

Public Meeting Notes and Procedures



Notification of Recording

- This virtual public meeting will be recorded. The Massachusetts Department of Transportation (MassDOT) may choose to retain and distribute the video, images, audio, and/or chat transcript.
- By continuing attendance with this virtual public meeting, you are consenting to participate in a recorded event.
- If you are not comfortable being recorded, please turn off your camera and keep your microphone muted, or you may choose to excuse yourself from the meeting.

**All questions and comments are welcomed and appreciated;
however, we do request that you refrain from any disrespectful comments.**

Public-Private Partnership Infrastructure Oversight Commission Inaugural Kick-Off

July 8, 2026



Meeting Structure

Welcome and Introductions	5
<i>15 minutes</i>	
Service Plazas Procurement Overview	8
<i>10 minutes</i>	
P3 Commission Legal and Ethical Requirements	13
<i>45 minutes</i>	
P3 Commission Responsibilities	24
<i>15 minutes</i>	
Meeting Cadence and Next Steps	31
<i>15 minutes</i>	
Question & Answer Session	37
<i>30 minutes</i>	

Welcome and Introductions

Welcome & Meet the Team



MassDOT Interim Secretary and MBTA General Manager,
Phillip Eng



MassDOT Undersecretary and Highway Administrator,
Jonathan L. Gulliver



MassDOT Chief Operating Officer,
Meghan Haggerty

Commission Members



Commission Chair,
Kevin Sullivan



Joseph Bonfiglio



Joseph Dorant



Eric Goodwine



James Errickson



John Payne

Service Plazas Procurement Overview

Project Purpose and Need

- MassDOT is seeking a new operator or operators for 18 service plazas located along the following six highways: I-90, I-95/Rt. 128, Rt. 3, Rt. 6, and Rt. 24.
- Current leases with existing operators are set to expire on June 30, 2027.
- MassDOT is developing a new RFP designed to attract interest from highly qualified bidders and secure the best value possible for the citizens of the Commonwealth.



Lee Service Plaza

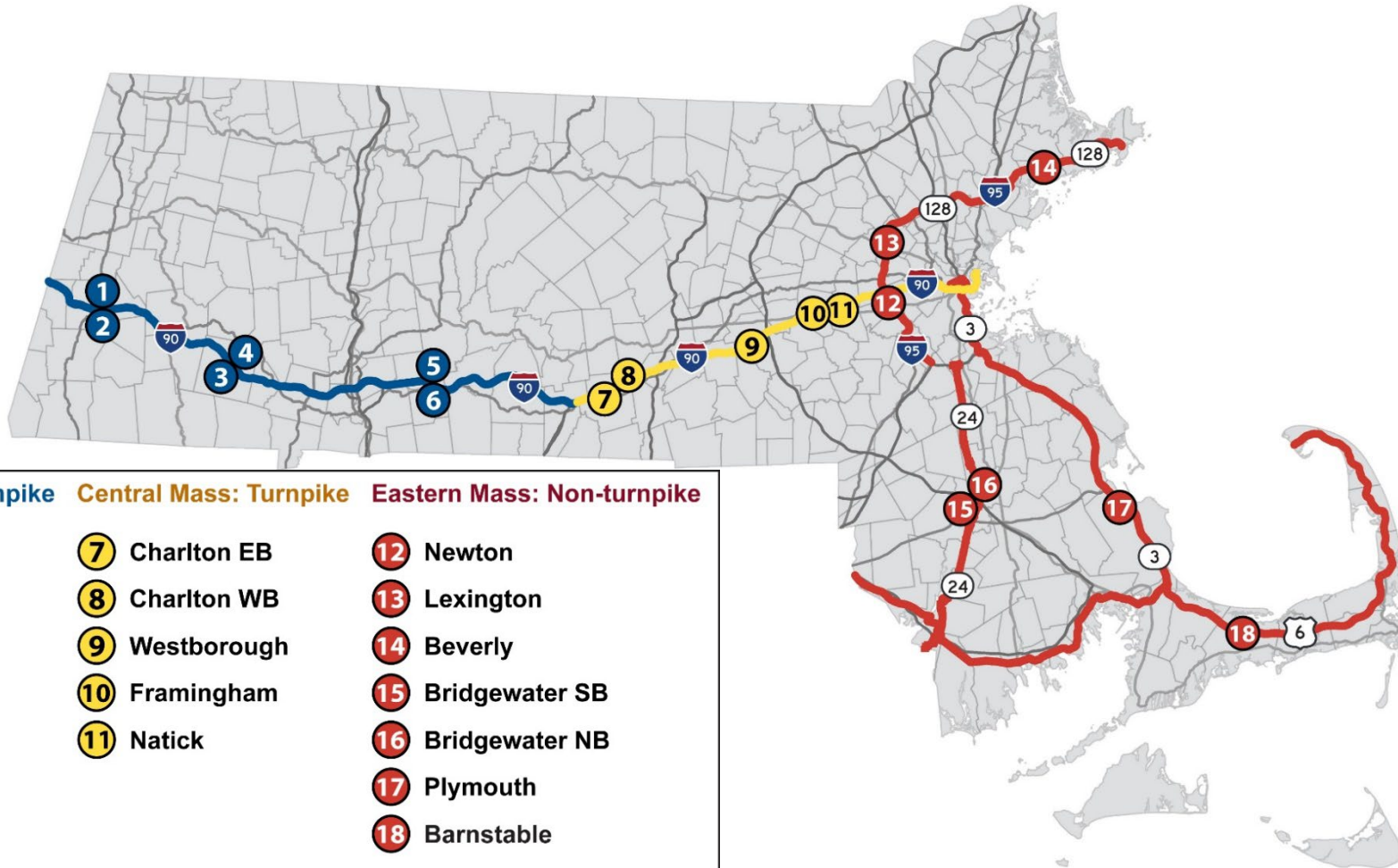


Charlton Service Plaza



Statue at the Plymouth Service Plaza

Service Plaza Locations



Western Mass: Turnpike	Central Mass: Turnpike	Eastern Mass: Non-turnpike
1 Lee WB	7 Charlton EB	12 Newton
2 Lee EB	8 Charlton WB	13 Lexington
3 Blandford WB	9 Westborough	14 Beverly
4 Blandford EB	10 Framingham	15 Bridgewater SB
5 Ludlow WB	11 Natick	16 Bridgewater NB
6 Ludlow EB		17 Plymouth
		18 Barnstable

Proposed service plaza groupings as discussed at Industry Day on March 25, 2026.

Procurement Goals and Objectives



Partnership with the P3 Commission



Commission, OIG
& AG oversight



Strong, competitive,
RFP

Attracting qualified bidders



Incorporating a
Base Technical
Concept



Three proposed
groupings of
plazas

High-quality experience for the public

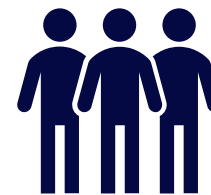


New and improved
buildings

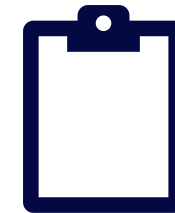


Robust O&M
requirements

Managing a transparent process



Meetings with
industry members



Public outreach via
surveys and tabling

P3 Commission Legal and Ethical Requirements

P3 Commission Enabling Statute

This P3 Commission is formed pursuant to G.L. c. 6C, §§ 62–73 (the “P3 Statute”), which includes the following:

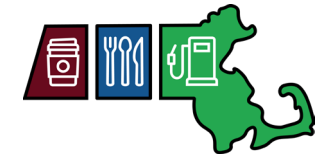


Public-Private Partnership Infrastructure Oversight Commission:

- 4 are appointed by the Governor
 - *1 of whom shall be a representative from the Massachusetts Organization of State Engineers and Scientists and 3 of whom shall reside in different geographic regions of the Commonwealth for terms of 2 years*
- 1 is appointed by the Senate President
- 1 is appointed by State Treasurer
- 1 is appointed by the House Speaker



As a Commission, all members are required to follow the rules and regulations applicable to Boards in the Commonwealth



Duties of Commission Members

- **Commission members are considered fiduciaries of MassDOT**

A fiduciary must act for the benefit of another on all matters within the scope of their relationship and owes to the duties of good faith, loyalty, and due care:

- **Due care:** Performing duties in a manner the director reasonably believes is in the best interests of the entity being served and with such care as an ordinarily prudent person in a like position would use in like circumstances.
- **Loyalty:** Placing the interests of the body they are serving over the commission's own interests or the interests of another.
- **Good faith:** Commission members who do not make a reasonable effort to diligently discharge their duties may act in bad faith.

- For further information about serving as a Commission member, please refer to the Office of Inspector General's Guide to Serving on a Public Board.

Immunities, Indemnification, and Insurance of Commission Members



Immunities

- Commission members generally not liable as a result of their activities, ministerial or discretionary, except for willful dishonesty or intentional violations of the law.
 - This immunity covers negligence and error in the making of official decisions.
- Similarly, Commission members are not liable for discretionary acts unless the actions violate an established right under Federal or State constitutional or statutory law.

Indemnification and Insurance

- MassDOT maintains Directors and Officers insurance that covers MassDOT board members (as well as Commission members)
 - MassDOT policy: \$10M aggregate, excess of \$2.5M SIR (self-insured retainer)
- Covers breach of duty, neglect, errors, acts, omissions, misleading statements by Commission members in his/her capacities as such or solely by reason of his/her status as a Commission member, or on behalf of the Organization.
- Generally pays for defense costs, settlements or judgments for claims or proceedings seeking monetary damages.

State Ethics Responsibilities



Summary of [the conflict of interest law](#) provided every year and Commissioners must complete State Ethics Commission online training program every two years.

- The OGC can direct you to the training program to assist you in completing the requirement.

Under the conflict of interest law, Commission members may not participate in matters in which their immediate family members and business partners have a financial interest.

- Immediate Family means parents, children, siblings, spouse, and spouse's parents, children, and siblings.

Massachusetts Department of Transportation

CONFLICT DISCLOSURE STATEMENT

Service Plaza Operator
Request for Proposals

I, _____, hereby certify as follows:

I am an employee of the Massachusetts Department of Transportation ("MassDOT"), an employee of a consultant or advisor retained by MassDOT, or a member of the special public-private partnership infrastructure oversight commission established pursuant to G.L. c. 6C, § 73 (the "P3 Commission"), in connection with MassDOT's consideration, study, evaluation, planning, procurement, negotiation, or award of a contract(s) for an entity(ies) to design, build, finance, operate, maintain or lease MassDOT Service Plazas Project (the "Project"). For purposes of this Project, I acknowledge that I am a "state employee" within the meaning of M.G.L. c. 268A, §1(q), and I will comply with all applicable provisions of M.G.L. c. 268A, including §§ 3, 6, and 23.

I understand that the list of firms identified on [Schedule 1](#) to this Conflict Disclosure Statement are under consideration for the Project.

I hereby certify that, to the best of my knowledge, I do not have a conflict of interest, either real or apparent, arising from:

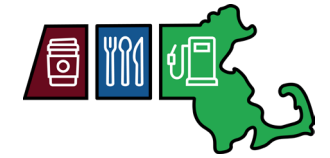
- a business or personal relationship between me or any member of my immediate family (and/or my employer, if applicable) and any firm under consideration for the Project, or
- a direct or indirect financial interest held by me, any member of my immediate family, or, if applicable, that of my employer, partner(s), or joint venturers, in any firm under consideration for the Project.

Notwithstanding the foregoing certification, I have identified below the names of individuals or entities, if any, and my relationship with them, that may pose a real or apparent conflict of interest:

- _____
- _____

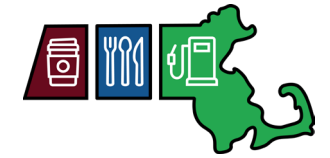
I agree not to solicit or accept gifts, benefits, gratuities, unwarranted privileges or exemptions, favors, or anything of value from any firm under consideration for the Project, or from any representative of any firm under consideration for the Project, for or because of my official position or official acts related to the Project. I understand that soliciting or receiving anything of substantial

MassDOT Conflict of Interest
form for the Service Plaza
Procurement



State Ethics – Gifts

- Commission members cannot ask for or accept anything of value offered in exchange for their agreement to perform (or *not* perform) an official act. They are prohibited from asking for or accepting anything of substantial value (\$50 or more) from anyone with whom they have or are likely to have official dealings.
 - Members are always prohibited from accepting corrupt gifts, commonly known as bribes, regardless of value. [MGL c. 268A sec. 2](#)
- Meals, gift certificates, entertainment, tickets to sporting events and travel expenses are examples of prohibited gifts that members cannot accept from anyone who does business with the Commission.
- Gifts from lobbyists are strictly forbidden. Accepting multiple small gifts from the same person or entity could lead to an ethics violation, as the State Ethics Commission may add together the value of all gifts within any 365-day period. If the total is \$50 or more, the gifts are prohibited.
- If a Commission member has been offered or received a gift and a matter comes before the Commission involving the giver, said member may need to file a disclosure pursuant to § 23(b)(3) before taking action on the matter to dispel the “appearance” of a conflict of interest.



State Ethics (cont.)

Financial interest in Matter

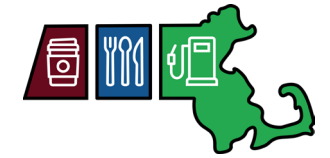
- Cannot participate in any matter in which they or an immediate family member has a financial interest. Must leave room (or the call/videoconference) and state on record that the Commission member is recusing him or herself from participating.
- Cannot participate in matter in which a prospective employer or a business of which he is a director, officer, trustee, or employee has a financial interest.
- Prohibited from having a direct or indirect financial interest in a contract made by a state agency unless the interest falls under a statutory exemption and the Commission member files a disclosure with the State Ethics Commission.

Fair Dealing

- Prohibited from acting in a manner that would cause a reasonable person to conclude that such person could improperly influence or enjoy the public employee's favor in the performance or nonperformance of the Commission member's official duties
- May not propose private business dealings with subordinates or others under their regulatory authority.
- May not use MassDOT resources for private business or political purposes.

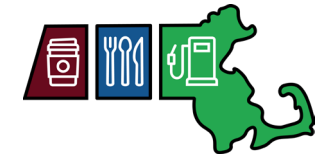
Subsequent Responsibility

- After leaving Commission, Commission members are considered former state employees and are prohibited from being paid (other than by the state) in connection with any matter they participated in as a Commission member.
- There is a one-year cooling-off period for involvement in matters that a Commission member did not participate in but were still under his or her official responsibility.



Open Meeting Law – Overview

- All meetings of a public body (such as a state board, committee, or subcommittee) must be open to the public and comply with procedural requirements unless explicitly permitted by law.
- Meetings are defined as deliberations by a quorum (simple majority) of Commission members.
- Attendance at Commission meetings is important to ensure there is a quorum which allows for deliberation and action on Commission business.
- “Deliberation” is communication through any medium, including electronic mail, between or among a quorum of a public body on any public business within its jurisdiction (does not include distribution of a meeting agenda, scheduling information, etc., provided that no opinion of a member is expressed.)
- If a quorum of a public body wants to deliberate, they must do so during a properly posted meeting.
- Members should avoid communicating – including by text message – about substantive board business outside of a noticed meeting and care should be taken in any e-mail communications among the members.
- Because the law prohibits communication between or among a quorum of a public board outside of a noticed meeting on any business within that board’s jurisdiction, a series of telephone calls, text messages, or emails between a quorum of board members – often referred to as “serial deliberations” – could violate the open meeting law.



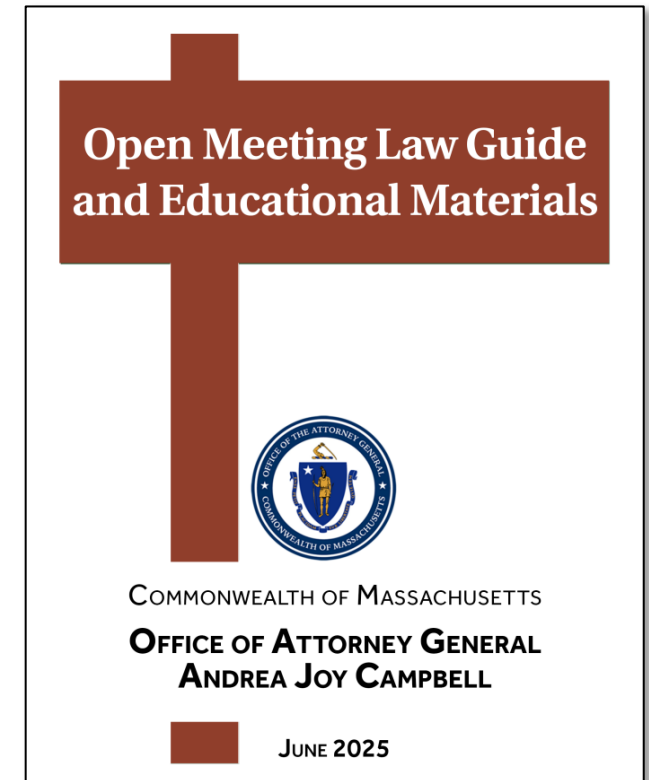
Open Meeting Law (cont.)

Remote participation is permissible under certain limited circumstances; votes taken at remote meetings must be by roll call.

- In March 2025, the Legislature amended certain provisions of the Open Meeting Law to permit public bodies to continue to meet virtually until June 30, 2027 so long as an adequate alternative means of public access is provided.
- All votes will be done by roll call if any members participate virtually.
- Commission Meetings are broadcast live.

All members must certify that they have received and reviewed Open Meeting Law Materials (law, regulations, and any applicable findings of violations within the past 5 years) and that they understand the law's requirements and the consequences of violating it.

- We will provide you with these materials, attached as Appendix C, and a certificate to complete after this meeting.



Public Records Law:

A Practical Overview

July 8, 2026

Julie Ciollo

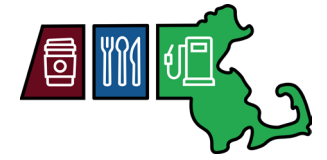
Assistant General Counsel and MBTA Records Access Officer

Christopher Smith

Senior Lead Counsel, Corporate and Ethics

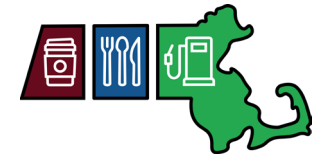
Eileen Fenton

Managing Counsel, Corporate and Regulatory

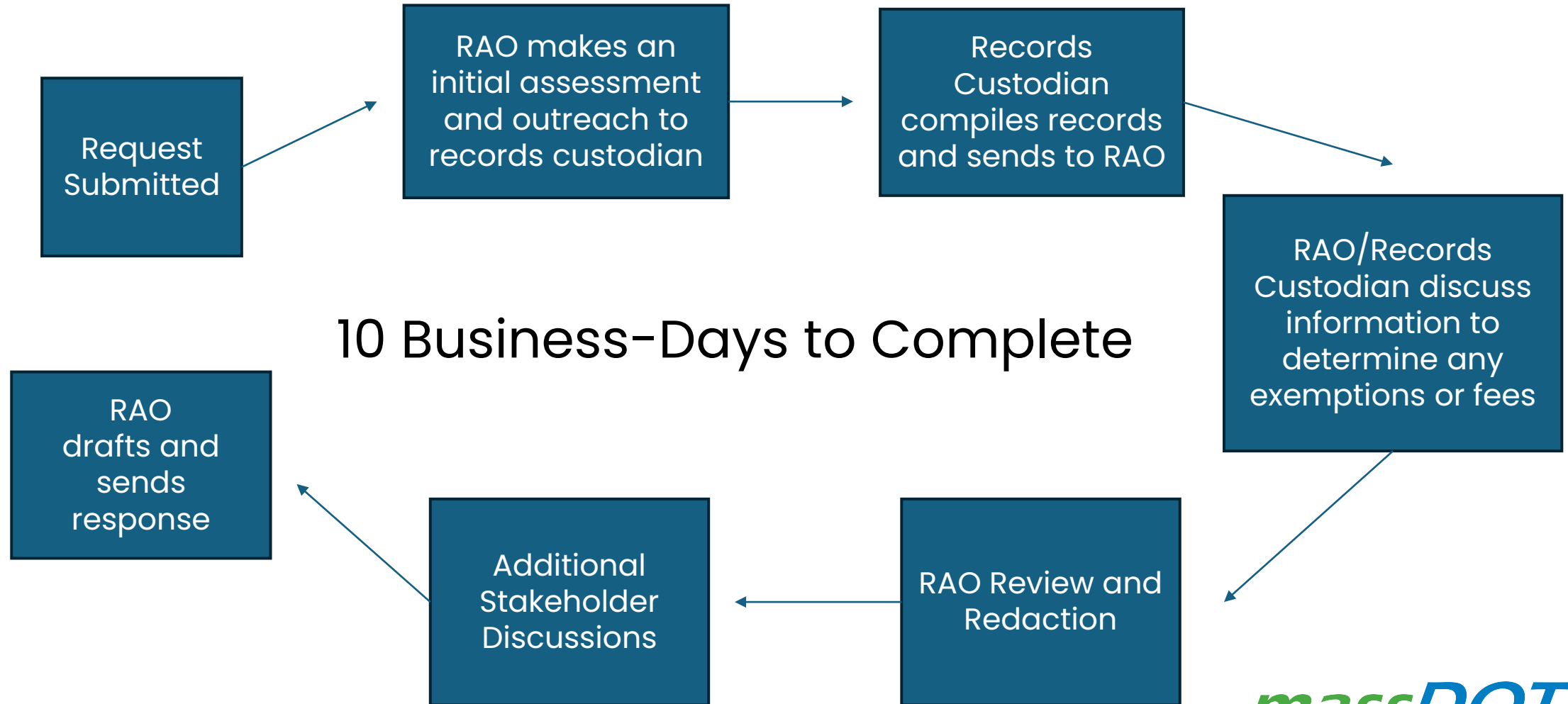


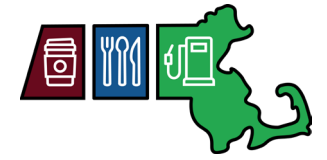
Public Records Request (PRR) Process

- Corporate & Regulatory practice group in OGC
 - 2 Records Access Officers (“RAO”)
 - Statutory position
- 2025 – 4,524 total PRRs (+20%)
 - MassDOT – 2,951 (+22%)
 - ~52 appeals (1.8%)
 - MBTA – 1,573 (+15%)
 - ~24 appeals (1.5%)
- Requests are often multi parts.
 - (e.g., one requester last year made 7 requests consisting of 46 categories of records)
- Managed in GovQA.



PRR Process At-a-Glance



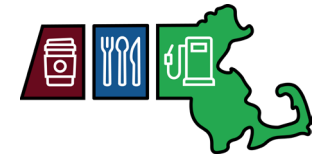


Other Request Types

- Subpoenas
- Search Warrants
- RMV “DPPA Permissible” Requests
- Personnel File Requests
- IGO/SAO/SEC Requests
- Records requests should be referred to:
 - MBTA Public Records: Attorney Julie Ciollo, MBTA Records Access Officer, at jciollo@mbta.com
 - MassDOT Public Records: Attorney William Doyle, MassDOT Records Access Officer, at william.doyle@dot.state.ma.us, for MassDOT records
 - All other requests: Attorney Stephen Shorey, Senior Counsel for Public Records and Records Management stephen.w.shorey@dot.state.ma.us

Definition

- A "public record" includes all documentary materials and data (including paper and electronic documents, files, text messages, and emails) made or received by an employee during their work on behalf of a government agency.
 - "possession, custody, or control"
- This definition is based on the content of the record, regardless of the record's format.
 - Could Include:
 - Text Messages (work or personal devices)
 - Emails among commissioners
 - Meeting minutes
 - Materials used at a public meeting
- Requests for information
- Creation of records
- Statewide records retention schedule



Types of Requestors

- Interested Citizens
- Lawyers
- Property Owners
- Contract Bidders
- Vendors
- Media
- Advocacy Groups

Must treat all requesters the same.

Exemptions

- There is a presumption that all government records are public.
 - Exemptions
 - Common law privileges
- Commonly-asserted exemptions:
 - Statutory Exemption (WFMA, DPPA, Toll Records)
 - Privacy Exemption
 - Personal Identifying Information (PII)
 - medical information; names, SSN, records whose disclosure would be an unwarranted invasion of privacy; certain personnel materials
 - Ongoing policy deliberations;
 - Investigatory records;
 - Safety and Security Records
 - Attorney-client privilege.
 - Maintain the privilege!
- May be subject to redaction.
- MassDOT has the burden to justify why an exemption applies.

Response

- Agencies have 10 business days to issue a response.
- Initial response may:
 - Deny access to records under exemption
 - Requires a description of the records and basis for exemption
 - E.g. claiming the investigative exemption requires a document-by-document analysis of how release of the records would impede law enforcement.
 - Seek Clarification or Modification
 - Issue a fee estimate for the provision of records
 - 4+ hours of work
 - May require petition to the Supervisor
 - Seek additional time to respond
 - Up to 5 additional business days automatically
 - More time if the requestor agrees
 - May petition the Supervisor for more time
 - Produce records

Requestor Remedies

- Bases for appeal
 - Timeliness
 - Dispute of exemption
 - Dispute fees or time petitions
- Administrative Appeal
 - Supervisor of records
 - Within the Secretary of the Commonwealth's office
 - Enforces the Public Records Law.
 - Supervisor issues a determination within 10 business days of appeal
 - Require a response (timeliness)
 - Agency met its burden or not (dispute of exemption)
 - Fees are reasonable or not (dispute of fees).
 - Supervisor can refer to AGO for enforcement
- Superior Court
 - A requestor may file a civil action in superior court
 - The court may award reasonable attorney fees and costs in certain circumstances.
 - In the discretion of the court
 - Presumption of award, unless Five factors
- Not a linear process

Resources

- Public Records Laws

- [MGL c. 4, § 7\(26\)](#) (definition of Public Records and Exemptions)
- [MGL c. 66, § 10 et seq.](#) (Public Records Law request requirements)
- [950 CMR 32.00](#) (Supervisor of Records regulations)

- Guide to the MA Public Records Law:

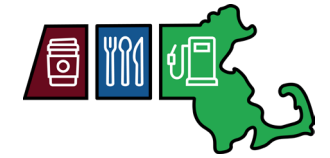
<https://www.sec.state.ma.us/divisions/public-records/download/guide.pdf>

- MA Statewide Retention Schedule:

https://www.sec.state.ma.us/divisions/archives/download/state-retention-schedule_updated2023-3-1.pdf

Public Records Law Q&A

P3 Commission
Statutory Responsibilities
M.G.L. c. 6C §§ 62–73



The Role of the P3 Commission

The Service Plaza procurement is being conducted pursuant to MGL c. 6C, §§ 62–73, the "P3 Statute".

The P3 Statute requires Commission members to: 1) approve the proposed RFP; 2) approve the proposed Contract Documents; and 3) issue a final Report on their findings.

Proposed RFP

- Includes Instructions to Proposers (ITP) outlining all the requirements for submitting a bid
- Proposed evaluation criteria
- Description of the proposed evaluation process

Proposed Contract Documents

- 35-year Lease and Concessionaire Agreement
- Transition Agreement (governing the time between selection of the new Concessionaire and the beginning of the Lease)

Report

- Written report focusing on topics specified in the P3 Statute
- Report issued to Secretary of Administration and Finance, the House and Senate Committee on Ways and Means, and the House and Senate Chairs of the Joint Committee on Transportation



P3 Commission Review and Approval of the RFP

The P3 Statute delineates specific criteria that must be included in the RFP. The P3 Commission will review MassDOT's proposed RFP to confirm that it includes all of these necessary criteria.

For example, MassDOT's proposed RFP must:

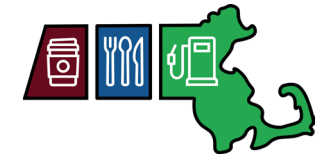
- Include design requirements
- Solicit proposal development documents
- Provide public notice of the RFP and an opportunity for public comment
- State the relative importance of: (1) demonstrated compliance with the design requirements; (2) offeror qualifications; (3) financial capacity; (4) project schedule; (5) elimination of existing public debt with respect to the transportation facility; (6) lowest user charges or price over the term of the contract; and (7) other factors, if any

P3 Commission Review and Approval of the Form of Contract



The P3 Statutes also specifies the elements that must be included in the proposed Contract Documents, including:

- Procedures for amendments or changes to the Lease
- Process by which MassDOT reviews and approves the concessionaire's plans for the development and operation of the service plazas
- Liability for nonperformance
- Any accounting and auditing standards to be used to evaluate progress on the project
- Operator's plans to obtain a labor and material payment bond and to require payment of prevailing wages
- Operator's plans for labor harmony for the entire term of the agreement and adequate remedies for failure to maintain labor harmony

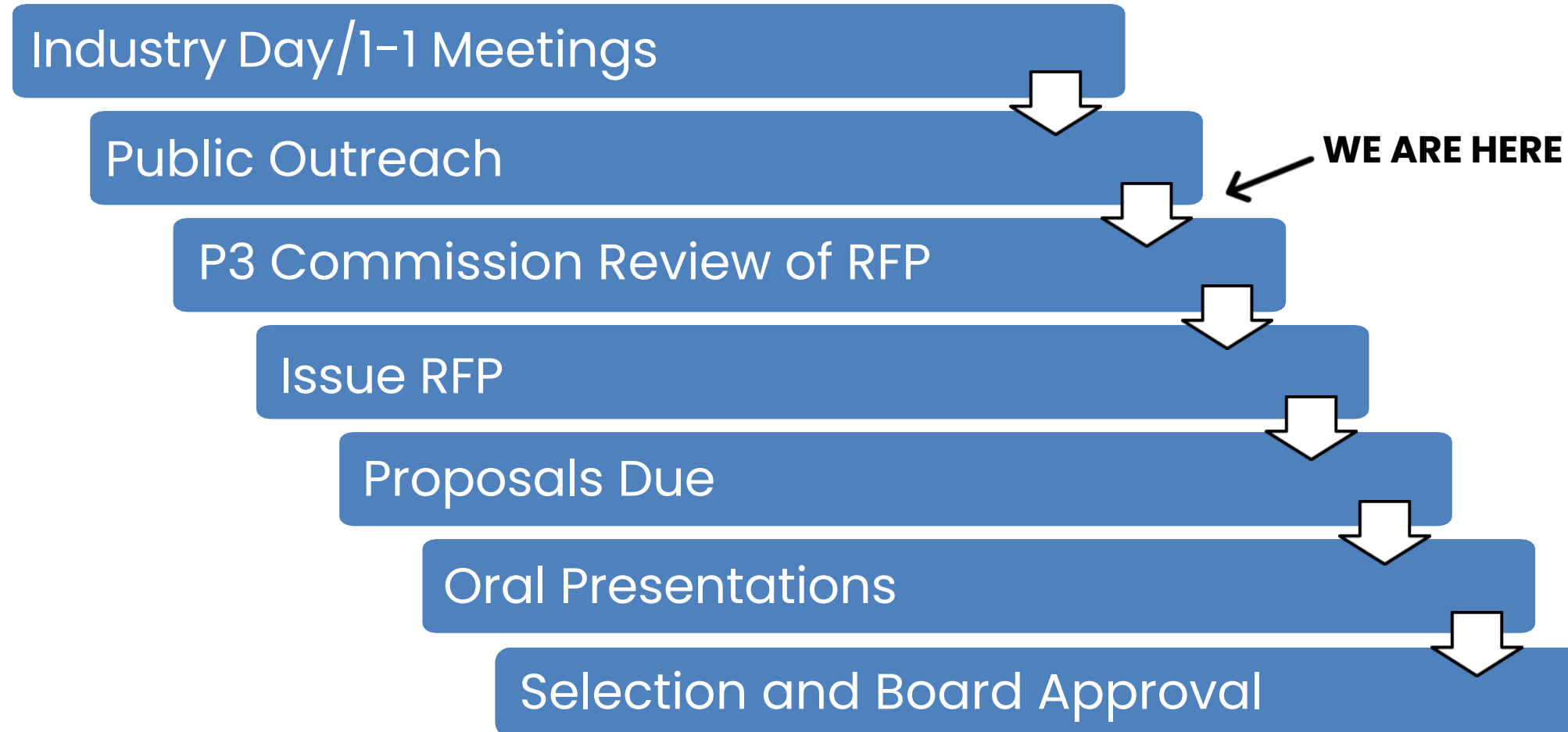


P3 Commission Final Report

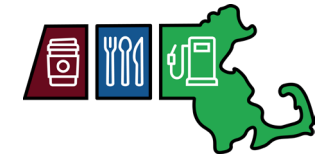
After approving MassDOT's RFP and proposed Contract Documents, the Commission will issue a Report addressing topic areas specified in the P3 Statute. These topic areas include (but are not limited to):

- The anticipated advantages of entering into the Lease and Concessionaires Agreement
- Lease terms and termination clauses
- Issues of public concern
- Additional responsibilities of the private operator and the Commonwealth during the term of the Lease

Service Plazas Procurement: Timeline



Meeting Cadence and Next Steps



July 2026 Proposed Commission Schedule

Inaugural P3 Kick-Off (today):

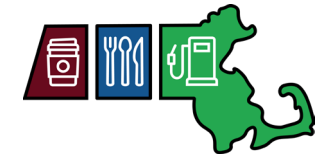
- Introduction to the project and overview of Commission responsibilities
- Discussion of next steps

RFP Review Meetings:

- Commission members confirm proposed draft RFP conforms with requirements of P3 Statute
- Walk-through checklist of RFP Requirements
- Walk-through checklist of Proposed Contract Document Requirements

 Potential meeting date(s)
 Recommended by MassDOT
 Statutorily-obligated

MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY
		1	2	3
6	7	8 [Inaugural P3 Kick-Off @ MassDOT District 3 Office]	9	10
13	14	15	16	17
20	21	22 Draft RFP and Contract Documents shared with P3 Commission, OIG, and AG	23	24
27	28 [RFP Review Meeting 1]	29 [RFP Review Meeting 2]	30 [RFP Review Meeting 3]	31



August 2026 Proposed Commission Schedule

**Before issuance of RFP, MassDOT must issue a response to the Commission's initial comments*

P3 Commission Votes on RFP:

- Commission votes to approve RFP via written resolution

	Potential meeting date(s)
	Recommended by MassDOT
	Statutorily-obligated

MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY
3 [RFP Review Meeting 4]	4	5	6 Initial comments on Draft RFP due from P3 Commission	7
10	11	12	13	14
17	18	19	20	21 AG/OIG notify P3 Commission of material objections to contract documents
24 [P3 Commission Votes on RFP]	25	26	27	28
31				



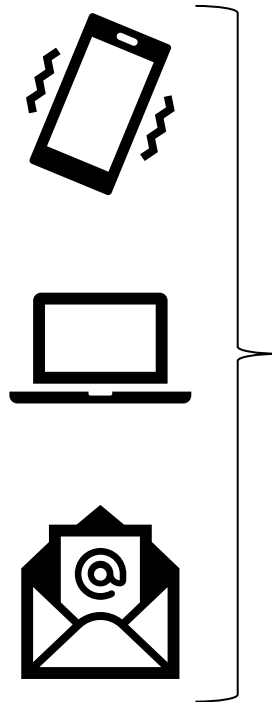
September 2026 Proposed Commission Schedule

Report Issuance:

- Commission issues report to Secretary of Administration and Finance, the House and Senate Committee on Ways and Means, and the House and Senate Chairs of the Joint Committee on Transportation within 30 days of approval of RFP

	Potential meeting date(s)
	Recommended by MassDOT
	Statutorily-obligated

MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY
	1	2	3 Anticipated RFP Release Date	4
7	8	9	10	11
14	15	16	17	18
21	22	23	24	25
28	29	30 Commission issues report		



Please be sure to utilize your **MassDOT-issued devices and e-mail address** for any and all communications related to the Commission

Who do I contact on matters related to this project or with questions about onboarding or technology?

For any questions, please contact Owen Kane at Owen.Kane@dot.state.ma.us OR (857) 368-8767

Q&A