MINUTES

Meeting of the Massachusetts Department of Transportation Public-Private Partnership ("P3") Oversight Commission

August 24, 2026, at 9:00 A.M.

MassDOT District 3 Office, 499 Plantation Parkway
Worcester, MA 01605

This meeting was held both in-person and virtually.

P3 OVERSIGHT COMMISSION MEMBERS PARTICIPATING:	*Chair Kevin Sullivan (KS), Commission Member Joseph Bonfiglio (JB), Commission Member Joseph Dorant (JD), Commission Member Eric Goodwine (EG), Commission Member James Errickson (JE), Commission Member John Payne (JP)*
OTHERS PARTICIPATING:	*Undersecretary and Highway Administrator Jonathan Gulliver (JG), Chief Operating Officer Meghan Haggerty (MH), Director of Strategic Initiatives Andrew Paul (AP), Deputy General Counsel Susan Snyder (SS), Deputy General Counsel Owen Kane (OK), Legal Subject Matter Expert Frank Powell (FP)*

OTHERS PRESENT:	*Anna Baker (MassDOT), Craig Cashman (MassDOT), Andrea Cirelli (MassDOT), Marshall Hook (MassDOT), Allison McMordie (MassDOT), Vandna Mehta (MassDOT), Janelle Ortiz (MassDOT), Talia Payne (MassDOT), Koby Lemrise (MassDOT), Pamela Liaperdos (MassDOT)*
OTHERS ATTENDING VIRTUALLY:	*Carrie Wicker (MassDOT), Emily Pedersen (MassDOT), Hung Pham (MassDOT)*

WELCOME AND INTRODUCTIONS

Safety Briefing

The audience was given a safety briefing.

Notice of Recording

The audience was given notification of recording.

Meeting Introduction

Jonathan Gulliver (JG), Undersecretary and Highway Administrator, opened the meeting noting the project as an important milestone and welcomed the audience. The first full Request for Proposals (RFP) draft has been printed for the Commission to review to ensure the best possible procurement process. MassDOT is prepared to support the Commission and engage in further meetings. JG concluded by thanking the Commission members.

Kevin Sullivan (KS), Chair, requested to call the roll. *Owen Kane* (OK), *Deputy General Counsel,* called the roll of the members participating:

Commission Member Payne	**Present**
Commission Member Dorant	**Present**
Commission Member Bonfiglio	**Present**

Commission Member Errickson	**Present**
Commission Member Goodwine	**Present**
Chair Sullivan	**Present**

KS confirmed at least four members were present, establishing a quorum.

KS shared gratitude for the Commission and work of the project team to draft the RFP. He noted that the Commission is not a selection team and has specific guidelines to ensure the RFP is in the best interest of the public and inviting to proposers. He highlighted the need to consider the future and the importance of the Commission taking their time to review the RFP with MassDOT.

PUBLIC COMMENT

OK informed the Commission that no email or voicemail public comments were received, and one in-person commenter was present.

Randy Beltre (RB), Chief of Policy and Advocacy at Black Economic Council of Massachusetts, began by explaining that the Council represents Black businesses across the Commonwealth. He thanked the Commission for

taking Public Comment prior to the issuance of the RFP. He noted his goal was to highlight three important points: first, the RFP is more than a real estate transaction; it is one of the largest economic development decisions being made in the cycle. Second, inclusion requirements should be incorporated in the RFPs upfront rather than being an afterthought. Third, fairness in process and outcome is important to enable access for smaller firms. This can be achieved through clear process documentation, consistent scoring, and transparent explanations. RB concluded by expressing gratitude on behalf of the Council and offering to be a resource to the Commission and MassDOT.

KS thanked RB for his comment and time.

SERVICE PLAZAS PROCUREMENT REQUEST FOR PROPOSALS INSTRUCTIONS TO PROPOSERS

What to Expect from Today's Meeting

Meghan Haggerty (MH), MassDOT Chief Operating Officer, opened the presentation portion of the meeting. She restated the objective of the Commission, and the goal of providing the Commission with a baseline of information on the draft RFP and to provide opportunity for dialogue and

questions. She concluded by informing the Commission about what to expect during the meeting and explaining that questions will be answered throughout the presentation but may be set aside if additional time is required.

Communication Protocol

Commission members were reminded not to communicate about the RFP or procurement process with anyone except MassDOT's designated point of contact or legal counsel, and to only communicate via MassDOT-issued devices and email addresses. Commissioners were also reminded not to speak with potential proposers, interested parties, industry representatives, or lobbyists.

Today's Agenda

The meeting focused on a general introduction to the procurement, a review of the P3 Statute, the invitation to bid, an introduction to the P3 Checklist for the RFP, and open discussion.

Procurement Goals for the Service Plazas

MassDOT is seeking to enter a 35-year lease with a possible 10-year extension with the Operator(s) that offer the best experiences for the best value. MassDOT's partnership with the P3 Commission aims to create a transparent process to approve a strong, competitive RFP that will attract qualified bidders. MassDOT intends for the Service Plazas to provide high-quality experiences, enhance truck parking, reflect the Commonwealth's unique regions, and support local industries. The RFP and related documents have been developed to facilitate a competitive process that enables a diverse pool of qualified bidders with multiple possible financing approaches. The potential pool of qualified bidders has also been optimized through outreach and separate site bundles.

Service Plazas at a Glance

There are eighteen service plaza sites across the state that were last renovated around the year 2000. They are a vital part of the economy, collectively servicing 15.5 million passenger cars and 2.3 million trucks annually. The current leases expire on June 20, 2027. This project will secure substantial capital investment for these sites.

Discussion

Question (KS): Does that mean the subleases, or vendors, expire on June 20, 2027?

Response (MH): Yes, and many of the subleases that were operating have already expired. Some locations may still have operational subleases, but primarily McDonald's and Gulf are operating the plazas today.

Why a P3 Procurement?

The Service Plazas are a unique asset in the MassDOT portfolio. Commercial activity and the operations and maintenance agreements do not exist in the same manner on other projects. The P3 statute enables the design, build, finance, operate, and maintain procurement (DBFOM). It enables MassDOT to use a single vehicle to contract directly with Concessionaires who will then subcontract as needed. The Concessionaires will construct and manage the project and sites faster than MassDOT could accomplish independently, and then continue to pay MassDOT rent throughout the lease term. This procurement method also relieves pressure from MassDOT's capital program.

Discussion

Comment (KS): It's important for the public to note that MassDOT did not exist in 2000, so this is the first procurement MassDOT will do for the service plazas.

> Response (MH): Yes, thank you, that is important. Since the establishment of MassDOT in 2009, this effort will be the first time the agency has to shape the management and operation of the facilities.

What is a Service Plaza?

Service plazas are distinct from rest areas due to commercial activity. Under federal law, rest areas cannot have the same type of commercial activity. Service plazas offer trucking, fueling, and convenience amenities, providing an experience that encourages visitors to stay longer.

Review of the P3 Statute

Purpose of the P3 Commission

The P3 Commission provides transparency in the process and strengthens the RFP through feedback. The statute creates and enables the P3 Commission to review and approve the draft RFP. It identifies specific criteria the RFP must meet. The Checklist is a comprehensive list of said

criteria to provide the baseline understanding of information that we will go through with you during these initial meetings. The review timeline to complete the Checklist is flexible.

Discussion

Comment (KS): Can the written response be that the Commission needs more time?

Response (MH): Yes, looking to the attorneys.

Answer (SS): There is nothing in the statute which dictates what the original Commission response has to say.

Response (MH): You could say what your initial questions are, but the Commission will continue until they approve the RFP. We are here to answer all your questions.

Purpose of the P3 Commission (Cont.)

Once the Commission votes to approve the RFP, a written report will be submitted within 30 days to various legislative bodies. The Office of the Inspector General's (OIG) and Attorney General's (AG) are also granted 30 days to review the RFP and notify the Commission of any objections. They have 30 days from today (August 24, 2026).

The Statute also mandates that MassDOT assist the P3 Commission with research, responses, and technical support to fulfill their role.

Guidance Manual for P3 Commission

The MassDOT legal team has created a guidance manual to aid the Commission. It includes the P3 Commission statutory process flow chart, the checklist to cross reference the RFP and Lease, a sample approval resolution, and the template for the final written report.

The Commission is independent in its review, but MassDOT wanted to provide some templates to create structure and aid the process.

Discussion

Question (JE): What happens when all the Leases expire on June 30, 2027?

Response (MH): We have the option to extend the Lease for up to twelve months, through June 30, 2028, if needed.

Question (JB): Do we have expectations of what the conditions of the Service Plazas will be prior to the RFP to know if anything is not where it is expected to be at the end of the current Lease? Are there formal assessments of their conditions?

Response (MH): Yes, there are ongoing formal assessments conducted weekly with a checklist by MassDOT staff to document concerns. Results are forwarded to MassDOT, and the Operators are informed about the findings.

Question (KS): Can the Commission get access to those reports?

Response (MH): Yes, those can be provided.

Question (JP): If we were to be contacted by someone, a lobbyist, lawyer, or proposer, who should we contact to alert here?

Response (MH): Owen (Kane).

Question (JE): Everything that we are receiving is public, correct?

Response (MH): Yes.

Question (JE): We will just forward any of those requests to Owen, as well.

Response (OK): Yes, that is fine. These materials were all posted on MassDOT's website today, or will be within the immediate future. It is a big document and certain steps like accessibility must be taken before posting. The goal is to post it today or in the next couple of days.

How to Use the P3 Checklist for the RFP

The speaker transitioned from MH to *Andy Paul (AP), MassDOT Director of Strategic Initiatives*.

Each Commissioner was provided with a copy of the P3 Checklist.

AP informed the Commission that the Checklist provided was for the RFP documents and it would be referred to throughout the presentation.

KS encouraged the Commissioners to ask questions as each requirement was being discussed because the requirements pertain directly to the function of the Commission and can be explained further as needed.

AP reminded the Commissioners about the fifteen days provided to provide an initial response. Additional time can be made available as needed.

AP showed the Commissioners an example that item 25R on the Checklist could be checked off because Public Comment has been held and will occur throughout the RFP process. He indicated that the Checklist notes the location in the P3 Statute and slide in the presentation related to item 25R.

Discussion

Question (KS): Will you go through each one?

Response (AP): Yes, they are not in order because the slides are a narrative.

Question (JE): This is a checklist for the RFP not a checklist for requirements of the Commission?

Response (AP): There are two checklists. Your requirements include the RFP and Lease documents. The Commission is responsible for making sure MassDOT incorporates the items into the Lease and procurement process.

Question (JE): Thank you, understood. Will the Commission get a separate checklist for Section 73 of Chapter 6C, so we know we are following our mandate?

Response (SS): All the Commission's responsibilities as outlined in the Statute are included in Checklist and will be reviewed today or tomorrow. Section 73 says a P3 Commission should be created. Section 63 through Section 73 of Mass General Law Chapter 6C is what goes into all the details and criteria of what MassDOT needs to include in an RFP. We can produce a Section 73 Checklist so the Commission can

read it, but I believe the information you want is what has been produced to date.

Question (KS): Is there a separate one for the Commission Report?

Response (SS): Yes, in your manual there are requirements for the report.

Question (SS): Is the Statute in the manual?

Response (JE): The Statute is in the manual. I am just making sure Section 73 is covered since it is specific to the Commission. I am just confirming that.

Response (SS): Yes.

Response (AP): The manual is more of a narrative than a checklist. For example, the report must be submitted within 30 days of voting to approve the document.

Comment (JE): Yes, that makes sense, Section 73 just talks about requirements of the Commission.

Comment (KS): Yes, formal final report.

Response (AP): Yes, formal final report.

Comment (JE): It says initial written response in 15 days and then ten things we are required to look at.

Response (SS): That is in the manual. That is separate from your approval of the RFP. Your approval of the RFP addresses all the many criteria we (MassDOT) are required to meet (the Checklist) and then your report includes those ten criteria.

Service Plazas Procurement: Three Separate RFPs

The Commission was directed to inform MassDOT if they do not have access to digital copies of the three RFPs.

Geographic Groupings

The Service Plazas have been put into three geographic groups. Western and Central are on the turnpike and many, but not all, are paired as eastbound and westbound. The Eastern group is spread throughout other MassDOT-owned corridors. Some are paired and others are standalone.

Service Plaza Grouping Differences

The Service Plaza sites vary slightly in the services they offer. Almost all offer fuel and convenience, except Plymouth which does not offer fuel. Lee

Eastbound and Ludlow offer E-ZPass services. Natick offers E-ZPass and RMV services. There are EV chargers at several of the service plazas.

Discussion

Comment (KS): The reason why there are only 18 sites is because in the 1950s, under the Highway Act, federal roads were prohibited from having service plazas. The fear was service plazas would take away from commercial centers. All 18 sites are in areas the federal government did not participate in building.

Comment (AP): Or, they were grandfathered in because the site was built before then, like Lee.

Comment (KS): Right, 128 was a state road.

Comment (JG): Mr. Chairman, something to note, MassDOT has explored expanding service plazas to other rest areas, but that prohibition remains in place federally.

Comment (KS): The Commission is somewhat geographically diverse. Commissioners, if you have questions about the geographic areas and amenities that may or may not exist, AP, as you present, could you answer

what are the added values that were not included back in 2000, but could be added today?

Response (AP): Yes, we will get into some of that on the design side.

RFP Structure

The Instructions to Proposers (ITP) explain to the proposers what MassDOT is looking for in a response, the submission process, and evaluation criteria.

Green stars on slides indicate a statute, statutory requirement, or statutory authority. A yellow diamond indicates a recommendation from the OIG report.

Slide 22 corresponds to item 24R on the Checklist. That item is considered through the inclusion of the ITP, Transition Agreement (TA), and an award. The TA is a requirement under the RFP that covers the transition period to the Lease.

Instructions to Proposers

Procurement Process – Schedule Highlights

Contract documents were submitted to the P3 Commission, the OIG, and the AG Office to start the review period. A vote is subject to the

Commission's review after the fifteen-day review period. After the vote and approval, proposals are anticipated to be released within six months. The schedule is flexible and dependent on the Commission's approval, need for revisions, and MassDOT's ability to issue the final documents.

One-on-one meetings and a Q&A period will be operated through COMMBUYS for proposers. MassDOT will provide written answers to questions, which may be submitted confidentially.

The RFP may be revised by issuing addenda that are resubmitted to the P3 Commission for approval.

Submittal Requirements – Financial Proposal

There are four elements of the Financial Proposal: the Financing Plan is for proposers to explain how they plan to finance the costs associated with the lease. The Minimum Annual Guaranteed (MAG) Rent and the Revenue Share Rent together create the "Operational Rent". Both numbers are binding. The Minimum Capital Investment is the proposer's commitment to redevelopment.

Discussion

Comment (KS): What is the condition of some of these places now? I think it will affect the improvements or if a site is rebuilt?

Response (AP): Yes, the process includes Base Technical Concepts (BTC) and Alternative Technical Concepts (ATC). MassDOT did an assessment of every site. This informed a plan that proposers will see and is included in your documents. Each site is classified by whether improvements will be a small, medium, or large effort. A large project would include rebuilding, small would look like making improvements but maintaining the footprint, and medium is between those two. Proposals need to be equal or better than the existing conditions. The historic information comes from the asset assessments done by an independent engineering company.

Question (JE): Will the RFP or contract include expectations of regular capital investments throughout the agreement?

Response (AP): Ways that the long-term maintenance and operations will be enforced is addressed in the Lease.

Question (JE): Did the existing conditions analysis include, or can the ATC and RFP include, any existing agreements or understandings of agreements with local municipalities and/or the state to ensure mitigation of impacts?

Response (AP): MassDOT has assessed the facilities, and the Concessionaire will have to adhere to the design process outlined in Appendix E of the Lease. The Concessionaire will have to obtain permits and adhere to the Environmental Review Checklist, which includes public engagement. The rear entries to the site have a security system built into the BTCs, but Natick is unique and input will be needed.

Question (JD): For example, if MassDOT has established that the BTC recommendation for site twelve is a medium, is that in the RFP as the minimum? Could proposers suggest a large on the ATC?

Response (AP): Yes. It could go either way if the ATC meets the criteria. The ATC must meet the standard for level of investment and ingenuity. It will be assessed throughout the agency to make sure the ATC meets the criteria to advance. The BTCs were developed through independent and weekly inspections and have been reviewed by the operation and engineering teams.

Question (KS): The BTC says 5-10% design. Who designed them?

Response (AP): MassDOT. Outside expertise helped inform the designs through the review process.

Question (KS): MassDOT is not taking outside designs. These were engineers.

Response (AP): Engineers certified in the Commonwealth and reviewed by MassDOT staff ensure compliance with MassDOT standards and processes.

Submittal Requirements – Financial Proposal (Cont.)

The proposers will propose a solution with a minimum capital investment. All numbers in the Financial Proposal are binding throughout the life of the Lease.

Discussion

Question (KS): How is that weighted?

Response (AP): In the proposals, the total finance portion is 60%, and the total technical portion is 40%.

Submittal Requirements – Financial Proposal (Cont.)

Slide 25 corresponds to 21R, Solicit Proposal Development Documents and 5R, protecting confidential proprietary information. AP checked off both items on the Checklist.

Discussion

Question (KS): If you look at the current arrangement, does a lot of the revenue come from gasoline sales?

Response (AP): I think that is a safe assumption.

Question (KS): Could this be overweighted towards a fossil fuel tax that may or may not be relevant in the future? I do not want to preclude other alternative fuels.

Question (JP): What happens if in the future there is a more utilized east to west rail or cars do not need to stop as frequently, decreasing the number of visits to service plazas? Has this been investigated for the revenue stream over the life of the agreement?

Response (AP): MassDOT has an analysis process to inform the finance plan with possible demand changes over decades. There are securities built into the Lease, and revenue is an important part of that.

Question (KS): Is it true that there is an escape clause?

Response (SS): We have a binding MAG rent for the life of the lease. It does not matter what changes in demand; the money is owed.

Question (KS): What if they can't pay it?

Response (SS): There are safety measures in the lease for non-performance which will be discussed tomorrow.

Question (EG): Is MassDOT pushing economic, environmental, or other desired changes on to the Concessionaire?

Response (SS): Provisions exist for MassDOT-directed changes. MassDOT has the right to make changes for the life of the Lease if the Concessionaire is not moving in the desired direction.

Submittal Requirements – Technical Proposal

The three elements of the Technical Proposal for evaluation include: Team Experience, Plaza Operations and Maintenance Plan (POMP), and Initial Plaza Redevelopment (IPR) Plan. Mechanisms of enforcement are included. The IPR is in response to the BTCs with a design that will continue to develop over time, but the MAG and Shared Revenue are bound and predetermined during the proposal process.

Discussion

Question (KS): What is the peer review?

Response (AP): The peer reviewer is the third-party that reviews the documents and reports issues. The Concessionaire must pay a third party to ensure their compliance with standards and guidelines and then give MassDOT this insight.

Comment (KS): MassDOT has a lot of projects. It may be difficult to get an independent reviewer.

Response (AP): It is typically a reviewer independent from the project.

Question (JP): Each proposer has their own independent peer reviewer they are paying? Is there a standard that they all will follow?

Response (AP): Yes, they must be licensed engineers or architects in the Commonwealth of Massachusetts.

Question (KS): Are American Association of State Highway and Transportation Officials (AASHTO) practices being used?

Response (AP): Yes, the design criteria in Appendix E references AASHTO and other federal and state standards.

Comment (KS): Are there other states that have done this before that have been referred to considering Massachusetts has not done this since 2000?

Response (AP): Individuals that have worked in other states have helped develop the procurement documents.

Comment (JD): I want to make sure there is direct oversight from MassDOT.

Response (AP): Yes, MassDOT will have its own separate review.

Technical Proposals – BTCs and ATCs

MassDOT will provide BTCs at 5-10% design for the site and building at each plaza. Proposers are encouraged to submit ATCs equal to or better than the BTC. The process is well-vetted and used successfully on other MassDOT projects.

Discussion

Question (KS): Are the people that will evaluate the Financial Proposal different from the people that will evaluate the BTCs?

Response (AP): Yes.

BTC Example – Westborough WB (Central RFP)

The site and building BTCs outline the building location, parking, proposed fuel location, critical components, layouts, and proposed

improvements. Truck parking peaks during overnight. Truck parking expansion is included in the BTC to try to meet demand across sites.

Discussion

Question (KS): Who is the proponent if there is a gasoline spill?

Response (AP): The Operator is. For a specific case, they can go through the truck's insurance company. Pre-existing condition language is included to not solely put responsibility on the Operator.

Question (KS): Are there test borings?

Response (AP): No, not that MassDOT has done. They will be done as part of the redevelopment.

Question (JE): Are fuel facilities being upgraded?

Response (AP): Yes, a full replacement of the underground storage tanks is included in the BTCs.

Question (JE): Part of their team will be in LSP and doing that work?

Response (AP): Yes, and MassDOT has LSP support.

Question (JS): Every location?

Response (AP): Yes. The facilities are near or at the end of their useful life and if not, it is simpler to replace them all within the same project as included in the BTCs instead of returning years later to dig them up.

Question (JE): Can proposers expand the impact area?

Response (AP): Yes, they are encouraged to be creative.

Proposal Security & BAFO Process

Proposers are required to provide Proposal Security at the time of submission in the amounts of $1M for the Eastern Grouping, $1M for the Western Grouping, or $2M for the Central Grouping. This goes to MassDOT if the Selected Bidder does not reach Commercial Close (CC) and it is returned if the bidder is not selected. MassDOT reserves the right to conduct a Best and Final Offer (BAFO) process with Proposers.

Question (KS): Is it legally foolproof from a lawsuit delay?

Response (OK): It is not. If they are serious and put up the Proposal Security, they will want to reach Financial Close (FC).

Question (KS): You would make the determination they did not reach FC?

Response (OK): Yes, that would trigger MassDOT to keep the money.

Comment (KS): There could be circumstances that not all sites are fully operational.

Response (OK): We will work with them. This is in the best interest of the Commonwealth, not for lawsuits.

Response (AP): This is just for the proposal portion. There are other securities.

Question (JB): Will they be required to submit a proposal for each group?

Response (AP): Yes, they will be evaluated separately. Hedging of proposals will not be allowed.

Question (JE): These amounts are based on certain calculated amounts?

Response (AP): Yes, a percentage of the total Capital Investment.

Question (KS): Is that a letter of credit or bond?

Response (FP): It could be a bid-bond or letter of credit.

Instructions to Proposers Evaluation Process and Criteria

Paul reviewed the content thus far in the presentation.

Proposal Evaluation Process

Two independent teams will evaluate and score proposals, one for Technical Proposals and one for Financial Proposals. A Final Review Team will review and compile scores without communication or overlap between teams.

Discussion

Comment (KS): There are a lot of great features to this concept. It is important to ensure independence.

Response (AP): It is like Design-Build where the evaluation committee does not know the price until bid opening.

Comment (KS): It just needs to be ensured the value is not known.

Response (AP): They will not with this process.

Question (JD): This was a recommendation from the OIG?

Response (AP): Yes.

Proposal Evaluation Criteria: Most Advantageous

The Technical Proposal is weighted at 40% and the Financial Proposal is 60%. The MAG is 30% of the Financial Proposal. The Revenue Share Rent,

Capital Investment, and Financial Plan are each 10%. The POMP and IPR are each 14%. The team experience is 12%.

Discussion

Question (JB): Do proposers know the breakdown?

Response (AP): Yes.

Question (JE): These percentages are not set by the statute. Were they set by MassDOT staff, and can the Commission ask questions?

Response (AP): Yes, it was feedback from the OIG to have sub-criteria.

Response (SS): The 60-40 split was presented at Industry Day. Financial advisors informed the breakdown.

Comment (KS): It is a great process. We want to make sure that people are not biased if a superior price is not chosen.

Question (KS): Is there a prequalification process?

Response (AP): The general contractor, engineering, and architecture have pre-qualification processes.

Question (KS): There is no rejection for lack of prior experience or capacity concerns?

Response (SS): There is a pass/fail component for Financial Capacity. Bids will not be opened if the evaluation criteria are not passed.

Weighted Sub-criteria

The POMP includes three important sub-criteria. The transition period addresses switching to the Selected Proposer with minimal disruption to the public. The Redevelopment is how operations will be maintained during construction. The Post Redevelopment Period is how they plan to operate and maintain all sites throughout the Lease. Each period will be evaluated separately.

Discussion

Question (KS): How many people will be on the selection team?

Response (AP): The Technical Committee will be larger than the Financial Committee, and the Final Review Committee will be smallest.

Response (JG): Typically, an odd number of three or five. Names will not be public.

Instructions to Proposers Additional Information

Post-award: Provisions for Unsuccessful Proposers

Debriefings will be held post-award. A stipend of $500,000 will be awarded to all proposers that score at least 50% on their technical proposal, and comply with timely and complete submittal requirements. This stipend is to encourage proposers and fund the engineering work to advance the BTCs. Proposals will be open for public inspection after contract award.

Procurement Process: Proposer Rules of Contact

All Proposers are required to sign an Affidavit of Non-Collusion, and comply with the restrictions and guidelines around Personal Conflicts of Interest and Conflict of Interest Law. Proposers must disclose all real and potential organization conflicts of interest and will be barred from participation if conflict of interest cannot be mitigated. All Selection Committee members must sign Conflict of Interest forms.

Discussion

Question (KS): Who would adjudicate this if there is an allegation of collusion or conflict?

Response (OK): Most likely myself and the attorney on staff that is an expert on conflict.

Question (KS): Would it be the same procedure that a contractor would have if they felt wronged by MassDOT?

Response (OK): It is different. Typically, they would file a claim through a different process.

Comment (KS): I am sure there will be a strongly worded warning in the RFP.

Response (OK): Yes, we are serious about this. We want a lot of serious bidders.

Post-award: Provisions for Unsuccessful Proposers

Items 19R, 20R, and 8R were checked off and are noted on slide 36.

Discussion

Question (JP): Has MassDOT considered how many people will qualify for a stipend? Why is it not just a cost to do business? There could be criticism for this.

Response (AP): Yes, it is per group, and not something taken lightly. It has worked well in Design-Build. It is based on a percentage of the cost estimate. It encourages innovation to make the investment to put

together a thoughtful Proposal. Developing the BTC response will quickly accumulate engineering hours. It's great to have a lot of qualified Proposers, and we recognize this comes at a cost.

Highlighted Differences from Prior Procurement

When compared to the prior procurement process, the P3 Commission, public process, AG and OIG review and approvals, multiple RFPs, and BTCs are new features. The development schedule, plans, operational rent, and Minimum Capital Expense are now binding. The breakdown of the criteria and separate review committees are also new.

Discussion

Question (KS): Does the revenue over the life of the contract go to MassDOT?

Response (AP): Yes, MassDOT retains the revenue.

Question (JE): The OIG comment letters, does this incorporate everything that MassDOT feels should be included at this time?

Response (AP): Yes, I do not believe there were any that MassDOT objected to. We could get a summary.

Using the P3 Checklist to Review the RFP

Discussion

Question (KS): Is this different than the Commission's requirements?

Response (AP): The ten points that must be met by the Commission Report are outlined in the manual. When the Commission votes to approve the RFP, it pertains to the items on the P3 Checklist.

Question (JD): Where did the items in the Statute come from?

Response (OK): It was inserted by the Legislature, but the exact origin is unknown.

Question (JD): Do we believe the Statute is comprehensive?

Response (OK): I believe it was in 2009, but the world has changed.

Question (KS): So, it was established around the same time as the creation of MassDOT?

Response (OK): It was in the same Statute.

Discussion

Paul noted that the next meeting will present a similar presentation that focuses on the Lease.

MH followed that the intent was to introduce the Commission members to the documents and provide an opportunity for questions.

KS noted that it is important that the Commission understands the amenities proposed and the needs across different geographic areas. He encouraged the Commission to consider their own jurisdictions and determine suggestions to make the sites unique to the area. He stressed the importance of making sure that small bidders are not intimidated.

AP checked off item 2R on the Checklist and noted that it was addressed on Slide 37. He informed the Commission that Slide 37 was not listed in the packet for that item.

MEETING CADENCE AND NEXT STEPS

AP noted the next Commission meeting on August 25, 2026, will address the Transition Agreement and the Lease.

Discussion

Question (KS): Is there a summary of Industry Day? What was learned and why was it run?

Response (AP): There is a recording. It was held to inform the potential proposers and get feedback.

Comment (KS): It may be helpful to hear what they said.

Comment (JE): The key takeaways would be helpful even if not tied to any specific person.

Comment (KS): Like a pre-construction meeting.

Response (AP): There will be pre-proposal meetings with vendors. It is slightly different.

Question (KS): Will the industry know there is a Project Labor Agreement?

Response (AP): Yes.

Response (SS): The draft Lease has now been made publicly available.

Question (KS): Does MassDOT get a lot of business at the E-ZPass locations?

Response (AP): We intend to continue the E-ZPass and RMV operations. It is convenient.

Response (JG): There is a surprising amount of walk-in business, but that may change.

Comment (KS): Thank you to MassDOT. The Commission should take its time to ensure it understands its function. Tomorrow, we may possibly vote on more time as the Commission only gets one chance at this, and it should be thorough. This is a good service to the Commonwealth. Thank you for your patience.

Comment (MH): Thank you for helping.

KS made a motion to adjourn.

On a motion duly made and seconded, all were in favor, and the meeting was adjourned.