

MASSACHUSETTS PORT AUTHORITY
MINUTES OF THE ANNUAL MEETING HELD ON
JULY 21, 2016 AT 9:00 A.M.
ONE HARBORSIDE DRIVE, EAST BOSTON, MA

The annual meeting of the Members of the Massachusetts Port Authority was held at One Harborside Drive, East Boston, Massachusetts on July 21, 2016. Chairman Michael P. Angelini presided. Lewis G. Evangelidis, L. Duane Jackson, John A. Nucci, Sean M. O'Brien, Stephanie L. Pollack, Thomas P. Glynn, CEO and Executive Director, Catherine McDonald, Chief Legal Counsel, Elizabeth Morse, Chief of Staff, John P. Prankevicius, Director of Administration and Finance and Secretary-Treasurer, Houssam H. Sleiman, Director, Capital Programs & Environmental Affairs, Edward C. Freni, Director of Aviation, James Doolin, Chief Development Officer, Betty Desrosiers, Director of Strategic & Business Planning, Lisa Wieland, Port Director, George Naccara, Chief Security Officer, Flavio Leo, Director of Aviation Planning and Strategy, Sal Amico, Aviation Business General Manager, and Michael A. Grieco, Assistant Secretary-Treasurer were in attendance.

The meeting commenced at 9:00 A.M.

Public Comment

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

Ratification and approval of the minutes of the June 23, 2016 Board Meeting

Upon a motion duly made and seconded, it was

VOTED:

To ratify and approve the minutes of the June 23, 2016 Board Meeting.

Members Angelini, Jackson, Nucci, O'Brien, and Pollack voted Yes.

Chairman's Comments

Mr. Evangelidis joined the meeting at 9:10 A.M.

Report of the CEO

Mr. Glynn provided information on security briefings by FBI staff at Board Meetings and Safety and Security Committee Meetings, on new nonstop flight opportunities at Logan Airport (“Logan”), on the potential appeal by JetBlue of the USDOT’s decision to deny JetBlue’s request for a Boston to Havana flight, on the June Custom and Border Protection (“CBP”) and TSA passenger wait times at Logan, on the Uber/Transportation Network Company legislative bills, on recent meetings with the CEOs of JetBlue and Retrix regarding Worcester Airport, on the Economic Development Bill and FASTLANE grant funding for Conley Terminal (“Conley”), on the FY16 container volume record at Conley, on the arrival of the 8,500 TEU Xin Mei Zhou ship at Conley and the Disney Magic and Anthem of the Seas cruise ship arrivals at Cruiseport Boston, on the federal government’s lawsuit against Eversource Energy over the installation of an electrical cable under Boston Harbor, on the appointment of Lisa Wieland to the Marine Transportation System National Advisory Committee, on the request by the Massachusetts Congressional delegation members to the National Academy of Sciences to conduct a study of the health effects of airplane noise and pollution, and on the Authority’s AA bond rating. Mr. Freni provided information on the increase in Logan passengers numbers for June and for the last six months, on the signing of a reimbursable services agreement between the Authority and CBP for staffing at Logan, on the July 1st Logan parking rate increase, and on the retirement of Brian McMorrow.

Strategic Plan Implementation

Terminal E, South Boston Waterfront Transportation Center (“SBWTC”), and Berth 10

Ms. Desrosiers presented information on the Terminal E modernization and the resulting noise and emissions reductions, on the safety, security, and passenger improvements, and on the permitting schedule. Mr. Sleiman presented information on the location of the SBWTC and the two adjoining parcels reserved for future development, on the program elements including 1550 parking spaces, and on the project schedule. Ms. Wieland presented information on the elements of the Conley Terminal (“Conley”) revitalization and on the Berth 10 concept to service up to 10,000 TEU vessels.

Mitigation Policy

Mr. Prankevicius presented information on the history of mitigation in Boston related to the “Big Dig”, Boston’s Article 80 process, and Section 61 environmental mitigation, on six strategic initiatives to expand the Authority’s operational footprint, on Board votes related to community mitigation agreements, on historical project-related community interactions, on the use of supplemental PILOT payments to fund community mitigation, and on the federal oversight of “grandfathered” airport PILOT payments. The Members discussed the adoption of a Mitigation Policy including the distinction between MEPA environmental mitigation and community mitigation, and whether having a formal policy is advantageous in negotiating mitigation agreements.

Safety and Security Committee

Security Drill

Mr. Naccara presented information on the objectives and the participating organizations for an active shooter exercise to be held at Logan in the Fall.

Human Resources and Compensation Committee

Election of Chair

Mr. O'Brien, Human Resources and Compensation Committee Vice-Chair, requested nominations for Chair of the Authority. In accordance with the Authority's by-laws, as the incumbent Chair, Mr. Angelini is automatically nominated. There were no other nominations.

Upon a motion duly made and seconded, it was

VOTED:

In accordance with the provisions of the Enabling Act, Michael P. Angelini is hereby elected to serve as Chair.

Members Evangelidis, Jackson, Nucci, O'Brien, and Pollack voted Yes.

Member Angelini abstained.

Election of Vice-Chair

Mr. Angelini, the newly elected Authority Chair, requested nominations for Vice-Chair. In accordance with the Authority's by-laws, as the incumbent Vice-Chair, Mr. Jackson is automatically nominated. There were no other nominations.

Upon a motion duly made and seconded, it was

VOTED:

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

Members Angelini, Evangelidis, Nucci, O'Brien, and Pollack voted Yes.

Member Jackson abstained.

Election of Officers

Upon a motion duly made and seconded, it was

VOTED:

In accordance with the provisions of the Enabling Act, John P. Prankevicius is hereby elected to serve as Secretary-Treasurer;

That Michael A. Grieco is elected to serve as Acting Secretary-Treasurer in the absence or incapacity of the Secretary-Treasurer, and, as Acting Secretary-Treasurer, he shall have the power and authority to act in lieu of the Secretary-Treasurer. As Assistant Secretary-Treasurer, he shall also have such duties as may be assigned or delegated by the Secretary-Treasurer; and

That Joseph McCann, Francis Sanzone, Christine Donohoe, Anna Tenaglia, Hoishan Chu, and Peter Breiling are elected to serve as Assistant Treasurers until the next annual meeting.

Members Angelini, Evangelidis, Jackson, Nucci, O'Brien, and Pollack voted Yes.

Community Outreach Committee

Runway 4L FAA Environmental Study

Mr. Freni and Mr. Leo presented information on an FAA announcement on RNAV procedures for Runway 4L at Logan providing guidance to pilots in low visibility conditions and reducing weather related delays. The FAA will also conduct an Environmental Assessment which will include additional analysis and public outreach.

Real Estate and Strategic Initiatives Committee

Waterside Place Phase II

Mr. Doolin presented information on the project location and development plan, on the approvals from the Boston Civic Design Commission, on the addition of a stairway between the Silver Line Station and the project, and on the development schedule.

Facilities and Construction Committee

MPA L1430 – Terminal B Post Security Concourse from Gates 37/38 to the Food Court,
Logan International Airport, East Boston, MA, Partial Project Budget

Mr. Sleiman presented information on this project providing a post security connector between Gates 37 and 38 and the existing Terminal B food court from the main security checkpoint. The project also includes replacing ceilings and duct distribution systems.

Upon a motion duly made and seconded, it was

VOTED:

To authorize the CEO & Executive Director, Secretary-Treasurer or Assistant Secretary-Treasurer 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 Terminal B Post Security Concourse from Gates 37/38 to the Food Court (MPA L1430) subject to the following conditions: funds expended for the Terminal B Post Security Concourse from Gates 37/38 to the Food Court Capital Project shall not exceed \$5,000,000.00 (the "Approved Partial Budget") as shown on the Financial Summary presented at the Board Meeting on July 21, 2016; the Director of Capital Programs and Environmental Affairs will provide to the Board annual updates on expenditures, contract amendments and change orders related to the Terminal B Post Security Concourse from Gates 37/38 to the Food Court Capital Project and 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 Budget; the Director of Capital Programs and Environmental Affairs shall also report any material changes to the scope of work for the Capital Project as described in the back up materials presented at the Board Meeting on July 21, 2016. The CEO & 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. The Authority intends to fund all or a portion of the cost of this Capital Project with tax exempt bonds. Any agreement arising out of this vote shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Angelini, Evangelidis, Jackson, Nucci, O'Brien, and Pollack voted Yes.

Audit and Finance Committee

Logan Concession RFP Update

Mr. Amico noted that the RFP was issued on July 18th and he presented information on the program scope, goals, and schedule. Ms. McDonald noted that all parties downloading the RFP will be sent a letter from the Authority reinforcing the one point of contact requirement.

Baggage Handling System Operations and Maintenance Contract

Upon a motion duly made and seconded, it was

VOTED:

To authorize the CEO & Executive Director, Secretary-Treasurer or Assistant Secretary-Treasurer to execute on behalf of the Authority an agreement with Engie Services, Inc. for baggage handling systems operation and maintenance services in the not-to-exceed amount of \$14,426,587.00 for a three year period. The agreement shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Angelini, Evangelidis, Jackson, Nucci, O'Brien, and Pollack voted Yes.

2016 Bond Sale

No discussion.

Assent Agenda

MPA A366-S1 – FY16-FY18 Construction Escort Support Services, Logan International Airport, East Boston, MA, Construction Contract Amendment

Upon a motion duly made and seconded, it was

VOTED:

To authorize the CEO & Executive Director, Secretary-Treasurer or Assistant Secretary-Treasurer to execute on behalf of the Authority an amendment to the agreement for MPA A366-S1 – FY16-FY18 Construction Escort Support Services with Liberty Construction Services in the not-to-exceed amount of \$1,000,000.00 resulting in a total not-to-exceed amount of \$2,000,000.00. The amendment shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Angelini, Evangelidis, Jackson, Nucci, O'Brien, and Pollack voted Yes.

Logan Terminal Building Cleaning Contract Amendment

Upon a motion duly made and seconded, it was

VOTED:

To authorize the CEO & Executive Director, Secretary-Treasurer or Assistant Secretary-Treasurer to execute on behalf of the Authority an amendment to the agreement with C&W Facility Services, Inc. for building cleaning services. Under the terms of the amendment the not-to-exceed amount shall be increased \$30,203,724.36 for the Year 1 and 2 options periods resulting in a total not-to-exceed amount of \$64,242,526.09 for the period ending September 30, 2018. The amendment shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Angelini, Evangelidis, Jackson, Nucci, O'Brien, and Pollack voted Yes.

Dark Fiber Telecommunication and Data Circuits Contract Amendment

Upon a motion duly made and seconded, it was

VOTED:

To authorize the CEO & Executive Director, Secretary-Treasurer or Assistant Secretary-Treasurer to execute on behalf of the Authority a consolidated and restated agreement with Light Tower Fiber Networks, LLC for the use of its dark fiber telecommunication and data circuits. Under the terms of the consolidated and restated agreement the not-to-exceed amount will be increased \$1,885,300.00 for a five year period resulting in a total not-to-exceed amount of \$2,873,240.00 for the approximately eight year period ending June 30, 2021. The consolidated and restated agreement shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Angelini, Evangelidis, Jackson, Nucci, O'Brien, and Pollack voted Yes.

Airfield Lighting Supplies Purchase Order Supplements

Upon a motion duly made and seconded, it was

VOTED:

To authorize the CEO & Executive Director, Secretary-Treasurer or Assistant Secretary-Treasurer, or their respective designees, to issue on behalf of the Authority one or more supplements to the purchase orders with Cooper Crouse-Hinds LLC for the purchase of airfield lighting supplies for Logan, Hanscom, and Worcester Airports in the not-to-exceed amount of \$1,340,000.00 resulting in a total not-to-exceed amount of \$2,435,000.00 for the period ending March 31, 2019. The supplements to the purchase orders and all related documents shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Angelini, Evangelidis, Jackson, Nucci, O'Brien, and Pollack voted Yes.

Building Energy Management & Direct Digital Control Systems Maintenance Contract
Amendment

Upon a motion duly made and seconded, it was

VOTED:

To authorize the CEO & Executive Director, Secretary-Treasurer or Assistant Secretary-Treasurer to execute on behalf of the Authority an amendment to the agreement with Automated Logic Contracting Services, Inc. for maintenance, repair, and support services for the Building Energy Management (“BMS”) and Direct Digital Control (“DDC”) Systems at Logan Airport. Under the terms of the amendment the not-to-exceed amount shall be increased \$340,300.00 for the Year 2 option period resulting in a total not-to-exceed amount of \$1,478,380.00 for the five year period ending August 31, 2017. The amendment shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Angelini, Evangelidis, Jackson, Nucci, O’Brien, and Pollack voted Yes.

Norwegian Air Operating Agreement

Upon a motion duly made and seconded, it was

VOTED:

To authorize the CEO & Executive Director, Secretary-Treasurer or Assistant Secretary-Treasurer to execute on behalf of the Authority, conditional upon receipt of all required documentation, an agreement with Norwegian Air Shuttle ASA and to take such other action as may be deemed appropriate to allow Norwegian Air Shuttle ASA to conduct operations at Logan International Airport. Norwegian Air Shuttle ASA will pay all applicable fees established by the Authority for use of Airport premises, including but not restricted to landing fees, parking fees, rental charges for terminal or other space at the Airport, and such other charges and fees as the Authority has established or may establish from time to time. Before the agreement is executed, or Norwegian Air Shuttle ASA is otherwise authorized to commence operations, Norwegian Air Shuttle ASA 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 operating agreement shall be subject to cancellation or termination by the Authority. The agreement shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Members Angelini, Evangelidis, Jackson, Nucci, O’Brien, and Pollack voted Yes.

Executive Session

Upon a motion duly made and seconded, it was

VOTED:

That the Authority enter executive session to discuss litigation strategy, specifically regarding mitigation, the Winthrop Foundation, the Hanscom Field Accident Litigation, the 9/11 Litigation, and the Braintree Logan Express Eminent Domain Litigation, since a discussion in open session may have a detrimental effect on the litigating position of the Authority; and

That the Authority enter executive session to consider the purchase, exchange, lease or value of real property, specifically regarding the Summer Street Hotel, the MMT RFP, and the Conroy Development Parcel K, since a discussion in open session may have a detrimental effect on the negotiating position of the Authority; and

That the Authority enter executive session to discuss the deployment of security personnel or devices, or strategies with respect thereto.

Members Angelini, Evangelidis, Nucci, O'Brien, and Pollack voted Yes.

Mr. Jackson was out of the room.

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

The public session recessed at 10:55 A.M.

The public session reconvened at 12:40 P.M.

Adjournment

Upon a motion duly made and seconded, it was

VOTED:

To adjourn at 12:40 P.M.

Adjourned at 12:40 P.M.

Michael A. Grieco
Assistant Secretary-Treasurer

List of Documents and Other Exhibits Used in Public Session

1. Board Book
2. CEO Report PowerPoint
3. Strategic Plan PowerPoint Slide
4. Terminal E Modernization PowerPoint Slides
5. South Boston Waterfront Transportation Center PowerPoint Slides
6. Conley Berths 10 & 11 Improvements PowerPoint Slides
7. Mitigation Policy PowerPoint
8. Safety Drill PowerPoint Slide
9. FAA Logan Runway 4L RNAV Announcement PowerPoint Slides
10. Waterside Place Phase 2 The Drew Company PowerPoint Slides
11. MPA 1430 Terminal B Gates 37-38 Connector PowerPoint Slides
12. Airport Business Office Concession RFP Overview PowerPoint Slides