



#### **MINUTES**

# Meeting of the Massachusetts Department of Transportation Board of Directors JUNE 18, 2025 AT 12:00 P.M.

# 10 Park Plaza, 2<sup>nd</sup> Floor Board Room, Suite 2890 Boston, MA 02116

Public participation and comment was available via written communication, voice message and in-person public comment.

## This meeting was broadcast live online.

**MASSDOT BOARD** 

**MEMBERS** 

**PARTICIPATING:** 

Chair Monica Tibbits-Nutt, Director Eric Batista

(left meeting at 1:00), Director Ilyas Bhatti, Director Joseph Beggan, Director Richard

Dimino(left meeting at 3:48 p.m.), Director Lisa

lezzoni, Director Tim King, Director Tom

Koch(left meeting at 3:15 p.m.), Director Dean Mazzarella(left meeting at 2:57 p.m.), Director

Thomas McGee

OTHERS

**PARTICIPATING:** 

Highway Administrator Jonathan Gulliver, Registrar of Motor Vehicles Colleen Ogilvie,

Administrator of Rail & Transit Meredith

Slesinger, Acting Aeronautics Administrator Denise Garcia, Undersecretary Hayes Morrison,

Chief Financial Officer David Pottier, Deputy Chief Safety Officer Ryan Frigo, Manager of

Capital Planning Michelle Scott, Director of Major

Projects Mike O'Dowd, Deputy Chief Engineer Jack Moran, Deputy General Counsel Susan Snyder, Outside Counsel Ann Therese Schmidt

**OTHERS PRESENT:** General Counsel Carrie Wicker, Deputy General

Counsel Owen Kane

Chair Tibbits-Nutt called to order the meeting of the MassDOT Board at 12:01 p.m. Owen Kane called the roll of the members participating, being a quorum of the MassDOT Board of Directors:

**Chair Tibbits-Nutt Present Director Batista Present Director Beggan Present Director Bhatti Present Director Dimino** Present **Director lezzoni** Present **Director King** Present **Director Koch Present Director Mazzarella Present Director McGee Present** 

# **Safety Briefing**

Deputy Chief Safety Officer Ryan Frigo presented the Safety Briefing. Mr. Frigo warned of the dangers of excessive heat. He advised the Board and the public to stay hydrated and take breaks in the shade as often as possible, check up on the elderly, sick and those without AC and never leave kids or

pets unattended in vehicles.

#### **Public Comment**

The Board received 192 written comments via email. The comments were provided to the Directors in advance of the meeting and are attached to these minutes. All of the written comments were related to Agenda Item #3, the Service Plaza Operator Procurement. An overwhelming number of comments recommended that the Board select Global Partners for the Project.

After a review of the comments, Deputy General Counsel Kane advised the Board that the comments could be grouped into four distinct categories:

(1) comments from employees, former employees or business associates of Global Partners; (2) comments from individuals and organizations, such as Chambers of Commerce; (3) comments that focus on the charitable activities of Global Partners; and (4) comments that didn't necessarily endorse a particular company but question the selection process, transparency and/or the proposed contract term.

Mr. Kane read into the record at least one comment from each category.

The Board also listened to seven voice mail messages, all on the same topic and all in favor of awarding the contract to Global Partners.

The following individuals also appeared in person and offered testimony to the Board.

- Mark Romaine Chief Executive Officer, Global Partners spoke in favor of awarding contract to Global.
- 2. Matt Spencer -Chief Accounting Officer, Global Partners spoke in favor of awarding contract to Global.
- Jen Faigel CEO, Commonwealth Kitchens spoke in favor of awarding contract to Global.
- Terry Waitt Cystic Fibrosis Foundation spoke in favor of awarding contract to Global.
- 5. Max Slifka SVP, Real Estate, Global Partners spoke in favor of awarding contract to Global.
- 6. Molly Freeman, Sr, Director of People, Global Partners spoke in favor of awarding contract to Global.
- 7. Lori Espino, National MS Society spoke in favor of awarding contract to Global.

- 8. Jesse Herzog spoke in favor of awarding contract to Global.
- Peter Henderson, New England Sports Center spoke in favor of awarding contract to Global.
- Bill Bruce, Global Partners spoke in favor of awarding contract to Global.
- 11. Jeff Mansfield, Global Partners spoke in favor of awarding contract to Global.
- 12. Tom Bleier, Global Partners spoke in favor of awarding contract to Global.
- 13. Drew Carlson, VP Govt. Relations, Global Partners spoke in favor of awarding contract to Global.
- 14. Katie Phelan, Swampscott Selectperson, Global Partners employee spoke in favor of awarding contract to Global.
- 15. Bob Etchingham, Founder/CEO Applegreen spoke in favor of awarding contract to Applegreen.
- 16. Sebastien Sherman, Blackstone spoke in favor of awarding contract to Applegreen.
- 17. Ronan Ryan, Chief Investment Officer, Applegreen spoke in favor of

- awarding contract to Applegreen.
- 18. Stacie Smith, Managing Director, Consensus Building Institute spoke in favor of awarding contract to Applegreen.
- 19. Pat Brophy, Suffolk Construction spoke in favor of awarding contract to Applegreen
- 20.Katie Kearns, Global Partners spoke in favor of awarding contract to Global.
- 21. James Cater, Global Partners spoke in favor of awarding contract to Global.
- 22. Ed Owens, Owens Co. spoke in favor of awarding contract to Global.
- 23. Jan Fuller, National Multiple Sclerosis Foundation, spoke in favor of awarding contract to Global.
- 24.Robert Sullivan, JPS Corp. discussed the Snow & Ice program and expressed concern that the Department was not paying the full performance bonuses.
- 25.David Bennett discussed the Snow & Ice program and expressed concern that the Department was not paying the full performance bonuses.

- 26.Rich Berger discussed the Snow & Ice program and expressed concern that the Department was not paying the full performance bonuses.
- 27. Mike Foley discussed the Snow & Ice program and expressed concern that the Department was not paying the full performance bonuses.

## **Presentations and Actions**

Chief Development Officer Scott Bosworth presented <a href="Item#3">Item#3</a>, a request that the Board of Directors authorize the Secretary/CEO, or her designee, to execute a Transition Agreement (MassDOT Contract No. SPO-1-2025) and Lease and Concessions Agreement (MassDOT Contract No. SPO-2-2026) for the on-going operations and maintenance and revitalization of MassDOT's 18 Service Plazas, with Applegreen MA Investments LLC.

Mr. Bosworth began with an overview of the procurement process followed by the Department. MassDOT publicly noticed an RFP on September 30, 2024, with Initial Proposals (i.e., Statements of Qualifications) due on November 19, 2024. Six Proposers submitted Initial Proposals, and four of the

most highly qualified Proposers were shortlisted. Three shortlisted Proposers submitted final Proposals on April 15, 2025. A committee of seven individuals representing relevant departments within the agency deliberated and voted to select the recommended operator.

MassDOT owns 18 Service Plazas, for which 14 existing leases expire on December 31, 2025, and the remaining four existing leases expire on June 30, 2027. MassDOT issued a Request for Proposals ("RFP") on September 30, 2024, to procure a new single Operator for all 18 Services Plazas under a Lease and Concessions Agreement with a 35 1/3-year term, plus a 10-year option to renew. Prior to the new Operator beginning operations and maintenance of the existing Service Plazas on January 1, 2026, it will enter into a Transition Agreement for a six-month Transition Period in order to ensure a seamless transition from the existing tenants to the new Operator. Applegreen MA Investment LLC has proposed to raze and re-build nine of the Service Plazas with significant renovation of the remaining nine Service Plazas.

The Chair Asked if the proposed 35-year term of the lease was standard for this type of agreement. Mr. Bosworth stated that the term was what potential bidders had requested, due to the large investment the

successful bidder would be making in the service plazas. Such term is consistent with recent agreements in other states (New York, 33 years, New Jersey, 31 years).

Director Beggan stated that this matter was reviewed at last week's Capital Programs Committee. The Committee discussed the matter thoroughly. Director Beggan asked Mr. Bosworth to appear before both the Capital Programs and Finance & Audit Committees on a regular basis to provide updates on this proposed project. The Director also asked that the Department provide an update to both Committees as well as the full Board prior to January 1, 2026. Mr. Bosworth agreed.

Director Dimino agreed with Director Beggan and stated that he believed there are at least two specific points at which the Department should provide updates to the Committees and/or the full Board, when the 6-month Transition Agreement is executed and when the Concession Agreement is ready to be executed.

Director King asked if the conditions expressed by the Capital Programs

Committee, i.e. the Department shall provide sufficient supporting

documentation for its recommendation and/or individual briefings for any

Director prior to today's meeting. Mr. Bosworth stated that he had provided complete documentation and offered briefings to each Director. As he hasn't heard anything to the contrary, he assumes that the Department met the conditions.

Director lezzoni acknowledged that she had received a high level briefing on the project but, until today, didn't fully appreciate the concerns raised by the advocates for Global Partners. Mr. Bosworth stated that the Department's goals are reflected in the RFP, 75% of the goals had nothing to do with finances and are related to hospitality. When the Selection Committee looked at how each proposer addressed rent and capital, the bidders were close, but after reviewing the full proposals, Applegreen stood out.

Director lezzoni asked if the Department had conducted any "secret shopper" visits to Applegreen's New York plazas. Mr. Bosworth replied that the Department did not use so-called "secret shopper" visits but relied upon positive statements from representatives involved in New York's procurement.

Director Bhatti stated that he concurred with his fellow Directors and appreciates the quality-based selection process. He noted that the RFI was

released on April 18, 2024, and the RFP some six months later. He asked what was driving the schedule. Mr. Bosworth stated that the leases on most of the plazas expire on January 1. He indicated that while the schedule is aggressive, both the Department and Applegreen believe it to be doable.

Director lezzoni expressed concern about the apparent lack of local knowledge that was identified by many of the Global advocates and asked what the vendor would do if there is another pandemic. Mr. Bosworth replied that all of the bidders learned a lot during the pandemic and we expect that they would build upon that knowledge.

Director lezzoni referenced the photograph of the restroom in the presentation and stated that it did not look to be convenient for someone in a wheelchair. She hoped that the photo was just illustrative and not the actual design. The Chair asked Mr. Bosworth how deep did the proposers go in accessibility. Mr. Bosworth stated that all proposers committed to be fully ADA accessible. The Chair pressed him on that point and asked what assurances we have that the successful bidder will fully comply at all times. Mr. Bosworth said that we are putting together a team with technical expertise to ensure compliance.

Director lezzoni stated that ADA accessible doesn't mean comfortable.

She wants assurance that the facilities will be comfortable, not simply accessible.

Director McGee asked Mr. Bosworth to, when the Department provides the requested updates to the Committees and full Board, provide more information on the financials. In particular, he would like to see how the projected capital investment plays into the selection of Applegreen.

Director Dimino asked about the reliability of the projected revenue stream. He asked Mr. Bosworth how confident he was that we will get what we have been told. Mr. Bosworth stated that the Applegreen proposal is based on real numbers in ten states. The Department felt that the Applegreen approach to EV charging was realistic and their financial proposal was solid. He stated that revenue is important, but hospitality is also important.

After further discussion:

On motion duly made and seconded, it was by roll call:

**VOTED:** 

That the Board of Directors authorize the Secretary, or her designee, to award and execute the Transition Agreement (MassDOT Contract No. SPO-

1-2025) and Lease and Concessions Agreement (MassDOT Contract No. SPO-2-2026), entitled Service Plaza Operator, with, Applegreen MA Investments LLC, in a form approved by the General Counsel, and to execute any necessary or ancillary documents in the name and on behalf of the Massachusetts Department of Transportation to effectuate this Agreement.

**Chair Tibbits-Nutt** Yes Yes **Director Beggan Director Bhatti** Yes **Director Dimino** Yes **Director lezzoni** Abstain **Director King** Yes **Director Koch** Yes **Director Mazzarella** Yes **Director McGee** Yes

Chief Financial Officer David Pottier presented <u>Item #4</u>, a request for a approval of the interim FY26 Budget proposal.

Mr. Pottier indicated that the fiscal year ended on June 30, and, while a new Budget was recently passed by the Legislature, it has not yet been signed by the Governor, the Department will proceed with an interim budget until the final budget is approved.

To take a conservative approach, the Department's proposed

Operating Budget is based on the House version of the Commonwealth
Transportation Fund (CTF) budget. The lowest among the H.1, House, and
Senate proposals. CTF funding accounts for 72% of MassDOT's non-toll
operating budget.

The proposed interim budget assumes a \$578 million transfer from the CTF for non-toll operations, including \$55 million from Fair Share revenues, representing a net increase of \$39 million.

It also funds Snow & Ice at \$40M, \$5M above FY25's level. While the 5-year average for non-toll snow and ice spending is \$83M, DOT will rely on \$50M in deficiency spending authority to address shortfalls. Mr. Pottier noted that the final number could be as low as \$35M (Senate version).

Director Koch stated, for the record, that he is disappointed by the Chapter 90 funding in the new budget and believes that we can do better.

Director Dimino stated that the Finance & Audit Committee reviewed this proposal and unanimously recommended approval.

On motion duly made and seconded, it was by roll call:

VOTED: To approve the interim FY26 Budget, as presented.

**Chair Tibbits-Nutt** 

Yes

Director Beggan Yes
Director Bhatti Yes
Director Dimino Yes
Director lezzoni Yes
Director King Yes
Director Koch Yes
Director McGee Yes

Deputy Rail & Transit Administrator Tom Schiavone presented **Item # 5**, a request to authorize the Secretary to execute contract number 130461 to transfer \$26,821,970 to the Pioneer Valley Transit Authority.

The FY2026 budget provides the 15 Regional Transit Authorities with State Operating Assistance funding for purposes of operating transit service.

Though all 15 RTAs receive State Operating funding in various amounts, the Pioneer Valley Transit Authority ("PVTA") is the only one that exceeds the signature authority currently delegated to the Secretary/Chief Executive Officer.

Except for the MBTA, PVTA is the largest RTA in Massachusetts. It provides 48 fixed routes and demand response service to the Pioneer Valley region of Western Massachusetts. The service area covers 627 square miles, 24 communities, and a population of over 580,000 people.

### On motion duly made and seconded, it was by roll call:

VOTED: To recommend to the full Board to authorize the Secretary of the Massachusetts Department of Transportation, or their designee, to execute contract number 130461 to transfer \$26,821,970 to the Pioneer Valley Transit Authority and any such amendments as may be required by statute.

Chair Tibbits-Nutt	Yes
Director Beggan	Yes
Director Bhatti	Yes
Director Dimino	Yes
Director lezzoni	Yes
Director King	Yes
Director Koch	Yes
Director McGee	Yes

Manager of Capital Planning Michelle Scott presented **Item #6**, a request to adopt the FY 2026-2030 Capital Investment Plan ("CIP").

The CIP is a rolling five-year plan that funds the planning, construction, and capital maintenance of the transportation system.

The CIP is fiscally constrained and reflects planned spending/cash flows and includes investments in roads and bridges, bicycle and pedestrian facilities, state-funded transit items, state rail network, public use airports, MassDOT-wide enterprise services and the Registry of Motor Vehicles.

Ms. Scott discussed the various CIP funding sources, including Federal Funding, State Funding, MassDOT Sources (i.e. tolls), and other sources such as municipal and local funding.

Beyond Mobility, MassDOT's statewide long-range transportation plan, serves as a blueprint for guiding transportation decision making.

MassDOT's FY26-30 CIP will make connections between Beyond Mobility and capital investments by Identifying how current CIP programs support Beyond Mobility priority areas and address action items, continuing existing or advancing new investments that address priority areas and action items.

The Healey-Driscoll Administration has announced a plan to invest \$8 billion in transportation over the next 10 years. The CIP will advance recommendations from the Transportation Funding Task Force. MassDOT will follow related policy developments and work to reflect enacted legislation and finalized spending plans in the CIP.

Director Beggan indicated that this matter was reviewed by the Capital Programs Committee and after a full discussion, the Committee voted unanimously to recommend this to the full Board.

On motion duly made and seconded, it was by roll call:

VOTED: To approve the Fiscal Year 2026-2030 Capital Investment Plan ("CIP"), and to authorize the Secretary/CEO, in the name of and on behalf of the Massachusetts Department of Transportation, to take any steps deemed necessary and appropriate to provide notice to the Legislature and public of the CIP.

Chair Tibbits-Nutt	Yes
Director Beggan	Yes
Director Bhatti	Yes
Director Dimino	Yes
Director lezzoni	Yes
Director King	Yes
Director Koch	Yes
Director McGee	Yes

Director of Major Projects, Mike O'Dowd, then presented Item #7, a request to authorize and approve the Secretary/CEO, or her designee, to execute MassDOT Contract No. 608514-129544 titled BEVERLY- TEMPORARY BRIDGE CONSTRUCTION, B-11-001, BRIDGE STREET OVER BASS RIVER (HALL-WHITAKER DRAWBRIDGE), for Temporary Bridge Construction and Demolition of existing bridge, with MAS Building & Bridge Inc., for the amount of \$21,954,371.31.

The work under this Contract consists of the construction of a fixed temporary bridge structure and associated roadway approaches located to the south of the existing Hall-Whitaker bridge. Following the opening of the

temporary bridge, the work also includes the demolition of the existing Hall-Whitaker bridge over the Bass River in Beverly, Massachusetts. The project begins at Folger Avenue to the west and extends approximately 1,345' east to River Street.

The existing Hall-Whitaker bridge was closed to vehicular traffic in June 2022 following an updated bridge inspection and rating and will remain closed to vehicular traffic throughout construction. The existing bridge is open to pedestrian and bicycle traffic. The Contractor shall maintain existing bridge allowing for pedestrian and bicycle access until the temporary bridge is opened. The existing bridge movable span is operational and shall remain operational until in-water construction of the temporary bridge piers prohibits access. The contractor shall ensure the navigational channel access is maintained throughout construction. While there may be some disruptions in access during certain construction phases, efforts shall be made to avoid interruptions during busy times of the boating season and Holiday periods, to the extent possible.

Director Beggan stated that he appreciates the responses to questions raised by the CPC.

### On motion duly made and seconded, it was by roll call:

VOTED: To authorize the Secretary, or her designee, to award and execute MassDOT Contract No. 129544 entitled BEVERLY- TEMPORARY BRIDGE CONSTRUCTION, B-11-001, BRIDGE STREET OVER BASS RIVER (HALL-WHITAKER DRAWBRIDGE), with MAS Building & Bridge Inc. in a form approved by the General Counsel, in the amount of \$21,954,371.31.

Yes
Yes

Deputy Chief Engineer Jack Moran presented <u>Item #8</u>, a request related to MassDOT Contract No. 129715 titled Burlington to Tyngsborough – Pavement Preservation on Route 3, for Highway Construction, with HOLCIM-NER Inc, for the amount of \$17,676,110.60.

The work to be done consists primarily of milling and resurfacing the existing Route 3 mainline, the Exit 72B SB offramp, and bridges within the project limits.

Additional work consists of removing and disposing of substandard guardrail end treatments and replacement with MASH-compliant w-beam guardrail end treatments; adjusting and cleaning drainage structures; replacing damaged or non-lockdown frames, covers, and grates; upgrading ITS and TDC equipment; placement of new pavement markings; tree trimming; and incidental work as required by the Engineer.

Director Beggan stated that this project was discussed at the Capital

Programs Committee and that the Committee unanimously recommended it

for approval.

# On motion duly made and seconded, it was by roll call:

VOTED: To authorize the Secretary, or her designee, to award and execute MassDOT Contract No. 129715 entitled Burlington to Tyngsborough - Pavement Preservation on Route 3, with HOLCIM-NER Inc, in a form approved by the General Counsel, in the amount of \$17,676,110.60.

Chair Tibbits-Nutt	Yes
Director Beggan	Yes
Director Bhatti	Yes
Director Dimino	Yes
Director lezzoni	Yes
Director King	Yes
Director McGee	Yes

Mr. Moran also presented <u>Item #9</u>, a request related to MassDOT

Contract No. 129855 titled Bourne – Median Installation on Route 6 (Scenic Highway) with LAWRENCE LYNCH CORP, for the amount of \$30,015,931.60.

The award of Contract No. 129855 titled Bourne - Median Installation on Route 6 (Scenic Highway), from Nightingale Pond Road to Edgehill Road, serves as Phase 1 of an overall master plan for the Route 6 corridor that targets roadway safety improvements and increased multi-modal connectivity between Edgehill Road and points west of the project limits.

The roadway work is comprised of milling and pavement overlay, full depth pavement construction, driveway reconstruction, sloped granite edging and curbing installation, an HMA shared-use path and sidewalks, cement concrete pedestrian curb ramps, guardrail, retaining wall construction, new stormwater structures and pipes, overhead and underground utility relocations by others, traffic signal installation, pavement markings and signage, traffic control management, and related work. Two lanes of traffic will be maintained in each direction on Route 6 EB & WB, except during Stage 1 where the WB direction will be reduced to 1 lane at night to install temporary pavement and barrier.

Director Beggan said that this was thoroughly discussed by the Capital Programs Committee and was unanimously recommended by the Committee.

## On motion duly made and seconded, it was by roll call:

VOTED: To authorize the Secretary, or their designee, to award and execute MassDOT Contract No. 129855 entitled Bourne – Median Installation on Route 6 (Scenic Highway), with LAWRENCE LYNCH CORP, in a form approved by the General Counsel, in the amount of \$30,015,931.60.

Chair Tibbits-Nutt	Yes
Director Beggan	Yes
Director Bhatti	Yes
Director Dimino	Yes
Director lezzoni	Yes
Director King	Yes
Director McGee	Yes

#### **Minutes**

Chair Tibbits-Nutt asked for a motion to approve the minutes of the June 18, 2025 MassDOT Board Meeting.

On motion duly made and seconded, it was by roll call:

VOTED: To approve the minutes of the MassDOT Board Meeting held on June 18, 2025.

Chair Tibbits-Nutt Yes

Director Beggan Yes
Director Bhatti Yes
Director lezzoni Yes
Director King Yes
Director McGee Yes

#### **STANDING REPORTS**

Due to the length of today's agenda, the Secretary's Report was tabled.

Registrar Colleen Ogilvie presented the report of the Registry of Motor Vehicles. The Registrar announced that the Milford RMV will move to 138 S Main Street, Milford on June 23. The reasons for the relocation included improved accessibility and parking, improved design to support customer needs, and green construction with sustainability features.

Ms. Ogilvie also provided an update on Driver's Education. Following the NHTSA facilitated state driver education assessment and its recommendations, we are crafting a 3-year roadmap of targeted initiatives to standardize curriculum and instructor standards, enable continuous learning, and enhance program accessibility. Remote/virtual classes for driver's education were approved as accommodation for COVID in 2020 and will be extended through the summer. Effective 09/22, in person classroom

instruction will be required for driver's education – remote/virtual option will no longer be an option.

Highway Administrator Jonathan Gulliver provided his report to the Board. Administrator Gulliver provided the fourth of July travel forecast, warning Directors that the heaviest travel days are expected to be Tuesday, July 2 and Sunday, July 6.

He also provided an update on the I-90, Newton project. First weekend of lane restrictions lifted at 2:30 a.m. Monday, June 2 – 2.5 hours early. Travel reduced to one lane in each direction to support demolition of I-90 over Commuter Rail. Outreach worked: ~30-36% reduction in vehicle volumes. Project-related work will continue at night in advance of weekend #2 lane Restrictions.

The reports from the Rail and Transit and Aeronautics Divisions were presented in writing.

Chair Tibbits-Nutt asked for a motion to adjourn.

On a motion duly made and seconded, it was by roll call,

VOTED: To adjourn at 3:51 p.m.

Chair Tibbits-Nutt Yes

Director Beggan	Yes
Director Bhatti	Yes
Director lezzoni	Yes
Director King	Yes
Director McGee	Yes