

MASSACHUSETTS PORT AUTHORITY  
MINUTES FOR THE REMOTE MEETING  
HELD ON MARCH 16, 2023 AT 9:00 A.M.

The meeting of the Members of the Massachusetts Port Authority was held on March 16, 2023. 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 June 16, 2022: Chairman Lewis G. Evangelidis, presided, Patricia A. Jacobs, Warren Q. Fields, John A. Nucci, 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, James 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, David Ishihara, Director of Aviation Services, and Ann Buckley, Assistant Secretary-Treasurer were in attendance.

The meeting commenced at 9:03 A.M.

Chairman's Comments

Mr. Evangelidis noted that the agenda order for today's Board Meeting will start in public session, then go into executive session and not return to public session.

Public Comment

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

Ratification and approval of the minutes of the February 16, 2023 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the February 16, 2023 Board Meeting.

Members Evangelidis, Jacobs, Fields, Nucci, and Sen voted Yes.

## PUBLIC SESSION

### Director of Aviation Presentation

Mr. Freni presented information on February school vacation weeks (MA & NH) producing a high level of activity at Logan, on Logan Airport passenger activity levels for February 2023, on budget transatlantic carrier, Norse Atlantic, announcing that it will add Boston Logan – London Gatwick service in September, Worcester Regional Airport passenger volume for February continuing to be strong, on Massport collaborating with JetBlue on an Education Vacation Campaign for Worcester Regional Airport, on Hanscom jet activity continuing to exceed 2019 levels, but trending down compared to last year, and on Massport participating in an FAA Safety Summit in response to recent aviation incidents.

### Director of Maritime Presentation

Mr. Morris presented information on global shipping demand weakening amid falling imports and excess capacity, on the recent Trans-Pacific Maritime Conference (TPM) highlighting volatility and forecasting weak demand for US imports, on Conley Terminal servicing 8,000 containers in February as import volumes struggle nationally amid inflation concerns and overall declining consumer demand, on Flynn Cruiseport's season starting March 31<sup>st</sup> as Massport welcomes back the *Norwegian Pearl* for weekly sailing to Bermuda, on a new Wave Season Marketing Campaign for Flynn Cruiseport Boston launching this month, and on Princess Cruises announcing Boston as their new Homeport partner starting in 2024.

### Sumner Tunnel Update

Mr. Barrera presented information on MassDOT revising the Sumner Tunnel full closure schedule to reduce impacts this summer, on the revised schedule spreading Phase 2 construction over the next two summers, and on Massport fully engaging in MassDOT's newly-formed Sumner Tunnel Working Groups.

### Report of the CEO

Ms. Wieland congratulated Board Member Sean O'Brien on being recently appointed to the Advisory Committee for Trade Policy and Negotiations (ACTPN) and on being honored for his work raising funds for autism. Ms. Wieland presented information on passenger volume trending upward, but a full recovery is not expected until after FY23, on financial performance for January 2023, on the FAA awarding a \$22.5M FY23 Airport Terminal Program (ATP) grant to Massport, on Massport hosting a Black History Month Art Exhibit at Worcester Regional Airport, on a BEST Hospitality Training Center opening at the Omni Boston Hotel at the Seaport, on Massport setting a goal to reach NetZero by 2031 for emissions within its direct control (Scope 1 and 2) and working to influence Scope 3 emissions, on Massport's 2031 timeline aligning with the NetZero trajectories for both the federal government and the Commonwealth, on one year into the NetZero journey, Massport is advancing initiatives focused on reducing long-term emissions, on Massport seeking to invest \$500M+ over the next five years toward its NetZero goal, and on Massport's NetZero focus in the next quarter.

Strategic Plan

FY23 – FY27 Capital Improvement and Financial Plans

Ms. Wieland presented information on Massport targeting a \$3.2B Capital Improvement Plan (CIP) pre-pandemic, on Massport suspending \$1B of projects due to COVID financial impacts, on the current FY23 - FY27 CIP restoring \$0.5B of projects, and on beyond the current CIP, Massport needing to invest an additional \$5B+ over the next 10 years to support the Commonwealth's economic, transportation, and climate goals.

FY23 – FY27 Capital Improvement Plan

Ms. Burdi presented information on the FY23 - FY27 Capital Program committing \$2.7B for improving and maintaining Massport's critical transportation assets, on the top proposed/ongoing projects in the CIP accounting for \$1.3B, or approximately 50%, of the entire CIP, on future improvements to Terminal E, funded with BIL Grants and other sources, ensuring efficient operations, passenger convenience and environmental sustainability, on airfield safety improvements at Logan, Hanscom and Worcester being funded with Federal grants and Massport resources, on the CIP investing over \$150M in HOV initiatives, on various Maritime projects, on the FY23 – FY27 CIP investing \$500M+ for NetZero projects, and on the Capital Program creating more than 26,000 jobs.

5-Year Financial Plan to Support the FY23 – FY27 Capital Improvement Plan

Mr. Prankevicius presented information on higher business activity producing an 11% increase in CIP funding capacity compared to the FY22 – FY26 financial plan, on a 7% increase in the 5-year revenue forecast enabling service restoration, offset inflationary cost increases, and add CIP funding capacity, on higher business activity, completion of the Terminal E project, strategic initiatives and community commitments increasing operating expenses by 7.4%, on the FY23 – FY27 financial plan using a balanced approach to finance the \$2.7B CIP, and on next steps.

FY23 – FY27 Capital Program

Upon a motion duly made and seconded, it was

VOTED:

To approve the attached Capital Program for Fiscal Years 2023-2027 (also referred to as the FY2023-2027 Capital Investment Plan (CIP)).

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

\*A copy of the Capital Program for Fiscal Years 2023-2027 is kept with the Board Minutes on file with Secretary-Treasurer.

Safety and Security Committee

Training Update

Mr. Shaw presented information on Massport kicking off an Active Shooter Emergency Response Program for the Cruiseport, on Massport launching Hanscom Field preparedness training, emphasizing a whole community approach, and on Massport supporting Japan Airline's emergency response training.

Human Resources, Diversity, and Compensation Committee

Designation of Committees, Committee Chairs and Vice-Chairs, and Committee Members

Upon a motion duly made and seconded, it was

VOTED:

In accordance with Paragraph 4 of Article III of the By-Laws, the following Committees, Committee Chairs, Vice-Chairs and members are designated:

Audit and Finance Committee

Laura Sen, Committee Chair  
Sean O'Brien, Committee Vice-Chair  
Gina Fiandaca, Committee Member

Facilities and Construction Committee

Pattie Jacobs, Committee Chair  
Warren Fields, Committee Vice-Chair  
Lew Evangelidis, Committee Member  
Sean O'Brien, Committee Member

Real Estate and Strategic Initiatives Committee

Warren Fields, Committee Chair  
Gina Fiandaca, Vice-Chair  
Pattie Jacobs, Committee Member  
John Nucci, Committee Member

Human Resources, Diversity, and Compensation Committee

Pattie Jacobs, Committee Chair  
Sean O'Brien, Committee Vice-Chair  
Gina Fiandaca, Committee Member

Community Outreach Committee

John Nucci, Committee Chair  
Warren Fields, Committee Vice-Chair  
Pattie Jacobs, Committee Member

Safety and Security Committee

Sean O'Brien, Committee Chair  
Lew Evangelidis, Committee Vice-Chair  
Laura Sen, Committee Member

In addition to the members listed above, the CEO & Executive Director, or the Chief of Staff as her designee, shall serve as a member of each Committee. Each Committee shall serve in an advisory capacity to the Members of the Authority as a whole, and shall make such recommendations as it deems appropriate to said Members. Three members of a Committee shall constitute a quorum. Committee meetings shall be held in accordance with all applicable provisions of G.L. Chapter 30A, §§18-25, the State Open Meeting Law. Terms of Reference, setting forth the purpose and responsibilities of each Committee, shall be developed by each Committee and shall be reviewed and revised from time to time as necessary and appropriate. The CEO & Executive Director shall designate appropriate staff, as necessary, to assist the Committees.

At the beginning of each meeting of the Members of the Authority, following the report of the CEO & Executive Director, each Committee Chair shall provide a brief summary of his/her Committee's activities since the previous meeting of the Members.

This vote supersedes all prior votes designating Committees or Committee Chairs.

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

Community Outreach Committee

Ms. Coppola presented information on the Massport CAC recent General Meeting.

Real Estate and Strategic Initiatives Committee

South Boston Waterfront Public Realm

Mr. Hargens presented on public realm activation being an integral part of today's urban fabric, on recent public realm activation successes by Massport tenants, on public realm investments by upcoming development projects, on several key Massport public realm programs starting in the South Boston Waterfront, on *BOXES at the Boston Fish Pier* supporting Massport's mission and opening in June, and on *BOXES* offering a flexible space to host a variety of programming to promote and education the public about seafood industry, the working port, and Boston Harbor.

Massport Marine Terminal Parcel 5A Lease Extension

Mr. Hargens presented on an Outside Closing Date extension for the new Aquanor processing and distribution plant.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Authority currently leases from the Economic Development Industrial Corporation of Boston (“EDIC”) a parcel of land in the Boston Marine Industrial Park located on Fid Kennedy Avenue, South Boston, Massachusetts, commonly known as the Massport Marine Terminal (“MMT”), pursuant to Lease dated November 27, 1979 (as amended, the “EDIC Lease”); and

WHEREAS, at its November 15, 2018 meeting, the Members of the Authority (the “Board”) authorized the negotiation, execution and delivery on behalf of the Authority of (i) a development agreement with Pilot Development Partners, Inc. (“Pilot”); and (ii) one or more long-term ground subleases with Pilot or its nominee for the phased development of MMT Parcel 5, both substantially in accordance with the term sheet (“Term Sheet”) presented to the Board at that time; and

WHEREAS, on April 30, 2019, Pilot and the Authority entered into a development agreement for Parcel 5 (as amended, the “Development Agreement”); and

WHEREAS, at its October 21, 2021 meeting, the Board authorized the negotiation, execution and delivery on behalf of the Authority of an Amendment to the Development Agreement which allowed for (i) the relocation of Pilot’s prospective subtenant, Aquanor Marketing, Inc. (“Aquanor”), to relocate its proposed seafood distribution facility from MMT Parcel 6B-2 to MMT Parcel 5A; and (ii) the extension of the Outside Closing Date for MMT Parcel 5A to October 31, 2022; and

WHEREAS, at its October 20, 2022 meeting, the Board authorized the negotiation, execution and delivery on behalf of the Authority of an Amendment to the Development Agreement which allowed for the extension of the Outside Closing Date for MMT Parcel 5A to April 30, 2023; and

WHEREAS, over the past year, Pilot and Aquanor have worked diligently and invested significant resources to advance the Project, but have requested a further extension of the Outside Closing Date in order to obtain all Project permits, finalize its financing and complete negotiations of legal documentation related to the Project, including the sublease; and

WHEREAS, in order to allow Pilot and Aquanor adequate time to obtain all Project permits, finalize its financing and complete negotiations of legal documentation related to the Project, staff recommends that the Board authorize an additional six-month extension of the Project's Outside Closing Date from April 30, 2023 to October 31, 2023.



NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

1. To authorize (i) the Chief Development Officer and the Chief Legal Counsel, and their designees, to negotiate and (ii) 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 Development Agreement (the "Amendment") with Pilot, which extends the Outside Closing Date for delivery of ground sublease(s) with Pilot or its nominee for MMT Parcel 5A by six (6) months from April 30, 2023 to October 31, 2023. The Amendment shall contain such other terms and conditions not inconsistent with this Vote as the Authorized Officer executing the Amendment may determine are necessary or desirable.
2. Each Authorized Officer is further authorized to execute on behalf of the Authority any and all other documents, certificates or instruments, and to take any other actions deemed necessary or desirable to effectuate this Vote, provided all such documents, certificates, instruments or actions are substantially consistent with this Vote.

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

Audit and Finance Committee

Facilities and Construction Committee

Assent Agenda

MassDOT Land Conveyance – B Street/Congress Street

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, in connection with the Central Artery Tunnel project, MassDOT acquired certain property interests in land owned by others via temporary and permanent takings; and

WHEREAS, certain property interests are no longer needed for highway purposes and MassDOT's land ownership boundaries in areas like the South Boston Waterfront are inconsistent with conditions on the ground as they currently exist; and

WHEREAS, in an effort to reflect the as-built conditions in this area and release/convey property interests that are no longer needed for highway purposes, staff from MassDOT, the City of Boston, and Massport have coordinated to review the current ownership lines at the B Street and Congress Street intersection and have recommended changes to better reflect current conditions and current needs; and

WHEREAS, MassDOT desires to convey approximately 1,800 square feet of land to Massport, which includes a crosswalk and several traffic islands and release all of its rights and interests in Congress Street, east of B Street. As a result of the conveyance and release, Massport will own the full intersection, including the traffic signals, the crosswalks, and most of the pedestrian islands; and

WHEREAS, establishing consistent ownership through this action will simplify future operations at this important intersection.

NOW THEREFORE, BE IT RESOLVED THAT:

To authorize the Chief Executive Officer and Executive Director, Director of Administration & Finance and Secretary-Treasurer, or the Assistant Secretary-Treasurer, each acting singly (each an "Authorized Officer"), to take such actions as may be required to accept the delivery of a Deed and Release from MassDOT pursuant to which MassDOT will release its rights and interests in certain property located at the intersection of B Street and Congress Street in South Boston and convey to the Authority an approximately 1,800 square foot parcel of land located west of B Street, all as shown on Exhibit A attached to the Board Memorandum presented herewith.

Each Authorized Officer is further authorized to execute and deliver on behalf of the Authority any and all other related documents, certificates or instruments, and to take any other actions deemed necessary or desirable to effectuate such Deed and Release from MassDOT, provided that all such documents, certificates, instruments or actions are substantially consistent with this Vote.

Members Evangelidis, Jacobs, Fields, Nucci, Fiandaca, and Sen 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.

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

Mr. Evangelidis stated that the Authority will not reconvene after Executive Session.

The public session adjourned at 10:41 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