

MASSACHUSETTS PORT AUTHORITY
MINUTES FOR THE REMOTE MEETING
HELD ON SEPTEMBER 18, 2025 AT 8:30 A.M.

The meeting of the Members of the Massachusetts Port Authority was held on September 18, 2025. The following Members participated remotely pursuant to Chapter 2 of the Acts of 2025: Chair Patricia Jacobs presided, John Nucci, Sean O'Brien, Lewis Evangelidis, Warren Fields, Pamela Everhart and Secretary Monica Tibbits-Nutt. Richard Davey, Chief Executive Officer and Executive Director, Faye Boardman, Chief of Staff, Edward Freni, Executive Director of Aviation, Hank Shaw, Chief Security Officer, Catherine McDonald, Chief Legal Counsel, John Prankevicius, Director of Administration & Finance and Secretary-Treasurer, Lauren Gleason, Port Director, Luciana Burdi, Chief Infrastructure Officer, Taylor Casey, Chief People Officer, Brian Day, Director of Labor Relations, Jennifer Mehigan, Director - Media Relations, Alaina Coppola, Director – Community Relations & Government Affairs, Emir Skokic, Chief Strategy Officer, Tiffany Brown-Grier, Director of Diversity, Equity and Inclusion/Compliance, John Raftery, Chief Marketing Officer, Christine Reardon, Director – Internal Audit, Jill Valdes Horwood, Chief Climate and Resilience Officer, Jarret Wright, Chief Information Officer, Peter Howe, Deputy Director of Roadway Management, Sarah Lee, Transportation Planning Manager and Ann Buckley, Assistant Secretary-Treasurer, were in attendance.

The meeting commenced at 8:31 A.M.

Public Comment

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

Ratification and Approval of the Minutes of the July 17, 2025 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the July 17, 2025 Board Meeting.

Members Jacobs, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

Chair's Comments

Report of the CEO

Mr. O'Brien joined the meeting at 8:54 A.M.

Director of Aviation Presentation

Mr. Freni presented information on the Logan Airport community marking the 24th anniversary of 9/11, on summer activity being a little softer than last year, on Logan Airport seeing a slight decline in activity over the Labor Day holiday weekend, on enhancing runway safety at Logan Airport with Runway 27 EMAS (Engineered Materials Arresting System) project being underway requiring a full closure of the runway September 2 through mid-November, on JetBlue expanding Winter 2025 Florida and Caribbean services from Logan Airport, on JetBlue retiring the Embraer E190, a fleet modernization milestone, on Delta expanding European reach from Logan Airport, on Spirit Airlines filing for repeat Chapter 11 restructuring on August 29, 2025, on Hawaiian Airlines exiting the Boston market – November 2025, on Worcester Regional Airport passengers for FYTD August being down 15% year over year, on Massport participating in Pride Worcester Festival and hosting a Wings for Autism event that drew families from across New England and beyond, on Hanscom Field activity being up this summer primarily due to increases in pilot training, small engine and military activity (Marine Week August 2025), and on Massport participating in the Town of Burlington Touch a Truck event.

Director of Maritime Presentation

Ms. Gleason presented information on Conley Terminal handling 34 vessels and over 23,000 containers in July and August, as shippers advanced volume in anticipation of the holiday season and global trade uncertainties, on Massport applying for a Port Infrastructure Development Program (PIDP) grant to help fund the strategic modernization of Conley Terminal, on the U.S. administration reaching agreements with most major trading partners, on Conley Terminal: hybrid crane retrofit advancing Net Zero goals, on Flynn Cruiseport Boston continuing to see high passenger counts during the summer travel season by welcoming 28 vessels and 129,000+ passengers in July and August, and on Flynn Cruiseport Boston welcoming new cruise brand Virgin Voyages with a special inaugural event for their maiden call to Boston.

HUMAN RESOURCES, DIVERSITY, AND COMPENSATION/COMMITTEE CHAIR
EVERHART

CEO Performance Review

Mr. Davey presented information on launching Authority-wide strategic plan refresh, on advancing ground transportation initiatives, on collaborating with Ride Apps to drive sustainable growth and aligned ground transportation pricing with future infrastructure needs, on making customer satisfaction a top organizational priority, on Massport's efforts at Logan Airport already paying dividends, on Massport making meaningful progress at Logan Airport in year 1, on Massport now turning its focus to elevating customer satisfaction at Flynn Cruiseport Boston, on strong FY25 financial results: revenue and expenses outperforming targets creating financial capacity to fund 5-year CIP, on creating a high-performing, inclusive workplace, on empowering a high-impact leadership team, on reinforcing Massport's commitment to Net Zero by 2031, on immediate impact and long-term transformation, on strengthening relationships and public engagement across the ecosystem, on investing in Massport's neighboring communities, on economic leadership: positioning the Port of Boston for future growth, catalyzing the blue economy, on achieving meaningful progress in safety performance, on strengthening safety with data-driven decisions, on equipping Massport for critical incident response, and on enhanced facility and enterprise resilience.

Chair Jacobs, as Chair of the Authority, presented on Mr. Davey's performance review. Ms. Jacobs noted that all Board Members weighed in with thoughts, comments and feedback regarding Mr. Davey's performance in five areas: leadership, strategic thinking, stakeholder engagement, people management and operations. Information was supplemented by feedback from key senior staff. Ms. Jacobs summarized that the feedback received from the process was consistent and extremely positive on all aspects of Mr. Davey's evaluation and that he has proven himself to be an exceptionally strong and strategic leader.

Mr. Davey left the meeting at 9:27 A.M.

Upon a motion duly made and seconded, it was

VOTED:

To award the CEO of the Authority a compensation adjustment based on Richard Davey's performance under his Employment Agreement and consistent with the Authority's performance-based merit increase of 7% of his current salary with an added 1% of his current salary upon completion of the strategic plan, to be effective as of July 1, 2025; and to award the CEO a performance bonus under the terms of his Employment Agreement of 10% of his current salary.

Members Jacobs, O'Brien, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

Mr. Davey returned to the meeting at 9:34 A.M.

Appointment – Chief Legal Counsel

Ms. Casey presented information on Marie Breen being appointed to Chief Legal Counsel.

Upon a motion duly made and seconded, it was

VOTED:

The Authority hereby appoints Marie Breen to the position of Chief Legal Counsel, level 13, effective on a mutually agreeable date in October 2025, at an annual salary within the established guidelines for that position as recommended by the Chief People Officer and approved by the Chief Executive Officer. This position will report directly to Rich Davey, Chief Executive Officer.

Members Jacobs, O'Brien, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

STRATEGIC PLAN

Ground Transportation Update (Information)

Mr. Davey presented information on keeping the Board informed with regular briefings on ground transportation strategy.

Mr. Howe and Ms. Lee presented information on ground transportation being a collaborative effort across Massport, on approach and goals, on transit mode share reaching a new high of 22% in 2024, and Massport continuing to innovate and pursue new opportunities to encourage transit use, on Massport's ground transportation strategy being focused on moving more people in fewer vehicles, efficiently and sustainably, on Back Bay Logan Express route optimization: faster trips for a better customer experience, on new Ride App initiatives being underway with larger, transformative efforts targeted for 2026, on efforts to reduce truck strikes on the Logan campus showing results, on remote terminal pilot: enhancing customer experience & reducing congestion, and on next update: Spring 2026.

SAFETY AND SECURITY/COMMITTEE CHAIR O'BRIEN

COMMUNITY OUTREACH/COMMITTEE CHAIR NUCCI

REAL ESTATE AND STRATEGIC INITIATIVES/COMMITTEE CHAIR FIELDS

Parcel D-4 Development Project

Mr. Hargens presented information on Massport selecting Seaport Community Partners (SCP) to construct the first all-affordable housing project in the South Boston Waterfront on Parcel D-4, on Parcel D-4 affordable housing – cost and funding update, on affordable housing funding remaining limited and highly competitive, requiring strategic alignment with City and State program parameters, on the revised project being consistent with City and State-funded affordable housing projects and being ready to advance, and on SCP expecting to begin project permitting this fall.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, in September 2023, the Authority designated Seaport Community Partners (“SCP”), a collaboration led by The Community Builders, together with its partners, The Menkiti Group, Sinclair Real Estate Group, and Ionic Development Company, as the developer of Parcel D-4, a mixed-income residential project (the “Project”) following a competitive public solicitation issued on August 17, 2022; and

WHEREAS, in November 2024, the Board approved a term sheet of material terms (“Project Term Sheet”) and authorized staff to negotiate, execute and deliver on behalf of the Authority a development agreement and one or more ground leases for the development of the Project with SCP or its nominee (the “2024 Vote”); and

WHEREAS, because of several factors, including, the increase in construction costs and materials, the constrained urban site and the steel structural construction, the Project’s high cost did not meet the funding parameters of the State and City affordable housing programs; and

WHEREAS, SCP refined the Project by reducing the number of units and floors, along with revisions to the building construction necessary to make this financeable, and as a result, the Project Term Sheet must be amended to reflect these changes.

NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

The Project Term Sheet is revised by deleting the sections entitled “Permitted Uses” and “Tenant Improvements/Project” in their entirety, and replacing them with the following:

PERMITTED USES

The Project is a mixed-income residential development containing approximately 100 income-restricted affordable rental units, which includes building programs supporting the Building’s tenants, and first floor activation to enhance connectivity to D Street.

TENANT IMPROVEMENTS/PROJECT

Tenant Improvements and/or Project contemplated by this Term Sheet shall include a mixed-income residential building containing approximately 100 income-restricted affordable rental units, with programs and amenities for the Building's tenants and street level activation approved by the Authority, containing approximately 100,000 gross square feet of building area, as approved by the Authority in accordance with the Authority's Design Review Process (the "Tenant Improvements"). All residential space will be constructed to have a maximum interior noise level of 45 dBA (Ldn).

In all other respects, the 2024 Vote is affirmed and unchanged.

Members Jacobs, O'Brien, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

Parcel H Outside Closing Date Extension

Mr. Hargens presented information on Lincoln Property Company seeking an extension for its fully-designed and permitted Seaport Circle project due to current market conditions, and on staff recommending a 3-year extension of the outside closing date.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, in January 2021, the Authority designated LO Parcel H LLC, the development team led by Lincoln Property Company, and including Phoenix Property Company, Boston Innovation Land LLC and Boston Collaborative Advisors (collectively, “Developer”), to develop a signature mixed-use commercial development located on Parcel H (the “Project”); and

WHEREAS, in October 2021, the Board approved the Project Term Sheet and authorized staff to negotiate, execute and deliver on behalf of the Authority, a development agreement and one or more ground leases for the development of the Project with Developer or its nominee; and

WHEREAS, in August 2022, Developer and the Authority executed the Development Agreement, and Developer has since completed Project design, pursued and obtained most major permits and in June 2023, applied for a building permit; and

WHEREAS, in response to changing financial markets and a slow-down in life science space leasing in markets including Boston, the lending community implemented pre-leasing tenant pledges as prerequisites to loan commitments, and Developer requested an extension of the outside closing date to allow for additional time to secure a tenant pledge(s); and

WHEREAS, in September 2023, the Board voted to extend the outside closing date for the execution of the ground lease(s) for a period of two years to February 28, 2026; and

WHEREAS, Developer continues to pursue a pre-lease tenant pledge(s) for the Project but given lab market conditions, has requested additional time; and

WHEREAS, staff recommends an extension of the outside closing date for a period of three years, as set forth in this vote.

NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

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”) are each hereby authorized to execute and deliver, on behalf of the Authority, an amendment to the Development Agreement with Developer to extend the outside closing date for the Project ground lease(s) to February 28, 2029, and such other terms and conditions not inconsistent with this vote as the Authorized Officer executing such amendment to the Development Agreement may determine are necessary or desirable.

Members Jacobs, O’Brien, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

FACILITIES AND CONSTRUCTION/COMMITTEE CHAIR EVANGELIDIS

MPA L1366 and L1832 - North Service Area Optimization Program, Logan International Airport, East Boston, MA, Revised Partial Project Budget

Ms. Burdi presented information on the North Service Area Optimization – existing conditions (2025), on the North Service Area Optimization – post 2030, on a rendering of North Service Area Optimization – aerial view looking east, and on overall schedule and Board recommendation.

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 actions necessary or desirable and to execute agreements necessary or desirable in order to continue and complete the Authority’s Capital Project known as the North Service Area Optimization Program (MPA L1366 and L1832) subject to the following conditions: funds expended for the MPA L1366 and L1832 North Service Area Optimization Program Capital Project shall not exceed \$275,000,000 (the “Revised Partial Project Budget”); the Chief Infrastructure Officer 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 Revised Partial Project Budget; and the Chief Infrastructure Officer also shall report any material changes to the scope of the work for this Capital Project as described in the materials presented at the Board Meeting on September 18, 2025. The Chief Executive Officer and Executive Director or his designee 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 Jacobs, O’Brien, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

MPA L1840 - Logan National Pollutant Discharge Elimination System Permit Infrastructure Improvements, Logan International Airport, East Boston, MA, Partial Project Budget

Ms. Burdi presented information on background/program overview, on project scope, and on Board recommendation.

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 actions necessary or desirable and to execute agreements necessary or desirable in order to commence and complete the Authority’s Capital Project known as the Logan National Pollutant Discharge Elimination System (“NPDES”) Permit Infrastructure Improvements (MPA L1840) subject to the following conditions: funds expended for the MPA L1840 Logan NPDES Infrastructure Improvements Capital Project shall not exceed \$40,000,000 (the “Partial Project Budget”); the Chief Infrastructure Officer 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 Partial Project Budget; and the Chief Infrastructure Officer also shall report any material changes to the scope of the work for this Capital Project as described in the materials presented at the Board Meeting on September 18, 2025. The Chief Executive Officer and Executive Director or his designee 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 Jacobs, O’Brien, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

AUDIT AND FINANCE/COMMITTEE CHAIR JACOBS

FY25 RATES AND CHARGES TRUE-UP

Mr. Gallagher presented information on US DOT/FAA regulations guiding how airline rates and charges are determined, on FY25 rates and charges recovering over \$600M, representing half of Massport's revenues, on the FY25 airline budget and activity performance, on FY25 budgeted expense and revenue offsets performance, on FY25 terminal area and airline activity true-up rates, on Rental Car Center overview, on FY25 Rental Car Center activity true-up rates and on next steps.

Logan Landing Fee

Upon a motion duly made and seconded, it was

VOTED:

To establish on behalf of the Authority in accordance with 740 CMR 21.24 and 740 CMR 21.100, Appendix C, an adjustment to the landing fee rate at Boston-Logan International Airport for the period of July 1, 2024, through June 30, 2025, which landing fee rate shall be \$6.17 per thousand pounds of certificated landed weight of the aircraft conducting the particular landing operation with a minimum landing fee of \$30.00 for fixed wing aircraft and \$30.00 for rotary wing aircraft.

Logan Terminal Building Rental Rates

Upon a motion duly made and seconded, it was

VOTED:

To establish on behalf of the Authority an adjustment to the terminal building rates and passenger fees for Boston-Logan International Airport for the period of July 1, 2024, through June 30, 2025, which shall be as follows:

| <u>A. Building Rates:</u> | <u>Rate</u> |
|--------------------------------------------|-----------------------------------------|
| Terminal A | \$211.37 per square foot per year |
| Terminal B | \$188.49 per square foot per year |
| Terminal B BHS Facility | \$ 9.82 per square foot per year |
| Terminal B Pier A BHS Facility | |
| Terminal Rate per Carrier | \$13.57 per square foot per year |
| Per Outbound checked bag | \$8.81 per outbound checked bag |
| Terminal C - Main Terminal | \$290.68 per square foot per year |
| Terminal C - Upper Piers | \$168.07 per square foot per year |
| Terminal C - Lower Piers | \$ 95.71 per square foot per year |
| Terminal C - Pier A Upper Pier | \$150.36 per square foot per year |
| Terminal C – Pier A Lower Pier | \$145.58 per square foot per year |
| Terminal E - Type 1 Space | \$193.75 per square foot per year |
| Terminal E - Type 2 Space | \$196.75 per square foot per year |
| Terminal E - Type 3 Space | \$207.25 per square foot per year |
| Amelia Earhart (Regional Carrier Facility) | \$ 56.74 per square foot per year |
| | |
| <u>B. Passenger Fees:</u> | <u>Terminal E Common Use Facilities</u> |
| Inbound International | \$14.89 per passenger |
| Outbound | \$ 5.62 per passenger |
| Inbound Non-FIS/Domestic | \$12.68 per passenger |
| Check in Fee | \$10.00 per passenger |

Logan CBIS (Checked Baggage Inspection System) Baggage Screening Facility Fee

Upon a motion duly made and seconded, it was

VOTED:

To establish on behalf of the Authority an adjustment to the CBIS Baggage Screening Facility Fee at Boston-Logan International Airport which CBIS Baggage Screening Facility Fee shall be \$2.05 per checked bag for the period July 1, 2024, through June 30, 2025.

Logan Rental Car Center Rental Rates

Upon a motion duly made and seconded, it was

VOTED:

To establish on behalf of the Authority an adjustment to the following facility rates and fees for the Rental Car Center at Boston Logan International Airport effective from July 1, 2024, through June 30, 2025.

| A. <u>Facility Rates</u> | <u>Rate</u> |
|---------------------------------------|-----------------------------------|
| Customer Service Center Facility Rent | \$275.63 per square foot per year |
| Garage Facility Rent (Levels 1-3) | \$2.86 per square foot per year |
| Garage Facility Rent (Roof Level) | \$1.52 per square foot per year |
| Quick Turn Around Facility Rent | \$6.03 per square foot per year |

| B. <u>Fees</u> | <u>Rate</u> |
|-------------------------------------------------------------------------------|-------------|
| Common Airport Transit System Fee ("CATS") \$10.36 per rental car transaction | |

On items #8 through #11 as set forth on the Agenda, Members Jacobs, O'Brien, Evangelidis, Everhart, Nucci, Fields, Tibbits-Nutt voted Yes.

Brand Marketing Agency Contract

Mr. Raftery presented information on Brand Marketing Agency Contract overview, on strategic goals for new agency, on RFP process and recommendations.

Upon a motion duly made and seconded, it was

VOTED:

The Chief Marketing Officer and the Chief Legal Counsel, and their designees, are hereby authorized to negotiate, and 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”), are hereby authorized to execute and deliver, on behalf of the Authority, an agreement with Allen & Gerritsen, Inc. to provide brand marketing agency services for an initial term of three (3) years with two (2) one-year options, commencing on or after October 1, 2025. The not-to-exceed amount payable for the five-year term, including all option years, shall be \$12,500,000. The agreement shall contain such other terms and conditions not inconsistent with this vote as the Authorized Officer executing the agreement deems necessary or desirable.

Members Jacobs, O’Brien, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

ASSENT AGENDA

MPA L1584 – Airfield and Terminal Fueling Improvements, Logan International Airport, East Boston, MA, Revised Full Project 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 actions necessary or desirable and to execute agreements necessary or desirable in order to continue 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 MPA L1584 Airfield and Terminal Fueling Improvements Capital Project shall not exceed \$53,500,000 (the “Revised Full Project Budget”); the Chief Infrastructure Officer 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 Revised Full Project Budget; and the Chief Infrastructure Officer also shall report any material changes to the scope of the work for this Capital Project as described in the materials presented at the Board Meeting on September 18, 2025. The Chief Executive Officer and Executive Director or his designee 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 Jacobs, O’Brien, Evangelidis, Everhart, Nucci, Fields and Tibbits-Nutt voted Yes.

Chair Jacobs noted there is no Executive Session.

The public session adjourned at 10:45 A.M.

Ann Buckley
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Board Book
2. PowerPoint Presentation Slides