2 of the Acts of 2023: Vice-Chair Laura Sen, presided, Lewis G. Evangelidis, Warren Q. Fields, John Nucci, and Sean M. O'Brien. Edward C. Freni, Interim Chief Executive Officer & Director of Aviation, Catherine McDonald, Interim Chief of Staff & Chief Legal Counsel, John P. Pranckevicius, Director of Administration and Finance and Secretary-Treasurer, 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 9:04 A.M.

Public Comment

Anne Buxton Sobol, Michael C. Kiefer, Tica de Moor and Sue Swanson, all residents of neighboring communities around Hanscom Field, each stated their strong opposition and concerns regarding environmental impacts from the North Airfield Hangar Development at Hanscom Field.

Ratification and Approval of the minutes of the January 18, 2024 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the January 18, 2024 Board Meeting.

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

Chair's Comments

Vice-Chair Sen noted the Board will move into Executive Session and will reconvene in public session.

The Public Session concluded at 9:21 A.M.

Public Session resumed at 10:05 A.M.

Report of the CEO

Mr. Freni presented information on Massport hosting Anti-Human Trafficking Awareness Training for the Logan Airport community, on Boston being selected as one of 14 North American cities to host the 2026 FIFA World Cup, on Pembroke kicking off its retail program for the Commonwealth Pier Redevelopment by announcing two new restaurant tenants slated to open in 2025, on the White House announcing that Massport will receive a \$12M FAA Airport Terminal Program Grant, on financial performance for December 2023, on Logan passenger activity exceeding forecast as the economy remains strong, on Massport piloting the use of renewable diesel, on Massport completing construction of the Barry Field Connector, adding a section of Harborwalk to improve pedestrian safety and access for the Charlestown community, and on Massport and concession partners supporting Angel Flight New England.

Director of Aviation Presentation

Mr. Freni presented information on passenger activity at Logan Airport being up over last year, while aircraft operations are down, on Austrian Airlines announcing new nonstop service between Boston Logan and Vienna, on other services starting or returning in March, on Worcester Regional Airport servicing 15,000+ passengers in January, on The Boston Globe recognizing Worcester Airport Deputy Director Andy Davis and the Airport's 2023 performance, on total operations at Hanscom Field declining by 12% in January over the prior year, and on Marty St. George returning to JetBlue as President.

Director of Maritime Presentation

Mr. Morris presented information on Conley Terminal handling 17 vessels in January and over 11,800 containers, and on Global ocean alliances being shifted with the formation of the Gemini Corporation, consisting of European-based carriers Maersk and Hapag-Lloyd.

STRATEGIC PLAN

Flynn Cruiseport Boston Business Update

Ms. Gleason presented information on the global cruise industry being back and breaking pre-pandemic levels, on cruise activity creating \$135M of economic value for the Commonwealth and supporting the region's tourism and hospitality sectors, on cruise activity at Flynn Cruiseport Boston generating revenue for businesses across the Commonwealth, on cruise line partners supporting local businesses by sourcing seafood from Massport's Fish Pier tenants, on Flynn Cruiseport Boston being an attractive market for fly-in passengers because of its proximity to Logan Airport, on Flynn Cruiseport Boston having a strong rebound in cruise activity in 2023, on Massport expecting a robust 2024 cruise season at Flynn Cruiseport Boston, on the 2024 sea, Flynn Cruiseport Boston season having an anticipated record eight homeport ships and five repositioning cruises with unique itineraries, on Flynn Cruiseport Boston being forecasted to serve 465K passengers in 2024, on Flynn Cruiseport Boston's rebound from the pandemic

driving volume growth and improved financial performance, on Flynn Cruiseport Boston continuing to see larger cruise ships cascade into the market, and on accommodating anticipated 4,000 – 5,000 passenger homeport vessels presenting operational challenges.

HOV Update

Mr. Barrera presented information on Massport’s ground transportation strategy focusing on HOV, sustainability and efficiency, on Massport executing its ground access strategy to move more people in fewer vehicles in an efficient, customer-friendly and environmentally responsible way, on Logan Express setting a record of 2.3M riders in 2023, on in 2023 more than 1.5M passengers using private, scheduled buses to access Logan, a 96% return to 2019 levels, on Blue Line Airport Station ridership recovering 90% of 2019 ridership, the strongest recovery among MBTA subway lines, on the Silver Line 1 serving 1.5M Logan Airport riders in 2023, on Massport launching two new HOV services for Logan Airport employees, and on Massport advancing initiatives supporting the decarbonization of the Logan Airport ground transportation fleet.

SAFETY AND SECURITY/COMMITTEE CHAIR O’BRIEN

REAL ESTATE AND STRATEGIC INITIATIVES/COMMITTEE CHAIR FIELDS

HUMAN RESOURCES, DIVERSITY, AND COMPENSATION/COMMITTEE CHAIR JACOBS

COMMUNITY OUTREACH/COMMITTEE CHAIR NUCCI

CAC Update

Ms. Coppola presented information on the January CAC meeting.

FACILITIES AND CONSTRUCTION/COMMITTEE CHAIR EVANGELIDIS

MPA L1686 – Air Traffic Control Tower Improvements, Logan International Airport, East Boston, MA, Partial Project Budget

Ms. Burdi presented information on Air Traffic Control Tower (ATCT) improvements to renovate and modernize the tower, and on the ATCT improvements improving safety and operations.

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity), 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 commence, continue and complete the Authority’s Capital Project known as L1686 Air Traffic Control Tower Improvements (MPA L1686) subject to the following conditions: funds expended for the L1686 Air Traffic Control Tower Improvements Capital Project shall not exceed \$20,000,000.00 (the “Approved Partial Project Budget”), 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 Partial Project 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 February 15, 2024. The Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity) 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, not inconsistent with this vote, as the Authorized Officer executing such agreement deems necessary or desirable.

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

MPA L1697 - Terminal B Roadway & Garage Optimization, Logan International Airport, East Boston, MA, Partial Project Budget

Ms. Burdi presented information on the Terminal B Roadway & Garage Optimization Project and on the Terminal B Roadway & Garage optimization scope, funding and schedule.

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity), 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 L1697 Terminal B Roadway & Garage Optimization (MPA L1697) subject to the following conditions: funds expended for the L1697 Terminal B Roadway & Garage Optimization Capital Project shall not exceed \$40,000,000.00 (the “Approved Partial Project Budget”), 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 Partial Project 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 February 15, 2024. The Chief Executive

Officer and Executive Director (or any officer authorized to serve in an interim capacity) 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, not inconsistent with this vote, as the Authorized Officer executing such agreement deems necessary or desirable.

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

MPA L1809 – Terminal C Improvements, Logan International Airport, East Boston, MA, Partial Project Budget

Ms. Burdi presented information on the scope of Terminal C Improvements Project, and on the Terminal C Improvements Project enhancing passenger processing and customer experience.

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity), 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 commence, continue and complete the Authority's Capital Project known as L1809 Terminal C Improvements (MPA L1809) subject to the following conditions: funds expended for the L1809 Terminal C Improvements Capital Project shall not exceed \$7,000,000.00 (the "Approved Partial Project Budget"), 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 Partial Project 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 February 15, 2024. The Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity) 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, not inconsistent with this vote, as the Authorized Officer executing such agreement deems necessary or desirable.

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

AUDIT AND FINANCE/COMMITTEE CHAIR SEN

Airport Shuttle Bus Contracts

Mr. Gallaher presented information on Airport Shuttle Operation & Maintenance procurement process, on the Airport Shuttle contract continuing existing on-airport shuttle service, while enabling Net Zero fleet electrification and providing for potential HOV growth strategies, on the Airport Shuttle Fleet maintenance transition plan, on the Airport Shuttle Net Zero fleet decarbonization plan, on best and final offers revealing Yankee being the lower-cost option for Scope 1 and Paul Revere being the lower-cost option for Scope 2 and on the proposed Airport Shuttle contract values representing the costs to fully staff current and future growth in Airport Shuttle service supporting HOV.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Logan Airport Shuttle Bus System (“Airport Shuttle”) is a critical operating element of Logan Airport, carrying millions of passengers annually and providing connections between passenger terminals and the Rental Car Center, the MBTA Blue Line, the Economy Parking Garage/Overflow Lots, the Water Shuttle, the Logan Office Center, the South Cargo Area, the Chelsea Employee Garage and Winthrop/East Boston via the Sunrise Shuttle; and

WHEREAS, on July 10, 2023, the Authority released a Request for Proposals (“RFP”) for the Logan Airport Shuttle Bus Operations, Bus Maintenance, and Bus Maintenance Facility Operations contract, which required primarily utilizing the existing Massport-owned Airport Shuttle bus fleet and having an initial term of three years with two (2) one (1) year options; and

WHEREAS, the RFP required each respondent to identify an off-Airport bus maintenance facility for the relocation of the storage and maintenance of the Airport Shuttle fleet from the current Green Bus Depot in the North Service Area, to enable the Authority’s development of infrastructure and facilities necessary to transition the Airport Shuttle fleet to zero-carbon-emissions electric buses, consistent with the Authority’s net zero goal; and

WHEREAS, on September 28, 2023, the Authority received two proposals-one from Paul Revere Transportation, LLC (“Paul Revere”), the current operator, and one from A Yankee Line, Inc. (“Yankee”); and

WHEREAS, the Selection Committee (“Committee”) conducted a comprehensive review of each proposal, reviewed responses from each respondent to clarifying questions posed in writing by the Committee, and conducted in-person interviews with each respondent (collectively, each a “Proposal”), followed by site visits to each respondent’s proposed

off-Airport bus maintenance facility, and subsequently reviewed two rounds of best and final offers (each, a “BAFO”) submitted by each respondent; and

WHEREAS, the Committee evaluated the Proposals and BAFOs in light of the RFP evaluation criteria and the best interests of the Authority and recommends a partitioned scope of work and the award of two contracts for the Airport Shuttle service with two separate scopes of work to Paul Revere and Yankee.

NOW THEREFORE BE IT RESOLVED AND VOTED:

The Director of Aviation or his designee and the Chief Legal Counsel or her designee are hereby authorized to negotiate, and the Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity), Director of Administration & Finance and Secretary-Treasurer, or Assistant Secretary-Treasurer, each acting singly, (each, an “Authorized Officer”) are each hereby authorized to execute and deliver, on behalf of the Authority, agreements with Paul Revere Transportation, LLC and A Yankee Line, Inc., respectively, for the operation and maintenance of the Logan Airport Shuttle bus service, the provision of an off-Airport bus maintenance facility and bus maintenance facility management and operations. Each agreement shall have an initial term of three (3) years through September 30, 2027. The Authority shall have two (2) one (1) year options under each agreement to extend the term. The not-to-exceed amounts payable to Paul Revere Transportation, LLC and A Yankee Line, Inc. over the five-year term shall be \$150,000,000 and \$70,000,000, respectively. The agreements shall contain such other terms and conditions not inconsistent with this vote as the Authorized Officer executing such agreements determines are necessary or desirable.

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

Logan Airport Non-Terminal Buildings Cleaning Services Contract

Mr. Gallagher presented information on Non-Terminal Buildings Cleaning Services Contract procurement schedule, on best and final offers and on incentives and recommendations.

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity), the 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 C&W Facility Services Inc. for janitorial services for Boston Logan International Airport non-terminal buildings in the not-to-exceed amount of \$8,464,119 for a three year period, with two one-year options to renew. The agreement shall contain

such other terms and conditions, not inconsistent with this vote, as the Authorized Officer executing such agreement deems necessary or desirable.

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

FY24 Six Month Financial Performance

Mr. Prankevicius, presented information on the first six months of FY24, on business activity growth driving first half of FY24 revenue 16% higher to \$582M, an \$82M increase over the prior year period, on HOV investments, the Sumner Tunnel closure and demand driven business expenses resulting in \$78M of additional expense, for a total of \$466M, on first half of FY24 operating income being \$116M, an increase of \$3M compared to last year.

ASSENT AGENDA

Logan Airport Aerovías de México, S.A. de C.V. ("AeroMexico") Air Carrier Operating Agreement

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity), 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 Air Carrier Operating Agreement with Aerovías de México, S.A. de C.V. ("AeroMexico") to allow AeroMexico to conduct operations at Boston Logan International Airport. AeroMexico will pay all applicable fees established by the Authority for use of airport premises, including, but not limited to, landing fees, parking fees, rental charges for terminal or other space at Boston Logan International Airport, and such other charges and fees as the Authority has established or may establish from time to time. Before the agreement is executed, AeroMexico 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 Air Carrier Operating Agreement shall be subject to cancellation or termination by the Authority. This agreement shall contain such other terms and conditions not inconsistent with this vote as the Authorized Officer executing said agreement deems necessary or desirable.

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

Logan Airport Etihad Airways Air Carrier Operating Agreement

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity), 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 Air Carrier Operating Agreement with Etihad Airways (“Etihad”) to allow Etihad to conduct operations at Boston Logan International Airport. Etihad will pay all applicable fees established by the Authority for use of airport premises, including, but not limited to, landing fees, parking fees, rental charges for terminal or other space at Boston Logan International Airport, and such other charges and fees as the Authority has established or may establish from time to time. Before the agreement is executed, Etihad 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 Air Carrier Operating Agreement shall be subject to cancellation or termination by the Authority. This agreement shall contain such other terms and conditions not inconsistent with this vote as the Authorized Officer executing said agreement deems necessary or desirable.

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

Logan Airport Lynx Air Carrier Operating Agreement

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Chief Executive Officer and Executive Director (or any officer authorized to serve in an interim capacity), 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 Air Carrier Operating Agreement with Lynx Air (“Lynx”) to allow Lynx to conduct operations at Boston Logan International Airport. Lynx will pay all applicable fees established by the Authority for use of airport premises, including, but not limited to, landing fees, parking fees, rental charges for terminal or other space at Boston Logan International Airport, and such other charges and fees as the Authority has established or may establish from time to time. Before the agreement is executed, Lynx 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 Air Carrier Operating Agreement shall be subject to cancellation or termination by the Authority. This agreement shall contain such other terms and

conditions not inconsistent with this vote as the Authorized Officer executing said agreement deems necessary or desirable.

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

The public session adjourned at 11:27 A.M.

Ann Buckley
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Board Book
2. PowerPoint Presentation Slides