

MASSACHUSETTS PORT AUTHORITY
MINUTES FOR THE REMOTE MEETING
HELD ON APRIL 13, 2023 AT 9:00 A.M.

The meeting of the Members of the Massachusetts Port Authority was held on April 13, 2023. The following Members participated remotely pursuant to Chapter 2 of the Acts of 2023: Chairman Lewis G. Evangelidis, presided, Patricia A. Jacobs, 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 9:03 A.M.

Public Comment

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

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

Upon a motion duly made and seconded, it was

VOTED:

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

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

Chairman's Comments

Mr. Evangelidis noted the desire of the Board to be able to meet remotely and periodically in person meetings possibly next June, September and January of 2024, including a provision for remote participation as required. Mr. Evangelidis thanked the Board members who attended the recent JetBlue Event at Worcester Regional Airport for the announcement of new services from Worcester Regional Airport to Florida.

Report of the CEO

Ms. Wieland congratulated Joel Barrera on being recently recognized on the historic first-time list of the Get Konnected! Most Influential Men of Color in Boston. Ms. Wieland presented information on the Centers for Disease Control and Prevention (CDC) facilitating an Infectious Disease Response Exercise at Logan Airport, on Massport Care Team members attending a critical family assistance training in March, on JetBlue announcing new services from Worcester Regional Airport, on 10 World Trade being the first Boston project to achieve SITES precertification; the SITES rating system is promoting mental restoration and physical activity in outdoor spaces, on Massport implementing real time bus tracking for Logan Airport shuttles and Logan Express buses availability to passengers on digital signage, the website and mobile platforms, on Logan's passenger volume trending upward, but a full recovery being not expected until after FY23, on financial performance for February 2023, on Fitch Ratings upgrading \$115.6M of Massport's CONRAC (Rental Car Center) Bonds, on Massport celebrating Women's History Month with special guest, Board Vice Chair Pattie Jacobs, on Massport exceeding its DE&I goal for Charitable Contributions for FYTD23 Q3, on Massport recently completing a week-long test of a 100% battery electric street sweeper at Logan Airport, on Massport working with the Stone Living Lab to evaluate two potential locations for the Emerald Tutu along Massport's properties, on Massport continuing to showcase Massport careers on social media to attract interest and talent, on during Women's History Month, the Massport SHE ERG organizing a successful women's shelter drive, on East Boston High School hosting a Young Women's Empowerment Day, and on the 127th Boston Marathon taking place on April 17, 2023.

Director of Aviation Presentation

Mr. Freni presented information on Logan Airport passenger activity levels for March 2023, on Massport recently hosting the 21st Wings for Autism Event at Logan Airport to kick-off World Autism Month, on airlines celebrating two international service launches and a new service announcement last month, on Worcester Regional Airport passenger activity levels for March 2023, and on Hanscom Field aircraft activity levels for March 2023.

Director of Maritime Presentation

Mr. Morris presented information on the U.S. Coast Guard Sector Boston hosting a regional maritime response exercise in March, on Conley Terminal servicing 9,200 containers in March as ocean carrier services returned to weekly frequencies post-Lunar New Year, and on the Flynn Cruiseport Boston welcoming the *Norwegian Pearl* to kick-off the 2023 season.

STRATEGIC PLAN

Maritime Industry Update

Jim Brennan, Principal of Capstan Consulting, presented information on the container shipping industry and the Port of Boston, on Massport container investments achieving their strategic objectives of Boston remaining “in the game” and expanding its global connectivity, on U.S. East Coast gateway versus regional container ports and on general characteristics of international trade, on the pandemic working significant change on the USEC (United States East Coast) container shipping industry, on the state of the container shipping industry today, on the evolving container industry structure, and on implications for the Port of Boston.

Ms. Gleason presented information on Conley Container Terminal being vital to New England supply chains and supporting jobs throughout the Commonwealth, on Conley Terminal Modernization and harbor deepening resulting in more global connections opening up new markets for the Commonwealth and New England, on Conley competing for container business, on Massport’s strategy for Conley building upon the progress made, while incorporating new initiatives to expand Massport’s global service offering and grow volumes, on Conley’s value proposition aligning with ocean carrier and importer/exporter needs and expectations, on Conley Terminal offering six direct services from six shipping lines, providing diverse connection options for New England shippers to over two dozen ports globally, on Massport’s Container Incentive Program providing incentives to importers and exporters, directly influencing demand from cargo owners, on Massport engaging with shippers locally, regionally, and nationally as importers finalize annual service contracts, driving demand and influencing East carrier deployments, and on Massport engaging with ocean carriers in 2024 to negotiate new long-term terminal services agreements.

Acquisition of Enhanced Electric Hybrid Silver Line Buses through Interagency Agreement with the MBTA

Mr. Barrera presented information on Massport partnering with the MBTA to provide new, enhanced electric Silver Line 1 (SL1) buses to serve Logan Airport.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Authority and the Massachusetts Bay Transportation Authority (“MBTA”) entered into an Interagency Agreement dated June 12, 2000 concerning the procurement by the MBTA of Dual-Mode Sixty Foot (60’) Articulated Low-Floor Coaches (“Year 2000 Buses”) and the Authority’s agreement to acquire eight (8) of these Year 2000 Buses to be operated and maintained by the MBTA in the Silver Line 1 Route that serves each of the terminals at Boston Logan International Airport (the “Airport”); and

WHEREAS, as the useful life of the Year 2000 Buses is approaching its end, MBTA has procured forty-five (45) new enhanced electric hybrid buses (“Buses”) including ten (10) Buses dedicated for the Silver Line 1 Route for which the Authority shall reimburse the MBTA a portion of the price of the Buses in an amount not-to-exceed \$16,000,000.00; and

WHEREAS, the Authority and the MBTA desire to enter into a new Interagency Agreement which will detail the acquisition by the Authority of the ten (10) enhanced electric hybrid buses (the “Massport Buses”) which will replace eight (8) of the Year 2000 Buses and two (2) of which will increase the Silver Line 1 Route fleet of buses; and WHEREAS, the new Interagency Agreement shall provide for the reimbursement by the Authority of 76.06% of the MBTA’s acquisition cost of the Massport Buses which percentage share of capital costs was determined in consultation with the Federal Aviation Administration when the Year 2000 Buses were acquired. This percentage is based on the distance from the Airport to the first off-airport stop in relation to the total length of the Silver Line 1 route; and

WHEREAS, the not-to-exceed amount of \$16,000,000 was approved by the Board at its March 16, 2023 meeting as part of the FY23-FY27 Capital Program; and

WHEREAS, staff recommends that the Board authorize the negotiation, execution and delivery of a new Interagency Agreement with the MBTA concerning the acquisition of the Massport Buses.

NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

To authorize (i) the Chief Legal Counsel and her designee to negotiate and (ii) 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 execute and deliver the Interagency Agreement with the MBTA that provides for the acquisition of the ten (10) Enhanced Electric Hybrid Silver Line Buses that will be utilized for the Silver Line 1 Route. The Interagency Agreement may contain such other terms and conditions substantially consistent with this vote as the Authorized Officer executing such agreement in accordance with this vote deems necessary or desirable.

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

SAFETY AND SECURITY/COMMITTEE CHAIR O’BRIEN

HUMAN RESOURCES, DIVERSITY, AND COMPENSATION/COMMITTEE CHAIR
JACOBS

COMMUNITY OUTREACH/COMMITTEE CHAIR NUCCI

REAL ESTATE AND STRATEGIC INITIATIVES/COMMITTEE CHAIR FIELDS

Massport Marine Terminal Parcel 5B Amendment

Mr. Hargens presented information on Massport Marine Terminal (MMT) Parcel 5B being a mixed-use industrial development concept.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Authority currently leases from the Economic Development and 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 a 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 earlier meetings, the Board authorized the negotiation and execution 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 5B to April 30, 2023; and

WHEREAS, under Boston Planning & Development Agency’s update to the existing Flynn Marine Park Master Plan (“Master Plan Update”), allows for MMT Parcel 5B to be developed as a mixed-use maritime industrial/general industrial facility, whereby the upper floors uses would provide financial support for the ground floor maritime industrial uses; and

WHEREAS, the Massachusetts Department of Environmental Protection is still reviewing the Master Plan Update, and has not issued, and may not issue until late 2023 or early 2024, the Consolidated Written Determination, which would confirm the Master Plan Update and effectuate the change of uses at MMT Parcel 5B; and

WHEREAS, over the past year, Pilot, working together with an experienced real estate development partner has made good progress on a design concept for a mixed-use facility on Parcel 5B in line with the uses allowed under the Master Plan Update, but has requested a further extension of the Outside Closing Date to allow Pilot adequate time to

advance design, permitting, financing, and lease negotiations for the development of Parcel 5B as a mixed-use facility; and

WHEREAS, in order to allow Pilot adequate time to advance design, permitting, financing, and lease negotiations for the development of MMT Parcel 5B as a mixed-use facility, staff recommends that the Board authorize an additional twelve-month extension of the Project's Outside Closing Date from April 30, 2023 to April 30, 2024.

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 5B by twelve (12) months from April 30, 2023 to April 30, 2024. 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, O'Brien, Sen, and Fiandaca voted Yes.

Massport Marine Terminal Parcel 5C Amendment

Mr. Hargens presented information on MMT (Massport Marine Terminal) Parcel 5C being a parking garage, ILA (International Longshoremen's Association) union hall, and seafood space development.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Authority currently leases from the Economic Development and 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 a 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.; 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 Development Partners, Inc.’s nominee, Pilot Seafood Parcel 5 LLC (“Pilot”), and the Authority entered into a development agreement for MMT Parcel 5 (as amended, the “Development Agreement”); and

WHEREAS, Pilot in partnership with Marcus Partners (“Marcus”) proposes to construct a parking facility containing between 500 and 600 parking spaces, the majority of which will be available at a reduced parking rate to employees of nearby maritime industrial businesses, together with an International Longshoremen’s Association union hall and small seafood related space on the ground floor of the garage (the “Project”); and

WHEREAS, the Project’s permitting and financing, including an investment from Marcus, is contingent upon the issuance of a Consolidated Written Determination (“CWD”) from the Massachusetts Department of Environmental Protection (“MassDEP”) for the update of the Raymond L. Flynn Marine Park Master Plan (“Master Plan Update”) proposed by the Boston Planning and Development Agency (“BPDA”), the issuance of which is expected in late 2023 or early 2024; and

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

WHEREAS, in order to allow Pilot 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 eighteen-month extension of the Project's Outside Closing Date from April 30, 2023 to October 31, 2024.

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 5C by

eighteen (18) months from April 30, 2023 to October 31, 2024. 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, O'Brien, Sen, and Fiandaca voted Yes.

Massport Marine Terminal Parcel 6B Amendment

Mr. Hargens presented information on Massport Marine Terminal (MMT) Parcel 6B being an O'Hara/Pangea seafood facility development.

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Authority leases a parcel of land from the Economic Development and Industrial Corporation of Boston ("EDIC") in the Boston Marine Industrial Park located on Fid Kennedy Avenue in South Boston, Massachusetts, known as the Massport Marine Terminal ("MMT"); and

WHEREAS, at prior meetings, the Members of the Authority (the "Board") designated Pilot Development Partners, Inc. ("Pilot Development") as the developer of MMT Parcel 6, and authorized the negotiation, execution and delivery on behalf of the Authority of a development agreement and one or more long-term ground sublease(s) with Pilot Development or its nominee for MMT Parcel 6 or portions thereof; and

WHEREAS, on June 30, 2017, the Authority entered into a development agreement (the "Development Agreement") for MMT Parcel 6 with Pilot Development's nominee, Pilot Seafood Properties III LLC ("Pilot"); and

WHEREAS, Pilot with Marcus Partners ("Marcus") working together have advanced the design and permitting for the development of seafood processing, packaging and distribution facilities at MMT Parcel 6B as for two local seafood industry businesses (the "Project") as part of a relocation plan for Marcus' proposed development project at 310 Northern Avenue (the "Northern Avenue Project"); and

WHEREAS, Marcus has invested more than \$1.2 million in pre-construction costs associated with the Project and continues to financially support the pre-construction cost of the Project, including, but not limited to, payment of the monthly Project payments due to the Authority prior to the execution of the ground sublease for MMT Parcel 6B; and

WHEREAS, permitting for the Northern Avenue Project, which triggers the commencement of construction of the Project on MMT Parcel 6B, is contingent on the issuance of a Consolidated Written Determination ("CWD") by the Massachusetts Department of Environmental Protection ("DEP") of the update of the Raymond L. Flynn Marine Park Master Plan ("Master Plan Update") proposed by the Boston Planning and Development Agency ("BPDA"); and

WHEREAS, the Master Plan Update is currently under review by DEP and a CWD is expected to issue on the Master Plan Update in late 2023 or early 2024; and

WHEREAS, in furtherance of the development of MMT Parcel 6B as seafood processing, packaging and distribution facilities, Pilot and Marcus have requested, and staff recommends that the Authority amend the Development Agreement with Pilot to (i) provide Marcus contingent rights to develop Parcel 6B in the event (a) Pilot defaults under the Development Agreement, or (b) both Pilot principals are incapacitated or die; (ii) extend the Outside Closing Date of the execution of the ground sublease for MMT Parcel 6B by six (6) months from December 31, 2023 to June 30, 2024 to allow for the completion of the Master Plan Update; and (iii) memorialize changes to the business terms of the Project to reflect (x) monthly payment by or on behalf of Pilot in consideration of the aforesaid rights and extension, of an amount equal to approximately 1/12 of the Year 1 Fixed Rent commencing on January 1, 2023 and continuing until the earlier to occur of (a) ground sublease execution or (b) June 30, 2024, and (z) provide in lieu of payment of Construction Rent, if any, payments of Fixed Rent to commence upon the execution of the ground sublease and not upon the issuance of a certificate of occupancy for each building on MMT Parcel 6B.

NOW, THEREFORE, BE IT RESOLVED AND VOTED THAT:

To authorize (i) the Chief Development Officer and the Chief Legal Counsel, and their designees, each acting singly, 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 with Pilot to:

- (i) provide Marcus Partners contingent rights to develop MMT Parcel 6B in the event (a) Pilot defaults under the Development Agreement, or (b) both Pilot principals are incapacitated or die;
- (ii) extend the Outside Closing Date of the execution of the ground sublease for MMT Parcel 6B by six (6) months from December 31, 2023 to June 30, 2024; and
- (iii) memorialize changes to the business terms of the Project to reflect (x) monthly payment by or on behalf of Pilot in consideration of the aforesaid rights and extension, of an amount equal to approximately 1/12 of the Year 1 Fixed Rent commencing on January 1, 2023 and continuing until the earlier to occur of (a) ground sublease execution or (b) June 30, 2024, and (z) provide in lieu of payment of Construction Rent, if any, payments of Fixed Rent to commence upon the execution of the ground sublease and not upon the issuance of a certificate of occupancy for each building on MMT Parcel 6B.

1. Each Authorized Officer is further authorized to execute on behalf of the Authority any and all other agreements, documents, certificates or instruments, and to take any other actions deemed necessary or desirable to effectuate this Vote as the Authorized Officer executing such agreements, documents, certificates or instruments or taking such actions, may determine are necessary or desirable, provided all such agreements, documents, instruments or actions are substantially consistent with this Vote.

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

AUDIT AND FINANCE/COMMITTEE CHAIR SEN

Delta Air Lines, Inc. Logan Airport Hangar 92 and Building 94 Lease Agreement

Mr. Gallagher presented information on the current location of Hanger 92 and Building 94 at Logan, on the layout of Hangar 92 and Building 92, on the background of the facilities, and on the key elements of the Hangar 92 and Building 94 Lease.

Upon a motion duly made and seconded, it was

VOTED:

To authorize the Authority's Director of Aviation and Chief Legal Counsel, or their designees, to negotiate, and to authorize the Chief Executive Officer and Executive Director, the Director of Administration and 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 a lease agreement with Delta Air Lines, Inc. ("Delta") for certain premises at Boston-Logan International Airport commonly known as Hangar 92 and Building 94 on the following terms and conditions:

Premises: The Premises shall include: (i) Hangar 92 ("Hangar 92"), which contains approximately 74,026 square feet of hangar floor space; (ii) Building 94 ("Building 94"), which contains a total of approximately 10,549 square feet comprised of (a) approximately 6,464 square feet of aircraft maintenance area, and (b) approximately 4,085 square feet of second floor mixed use space; (iii) Ramp Area ("Ramp Area"), which contains approximately 19,338 square feet; and (iv) Land Area ("Land Area"), which contains approximately 19,363 square feet.

Rent: Delta shall pay the current market rate for hangar space and support building space of \$29.06 per square foot per year for Hangar 92 and Building 94. The hangar space and support building rate shall adjust annually each July 1st in an amount equal to the greater of (i) 100% of the CPI adjustment or (ii) three percent (3%). Delta shall pay the current Board approved land rate of \$5.69 per square foot per year for the adjacent Ramp Area and Land Area as well as the land area on which Hangar 92 and Building 94 sit, which

contains approximately 119,191 square feet of land. The land rate shall adjust annually each July 1st by the Authority's Board at its sole discretion.

Term: The term shall commence on May 1, 2023 and shall consist of an initial term of five (5) years with one (1) five (5) year option term exercisable by Delta.

Investment: Delta shall make improvements in the Premises valued at approximately \$1.2 million. Such improvements shall be completed in accordance with the Authority's Tenant Alteration Application process.

Utilities: All utilities serving the Premises shall be separately metered, if possible, and Delta shall pay for all such utility usage at the Authority's prevailing retail rates.

Common Area/Airport Facilities Charges: Delta shall pay to the Authority any other fees and charges relating to the Authority's operation and maintenance of the Airport including, but not limited to, State Police charges and fees for security badges, parking stickers and ramp permits, provided such fees and charges are assessed to Delta on a non-discriminatory basis in accordance with standard rates established by the Authority from time to time.

Security Deposit: Prior to commencement of the Term, Delta shall deliver to the Authority a security deposit in the form of a letter of credit in an amount equal to three months' rent.

Permitted Uses: The Premises shall be used only for the following uses in accordance with the provisions specified herein, and for no other purposes without prior approval of the Authority: (i) storage of materials and supplies, and (ii) servicing, maintenance, overhaul, repair and testing of Delta's aircraft.

The lease shall contain such other terms and conditions of the lease as set forth in the Authority's standard form of hangar/building lease for Boston-Logan International Airport and as the Authorized Officer executing such agreement, in accordance with this Vote, deems necessary or desirable.

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

FACILITIES AND CONSTRUCTION/COMMITTEE CHAIR JACOBS

MPA L1645 - Runway 15R-33L Rehabilitation and Safety Project, Logan International Airport, East Boston, MA, Full Project Budget

Ms. Burdi presented information on the Runway 15R-33L Rehabilitation and Safety project enhancing safety and maintaining critical infrastructure in a state-of-good-repair, and on the project overview and implementation.

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 L1645 Runway 15R-33L Rehabilitation and Safety Project (MPA L1645) subject to the following conditions: funds expended for the L1645 Runway 15R-33L Rehabilitation and Safety Project shall not exceed \$64,200,000.00 (the “Approved Full 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 Full 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 April 13, 2023. 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. Any agreement arising out of this vote shall contain such other terms and conditions as the Authorized Officer executing such agreement in accordance with this vote deems necessary or desirable.

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

MPA W308 - Runway 11-29 Rehabilitation Project, Worcester Regional Airport, Worcester, MA, Full Project Budget

Ms. Burdi presented information on the Runway 11-29 Rehabilitation project enhancing the stakeholder experience and maintaining critical infrastructure in a state-of-good-repair and the Runway 11-29 project phasing being based on expected federal funding schedule while minimizing impacts to stakeholders.

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 W308 Runway 11-29 Rehabilitation Project (MPA W308) subject to the following conditions: funds expended for the W308 Runway 11-29 Rehabilitation Project shall not exceed \$13,000,000.00 (the “Approved Full 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 Full 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 April 13, 2023. 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. Any agreement arising out of this vote shall contain such other terms and conditions as the Authorized Officer executing such agreement in accordance with this vote deems necessary or desirable.

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

ASSENT AGENDA

MarketPlace Concessions Sublease Delegated Authority

Upon a motion duly made and seconded, it was

VOTED:

WHEREAS, the Massachusetts Port Authority (the “Authority”) and MarketPlace Logan, LLC (“MarketPlace”) are parties to a Food & Beverage, News, Duty Free & Specialty Retail Concessions Lease (the “MarketPlace Lease”); and

WHEREAS, MarketPlace is responsible for developing and managing the day-to-day operations of the food & beverage, news, duty free & specialty retail concession program (the “Concession Program”) within the Terminals of Boston-Logan International Airport (the “Airport”), including negotiating subleases with the various concessionaires; and

WHEREAS, staff reviews and approves each sublease and upon such approval, the Authority executes a Consent to Sublease; and

WHEREAS, newly created concession space in the Terminal E Modernization Project, the Terminal C to B Connector, and other future projects (collectively, the “New Concession Space”) will require new subleases, or the amendment of existing subleases; and

WHEREAS, as a result of early terminations, natural expirations or other vacancies, other concession spaces may become available (the “Other Concession Space”); and

WHEREAS, in order to attract first class, high quality vendors in the New Concession Space and in the Other Concession Space, new or amended subleases may require terms of up to twelve (12) years, depending on the size of the capital investment required for build-out, equipment, trade fixtures, etc., and in order to provide a requisite amortization period; and

WHEREAS, the MarketPlace Lease is set to expire on October 31, 2032; and

WHEREAS, staff will be issuing a Request for Proposals (the “RFP”), prior to the expiration of the MarketPlace Lease, for the leasing and management of the Concession Program at the Airport for an ensuing period; and

WHEREAS, subleases entered into, or amended, with terms exceeding the term of the MarketPlace Lease will either revert to the Authority or will be assigned to the successor(s) to MarketPlace following the successor(s)’ selection and approval by the Board.

NOW, THEREFORE, BE IT RESOLVED AND VOTED:

The Chief Executive Officer and Executive Director, the Director of Administration & Finance and Secretary-Treasurer, or the Assistant Secretary-Treasurer (each an “Authorized Officer”), each acting singly, are hereby authorized and directed to execute and deliver, on behalf of the Authority, (i) Consents to Subleases with terms exceeding the term of the MarketPlace Lease (up to twelve (12) years); (ii) Subordination, Non-disturbance and Attornment Agreements for subleases with terms exceeding the term of the MarketPlace Lease; and (iii) related agreements. Each Authorized Officer is hereby authorized and directed to do all acts and things and to execute and deliver any and all agreements, documents, certificates and other instruments, not inconsistent with this Vote, necessary or desirable to effectuate the transactions contemplated by this Vote.

Members Evangelidis, Jacobs, Fields, 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 real estate and litigation.

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

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

The public session adjourned at 10:46 A.M.

Ann Buckley
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Board Book
2. PowerPoint Presentation Slides