

**MINUTES
OF THE
WOODS HOLE, MARTHA'S VINEYARD
AND NANTUCKET STEAMSHIP AUTHORITY**

The Meeting in Public Session

August 24, 2021

The Members of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority met on August 24, 2021, beginning at 9:32 a.m., in the first-floor conference room of the Authority's administrative office building, located at 228 Palmer Avenue, Falmouth, Massachusetts. Four (4) Members were present and participated via Zoom videoconferencing: Chair Kathryn Wilson of Falmouth; Secretary Robert F. Ranney of Nantucket; Robert R. Jones of Barnstable; and James M. Malkin of Dukes County. Vice Chair Moira E. Tierney of New Bedford was absent.

Port Council Secretary Robert S.C. Munier of Falmouth and members Joseph E. Sollitto Jr., of Oak Bluffs, and John Cahill of Tisbury were present and participated via Zoom. The following members of management were also present: General Manager Robert B. Davis; General Counsel Terence G. Kenneally; Treasurer/Comptroller Mark K. Rozum; Communications Director Sean F. Driscoll; Director of Marine Operations Mark H. Amundsen; Reservations and Customer Relations Manager Angela C. Campbell; Woods Hole Reconstruction Project Manager William J. Cloutier; Director of Shoreside Operations Alison A. Fletcher; Director of Human Resources Janice L. Kennefick; and Health, Safety, Quality and Environment Manager Angela M. Sampson.

Video and Audio Recording of Today's Meeting:

Ms. Wilson announced Steve Baty of All Media Productions was making a video and audio recording of today's meeting in public session on behalf of Martha's Vineyard Community Television, also known as MVTV. Mr. Driscoll was making an audio and video recording of the meeting; Rich Saltzberg (representing the *Martha's Vineyard Times*) stated he was making an audio recording of the meeting.

Remote Participation by All Members:

Ms. Wilson announced, Pursuant to Section 20 of Chapter 20 of the Acts of 2021 and in line with social distancing guidelines followed during the COVID-19 pandemic,, all Board Members were participating remotely in the meeting

because their physical attendances would be unreasonably difficult. All Board Members participated in the meeting by the Zoom video conferencing app and all Members were clearly audible to each other. As a result of the Members' remote participation in this meeting, any and all votes taken by the Members today were taken by roll call vote.

Minutes:

IT WAS VOTED – upon a motion by Mr. Malkin, seconded by Mr. Ranney – to approve the minutes of the Board's July 20, 2021, meeting in public session.

<u>VOTING</u>	<u>AYE</u>	<u>NAY</u>
Ms. Wilson	10 %	
Mr. Ranney	35 %	
Mr. Jones	10 %	
Mr. Malkin	35 %	
TOTAL	90 %	0 %

Port Council Report:

Mr. Munier reported the Port Council meeting included the following:

- A report on the June 2021 business summary, noting that traffic appeared to be “soft” and discussion of whether that was the beginning of a trend.
- Updates on current projects, including the financial status of the Woods Hole Terminal Reconstruction Project, which was under budget but had some additional costs to come.
- The 2022 Summer and Fall Operating Schedules for the Nantucket route, which the Port Council voted to recommend to the Board.
- The Transportation Agreement with Martha's Vineyard Regional High School District, which the Port Council voted to recommend to the Board.
- The general manager's goals, which the Port Council voted to recommend to the Board with the addition of a goal regarding community relations and engagement.
- Discussion on the Preferred Space Program.
- Proposed legislation to amend the Enabling Act to alter the voting structure of the Board.

Tropical Storm Henri:

Mr. Davis noted the Islands recently had a close brush with Tropical Storm Henri, and said it was a total team effort to minimize disruptions to the Authority's operations. He thanked the vessel crews, terminal personnel, and reservation staff for stepping up to provide outstanding service to the Authority's customers. He further thanked the Authority's maintenance staff and administrative staff, including fleet operations, accounting, shoreside operations, and communications, to address items before they became a problem. He also thanked the Authority's customers, who were understanding of the situation and remained calm.

Results of Operations:

Mr. Davis reviewed the results of the June 2021 business summary via a PowerPoint presentation, which showed the Authority carried fewer passengers (down 11.1%) and trucks (down 5.1%) but more automobiles (up 1.5%) than in the same month in 2019, which was the month used for the 2021 budget projections due to the COVID-19 pandemic in 2020.

Mr. Davis said the Authority's operating income for June 2021 was approximately \$14,871,000 and the operating expenses were approximately \$9,603,000, for a net operating income for the month of some \$5,261,000, approximately \$194,000 more than anticipated in the 2021 operating budget. Year-to-date net operating losses were \$2,674,000, approximately \$2,831,000 below budget.

During the month of June 2021, the Authority's vessels were scheduled to make a combined 2,486 trips, of which two (2) were canceled for mechanical reasons on the Martha's Vineyard route and four (4) were canceled for mechanical reasons on the Nantucket route, he said.

Woods Hole Terminal Reconstruction Project Marine Update:

Mr. Davis provided the following updates on the Woods Hole Terminal Reconstruction Project:

- Jay Cashman Inc. installed the fender and mooring bollard on the north head dolphin. Cashman's crew worked on the north head dolphin access platform and grouted the north bulkhead railing in place.

Cashman's crew then completed the north head dolphin access platform and installed the ticket booth.

- Lawrence Lynch Corp. poured concrete around the steel castings in the ground and installed the concrete foundations for the vehicle bollards. Lawrence Lynch then prepared the worksite for the finish course of pavement and completed the paving, then began installing the vehicle bollards.
- The electricians connected the permanent power to the transfer bridge and pulled the lighting cables and communication cables.
- The canopy carpenters continued working on and completed the canopy trim woodwork. The canopy glass contractor completed installation of the glass hardware and began installing the glass roof panels.
- The fencing contractor continued to work on the fence at the south property line.

Thus far, the Authority has sent 161 community email updates for the project.

Mr. Cloutier then shared a PowerPoint presentation with recent photographs from the site. The presentation also included a cost update for the project, showing the original contract price of \$43,143,280, change orders to date of \$9,946,583 (23% of the original contract price), and the total contract price of \$53,089,863, which is \$600,037 under the original waterside cost estimate.

Ms. Wilson asked for an update on the lighting questions she raised during the last meeting. Mr. Davis said staff had a meeting via Zoom with the Tully family the prior Friday and told them the gallows lighting would be limited to being on for approximately forty-five (45) minutes only when a vessel is in the slip, and it will turn off automatically. The canopy lighting is on a lower intensity setting most of the time and is on a switch to turn to a brighter setting for approximately thirty (30) minutes only when a vessel is loading or unloading. Ms. Wilson asked if the lights were shielded; Mr. Cloutier said the passenger pier lighting is pointed toward the glass, and Mr. Davis said the gallows lighting is not shielded but added staff was looking to replace those with options that had shielding and provided enough light for safe operations.

Woods Hole Terminal Reconstruction Project Landside Update:

Regarding the landside portion of the project, Mr. Davis said the project's design team, led by BIA.studio, has begun moving into the Design Development

phase. As part of this phase, the mechanical systems subcontractor has been developing the specifications for the HVAC system. For the evaluation of the HVAC systems, a life-cycle cost study was performed to identify the initial capital cost and annual operating costs to determine the benefits of a conventional HVAC system versus the geothermal/photovoltaic system being considered in order to make the landside project a net-zero energy project. The evaluation was provided to the Members and included the estimated costs for both the terminal building and the utility building.

Chris Iwerks and Lian Davis from BIA.studio then reviewed via a presentation the updates to the landside projects, including the overall site development, landscaping elements, positioning of the solar arrays and the geothermal system. Mr. Lian Davis also reviewed various schematic design documents.

Mr. Malkin asked if the site would have two (2) traffic booths; Mr. Davis said the site will be configured for two, but the thinking was to install only one at first to see how the site performs from an operational standpoint. Mr. Malkin noted two booths worked well in Vineyard Haven and that it should be possible to measure the entrance in Woods Hole to determine now if two booths would be able to be accommodated.

Ms. Wilson asked how deep the wells for the geothermal system would be dug; Mr. Lian Davis said they would be dug 675 feet. Ms. Wilson asked if there would be obstacles like those that were encountered while pile driving in the marine portion of the project; Mr. Lian Davis said there would not be, as the piles that were driven were more susceptible to obstacles. These wells would be drilled, he said, and thus can go through just about anything they should hit. He further noted the depth was determined by the system capacity, and while some systems are drilled to a shallower depth, this calculation is made by engineers who determine the most cost-effective configuration. Mr. Lian Davis further noted the design team and Authority staff recently met with officials from the Massachusetts Maritime Academy to discuss their similar geothermal system, and they reported they had been very happy with it. Additionally, the HVAC engineer being used on the project has experience doing similar systems in the region, he said.

Ms. Wilson noted that, at the recent Port Council meeting, Nantucket member Nathaniel Lowell said the system would need a backup energy production. Mr. Lian Davis said the system is entirely electrical and can be supported by the grid, and an emergency generator would be available to run during a power outage.

Ms. Wilson asked if the building's design still had round windows; Mr. Lian Davis confirmed it did but added the shape and design of the windows was still under review.

Ms. Wilson said there had been a few meetings with the community and asked what changes or modifications had been made as a result; Mr. Lian Davis said the most recent meeting was with the Falmouth Bicycle and Pedestrian Committee, at which the Authority was asked to widen the path through the bicycle parking area. Those changes are not reflected in the drawings yet but are under review.

Ms. Wilson asked if there had been any communication with Woods Hole resident Arden Edwards regarding the features in Cahoon Park; Mr. Davis said the intent is to reach out to Ms. Edwards and noted the elements in Cahoon Park were still conceptual. Regarding the bicycle parking area, Mr. Davis said the narrowing of the bike lane from ten (10) feet to eight (8) feet was meant as a traffic calming measure to slow traffic before it exits onto Railroad Avenue. Mr. Davis further noted that, following input from the community, the utility building's roof had been changed from a gable to a flat roof, which will allow for additional solar panels to be installed and will still work for the Authority's needs.

Ms. Wilson asked that, before the conceptual designs for the park continue, Ms. Edwards be included before the concept becomes finalized. She further stated the idea of two (2) traffic booths is an important one because of the traffic tie-ups that already occur in that area, so the review should happen sooner rather than later.

Mr. Davis stated the Authority had identified some opportunities to get additional funding for the project that were available because of its goal of achieving net-zero status. Mr. Davis asked the Members, if they so wished, for a vote affirming the effort to achieve net-zero status for the terminal and utility buildings via use of photovoltaic and geothermal energy as such a vote would go a long way toward applications for those funding programs.

IT WAS VOTED – upon a motion by Mr. Malkin, seconded by Mr. Ranney – to affirm support for the Woods Hole Terminal Reconstruction Project landside phase to achieve net-zero energy status through the use of photovoltaic and geothermal energy systems.

<u>VOTING</u>	<u>AYE</u>	<u>NAY</u>
Ms. Wilson	10 %	
Mr. Ranney	35 %	
Mr. Malkin	<u>35 %</u>	<u> </u>
TOTAL	80 %	0 %

Mr. Jones did not vote on the motion.

SQMS Status:

Ms. Sampson then shared a PowerPoint presentation updating the background and status of the Safety Quality Management System (SQMS) project, including discussion of the Vessel Operation Manual (VOM), the SQMS documents in electronic form, VOM checklists, and the F-03 Event Report form.

Mr. Malkin asked how the SQMS would be delivered in paper form; Ms. Sampson said they would be all electronic and the vessels and various facilities would be provided tablet computers to access them. In response to a question from Mr. Malkin, Ms. Sampson noted that the system would allow for corrective action that needs to be taken within a 90-day timeline for each action to be completed.

Mr. Jones' Comments on the
Woods Hole Terminal Reconstruction Project Landside Design Update:

Mr. Jones noted his audio problems with the meeting had been resolved. He said he had reviewed the landscaping and recommended the terminal include more conifer trees to avoid large amounts of leaves falling in the autumn. He also jokingly noted that if the drilling for the geothermal system went as deep as promised the Authority may strike a mineral deposit and help pay for the project.

Website Update/Redesign Status:

Mr. Driscoll said more than thirty (30) agencies have requested, and been sent, the RFP after it was issued on June 1, 2021. The bids were opened on August 16, 2021, and sixteen (16) proposals were received. The project team is now in the process of reviewing and scoring each proposal, and it plans to meet September 10, 2021, to review the proposals and determine if more review is needed. The team plans to bring a recommendation to the Board at its September or October meeting.

M/V Gay Head Dry Dock Status:

Mr. Amundsen provided an update on the dry docking of the *M/V Gay Head* at Thames Shipyard in New London, Connecticut, which he said was complete. Highlights of the project include the installation of a new fire detection system, blasting and coating of potable water and ballast tanks, and an overhaul of the anchor windlass. The project cost, with credits and change orders, currently stands at \$1,278,594.

Proposed 2022 Summer and Fall
Operating Schedule for the Nantucket Route:

Mr. Davis said newspaper advertisements were placed in March 2021 regarding the proposed 2022 operating schedules for both routes, and notices of the proposed schedules were also posted on the Authority's website.

Mr. Davis said the proposed Summer Operating Schedule would run from May 17, 2022, through October 19, 2022, starting two (2) days earlier and one (1) day later than in 2021. The proposed schedule is essentially the same as 2021 with the exception of the assigned vessels and the start and end dates of those vessels. Additionally, staff is proposing to triple crew the *M/V Sankaty* during the Early Summer Operating Schedule (May 17, 2022 through May 25, 2022 and June 1, 2022 through June 21, 2022) and to do the same for the *M/V Gay Head* for the late summer schedule (September 8, 2022, through October 19, 2022). Mr. Davis noted that extra service was needed on that route more often than not, so preparing to triple-crew the vessel will better allow the Authority to assign crews to the trips in advance of their sailings.

The Fall Operating Schedule, as proposed, would run October 20, 2022, through January 2, 2023, starting one (1) day later and ending two (2) days earlier than in 2021. The proposed schedule is essentially the same as 2021 with the exception of the assigned vessels and the start and end dates of those vessels, Mr. Davis said.

The proposed 2022 high-speed ferry schedule would run March 30, 2022, through January 2, 2023, starting two (2) days earlier and ending two (2) days earlier than in 2021. The vessel would be triple-crewed from May 19, 2022, through October 18, 2022; it would be double-crewed otherwise.

Mr. Davis noted the Port Council had voted to recommended approval of the schedule at its last meeting.

Mr. Malkin noted, and Mr. Davis confirmed, that the Authority was adding capacity to the Nantucket route by virtue of triple-crewing the freight vessels.

IT WAS VOTED – upon a motion by Mr. Malkin, seconded by Mr. Ranney – to approve the proposed 2022 Summer and Fall Operating Schedules for the Nantucket route as recommended in Staff Summary No. SO-2021-04, dated August 17, 2021.

<u>VOTING</u>	<u>AYE</u>	<u>NAY</u>
Ms. Wilson	10 %	
Mr. Ranney	35 %	
Mr. Jones	10 %	
Mr. Malkin	<u>35 %</u>	<u> </u>
TOTAL	90 %	0 %

Proposed Extension of the
2021 Reservation-Only Days for the Vineyard Route:

Mr. Davis said reservation-only days typically begin on Memorial Day weekend, then resume the third week of June and continue until Labor Day. Reservation-only days are Fridays-Mondays, plus the entire week of Independence Day. Reservation-only days have helped the terminals from having major vehicle backup problems arriving on the property and help control the flow of traffic. But, more importantly, reservation-only days provide the Authority's customers with a time-certain transportation option.

Mr. Davis noted that, during these days, the Blue Line is maintained for Vineyard residents to travel on a standby basis; it is limited to fifteen (15) spots per day but is subject to change at the terminal agent's discretion by being increased or decreased depending on traffic demands.

Staff is proposing the dates for reservation-only days be extended to include weekends through Monday, Oct. 11, 2021, to help cover the influx of traffic up until Columbus Day weekend. Generally during reservation-only days, the Mashpee Reservations Office is open from 8 a.m. until 9 p.m. Because of staffing concerns, the call center would be open from 8 a.m. until 6 p.m. on those additional days instead of its normal 4 p.m. closure. Customers will still be able to change their reservations online or in person at the ticket offices after 6 p.m.

Mr. Davis noted this issue was raised by the Falmouth/Woods Hole Noise and Traffic Mitigation Working Group given the recent traffic back-ups on Woods Hole Road; Ms. Fletcher, who attends those meetings, said extending the reservation-only days was highly recommended by that group and she said she believed it would help assist in dealing with backups on Woods Hole Road.

Mr. Jones said he listened to that meeting and it was mentioned that backups were also caused by the drawbridge going up in Woods Hole and said he was curious how much this would really take care of the problem given the myriad other traffic issues in the village. He said he thought the Authority was doing the right thing by extending the reservation-only days, but it would not solve all the problems on Woods Hole Road.

Mr. Malkin said, while he had concerns about how this would affect the Vineyard residents, he would support this in an effort to help ameliorate traffic on Woods Hole Road. He asked the Authority to do a good job communicating the availability of the Blue Line with residents and to explain the potential to board an earlier trip if someone shows up ahead of schedule on a reservation-only day.

IT WAS VOTED – upon a motion by Mr. Jones, seconded by Mr. Malkin – to approve the extension of the 2021 reservation-only days for the Martha’s Vineyard route on Fridays-Mondays from Labor Day weekend through Columbus Day weekend as recommended in Staff Summary No. SO-2021-05, dated August 19, 2021.

<u>VOTING</u>	<u>AYE</u>	<u>NAY</u>
Ms. Wilson	10 %	
Mr. Ranney	35 %	
Mr. Jones	10 %	
Mr. Malkin	35 %	<hr/>
TOTAL	90 %	0 %

Transportation Agreement with
Martha’s Vineyard Regional High School District:

Mr. Rozum said the Authority annually enters into an agreement with the Martha’s Vineyard Regional High School District to establish a fixed-price contract for the transportation of student groups, teachers, administrators, and game officials on school-approved travel for the district’s fiscal year, which in

this case runs from July 1, 2021, through June 30, 2022. The most recent agreement established a fixed price of \$55,000, payable in ten (10) monthly installments of \$5,500 each, which reflects a discount of approximately fifty percent (50%) of published rates.

During the most recent fiscal year, the Authority provided transportation to the Martha's Vineyard Regional High School District in the amount of \$32,152, which was a 68.1% decrease over the 2018-2019 year's activity. The transportation costs during 2018-2019 were \$100,932; for 2019-2020, the costs were \$69,096, for a three-year average of \$67,393, Mr. Rozum stated.

This year, additional language has been added to the contract to include travel related to special education for out-of-district placements. Staff is recommending adjusting the fixed-price contract to \$33,000 to more accurately reflect the diminished travel needs in light of COVID-19, Mr. Rozum said. He added that the Port Council recommended approval of the contract at its August meeting.

IT WAS VOTED – upon a motion by Mr. Malkin, seconded by Mr. Ranney – to authorize the general manager to execute a new transportation agreement with the Martha's Vineyard Regional High School District for school-related approved transportation for a fixed price of \$33,000 for the period of July 1, 2021, through June 30, 2022, as recommended in Staff Summary #A-663, dated August 17, 2021.

<u>VOTING</u>	<u>AYE</u>	<u>NAY</u>
Ms. Wilson	10 %	
Mr. Ranney	35 %	
Mr. Jones	10 %	
Mr. Malkin	35 %	
TOTAL	90 %	0 %

Change Order No. 175 for Contract No. 16-2017,
Woods Hole Ferry Terminal Reconstruction – Waterside:

Mr. Davis noted that, over the past several months, staff has reported on the challenges encountered in the construction of Slip No.1, which have included but not been limited to a large boulder field in the vicinity of the south head dolphin and the inability to drive several monopiles, including Monopile Nos. 24 and 31, to their designed depths.

At their meeting on April 20, 2021, the Members approved the construction of a gravity structure to support the south head dolphin at Slip No. 1, Mr. Davis said. At their meeting on May 18, 2021, the Members approved the additional labor costs associated with the efforts to drive eight-foot-diameter monopiles at Slip No. 1 to limit soil disturbances and structural movements in the surrounding area. Meanwhile, the marine construction work in and around Slip No. 1 continued, with a work pause set for July 1, 2021, which enabled the Authority to berth a vessel in Slip No. 1 during the summer operating schedule. As a result of the Authority's need to utilize Slip No. 1 during the summer months, marine contractor Jay Cashman Inc. demobilized its marine construction equipment and removed it from the site for the summer.

With a plan of resuming and completing construction of Slip No.1 beginning in mid-September 2021, Mr. Davis said Cashman has submitted a new change order proposal to return to the project and complete several structures that have been redesigned by GZA GeoEnvironmental (GZA). The proposal includes mobilization and demobilization costs associated with the charter and use of a tug and barge to deliver new equipment to complete the construction of the previously approved south head dolphin; overhead costs as per the contract; and modifications to the fenders on Monopile No. 19; and modifications to Monopile No. 31. Mr. Davis noted the current proposal does not include bracing and completing Monopile No. 24 or the installation of a stone groin for scour protection within Slip No. 1. These changes are currently being designed by GZA and have not been submitted for cost estimation.

Mr. Davis said the total estimated cost of this current proposal anticipates that the work will be completed within a five (5)-month period between September 2021 and January 2022.

Mr. Jones said the change orders are "frustrating" because the Members do not know how the cost estimates are calculated and asked how thoroughly the request had been vetted and what the process was to negotiate the cost. Mr. Davis said it was something that staff took seriously, especially given the scope of this change order, and that multiple discussions had occurred with Cashman about what options are available under the terms of the contract. The Authority's in-house team, plus its design and engineering teams, supported that effort to determine the accuracy of the cost estimate and the work to be performed. He noted the original construction estimate did not include work to be performed this fall and the overhead alone is approximately \$125,000 to \$150,000 per month, so it was in the Authority's interest to get it completed as quickly as possible. Mr. Davis noted staff had also discussed whether Monopile No. 31 was needed at all, but the marine operations staff indicated it was necessary for the safe operation of the ferries.

Ms. Wilson asked if this figure was the first offer or the final offer; Mr. Davis said he did not recall what the initial figure was, but that the \$3,487,286 was a mutually agreed-upon figure. Mr. Cloutier added that the figure had changed from more than \$8,000,000 and six (6) months of work; he said Cashman had included a table of the number of work shifts that were needed to complete the job, and that as much overhead as was possible had been removed.

Ms. Wilson asked if there was any written confirmation of the credits the Authority was receiving; Mr. Cloutier confirmed there was and said the most recent was \$187,000 for dredging that did not need to be performed. The remaining items are all line-item costs that were not spent, and he noted additional credits would be calculated at the end of the project.

Mr. Jones said he was glad to hear the Authority's team was negotiating on its behalf. He asked what kind of warranty the work would have if a wall were to shift, which has been a concern of his since the start of the project. Mr. Davis said once the Authority takes ownership of the work and signs off on its completion, he is not aware of any provision in the contract for a warranty. He noted the system was designed to withstand the impacts of the Authority's largest vessel. Mr. Jones asked if the work would be examined before it was accepted, and Mr. Davis said such reviews had happened at each phase of the project.

Mr. Malkin said he has found this project and the succession of change orders to be frustrating. He said he appreciated the work that was being done but it seems there is little to do other than to reluctantly vote for the change orders. Mr. Jones said he was glad to hear the marine operations department had weighed in on whether the monopile was necessary and said the Board had little choice but to keep moving forward. He said he agreed the situation was frustrating, especially as the more that was spent on this project the less the Authority would have to spend on a new vessel.

Ms. Wilson said there had been discussion on having an external review done of the change orders and asked where that stood; Mr. Davis said the current reviews were being done with the in-house team plus BIA.studio. Ms. Wilson then asked if it had been decided to not go outside of the current range of consultants for that review; Mr. Davis said without losing a season on the construction, the Authority needed to rely on the team that was already in place.

Ms. Wilson asked what other work would still need to be performed and how much it would cost; Mr. Davis said it would be premature to provide a figure but stated that future work would be to install a strut system on Monopile No. 24 and to install the anti-scour pad in Slip No. 1.

Mr. Jones reiterated his concerns over the shifting that has gone on at the site; Mr. Davis said the shiftings at Slip No. 3 and Slip No. 2 were the result of pile driving and the use of the vibratory hammer, and he did not expect those conditions to reoccur because the work on Monopile No. 31 will involve drilling.

Ms. Wilson said it appears to her that the Authority is being taken advantage of and it troubled her. Ms. Wilson asked what would happen if the Authority were to say someone else would finish the work; Mr. Davis said it would delay the project's completion and the Authority would be in breach of its contract with Cashman.

Mr. Jones said he thought Cashman was doing a good job given the tough conditions and should carry out the project.

IT WAS VOTED – upon a motion by Mr. Jones, seconded by Mr. Malkin – to authorize the general manager to execute Change Order No. 175 to Contract No. 16-2017, Woods Hole Ferry Terminal Reconstruction – Waterside, with Jay Cashman Inc. at a total cost of \$3,487,286, as recommended in Staff Summary #GM-763, dated August 19, 2021.

<u>VOTING</u>	<u>AYE</u>	<u>NAY</u>
Ms. Wilson		10 %
Mr. Ranney	35 %	
Mr. Jones	10 %	
Mr. Malkin	<u>35 %</u>	<u> </u>
TOTAL	80 %	10 %

Proposed General Manager Goals
for the Year July 1, 2021, through June 30, 2022:

Mr. Davis then presented his proposed goals for July 1, 2021, through June 30, 2022, as follows:

- 1) Complete Phase 4 of the reconstruction of the Woods Hole Terminal (marine work) before the start of the 2022 Summer Operating Schedule on May 17, 2022.
- 2) Complete the design development phase, for the Woods Hole Terminal building and utility building, including opportunities for community engagements, and obtain the necessary permitting for the construction of the same.

- 3) Issue an invitation for bids and the award of a contract for the construction of the Authority's new maintenance warehouse, shops and office facility at the Authority's Falmouth Maintenance site on Bernard St. Jean Drive, subject to availability of funding.
- 4) Oversee the solicitation of proposals and award of a contract for the update/redesign of the website and/or development of a mobile app to begin in fall 2021.
- 5) Oversee the solicitation of proposals and the award of a contract for a qualified solar developer to develop solar array canopies at the Authority's Thomas B. Landers Road Parking Facility to begin in fall 2021.
- 6) Complete a Fleet Useful Life, Functional Obsolescence Survey as the initial stage in the Authority's vessel replacement program by December 31, 2021.
- 7) Complete an evaluation on the feasibility for alternative power technology systems for the Authority's vessel replacement program by December 31, 2021.
- 8) Complete the development and implementation of the Safety Quality Management System (SQMS) in order to achieve certification by December 31, 2021.
- 9) Issue an invitation for bids and the award of a contract to incorporate findings of the independent review conducted by HMS Consulting & Technical LLC to improve operations with regards to the Strategic Planning initiative.
- 10) Pursue capital grant funding opportunities from the U.S. Department of Transportation's Federal Transit Administration and other federal and state agencies.
- 11) Strive to improve community relations through regular opportunities for public engagement and effective communications.

Mr. Malkin said he had been thinking about the matter of a chief operating officer for the Authority and Mr. Ranney's suggestion that it be wrapped into a succession planning exercise for the Authority; he said it made sense to him to include that as a goal for Mr. Davis to work on. Mr. Jones said he did not disagree about the position of a chief operating officer but disagreed about its inclusion in a succession plan, as when you advertise for that position it will be assumed that individual would follow in Mr. Davis' footsteps. He said he would be in favor of hiring an assistant for Mr. Davis to take some of the work off his shoulders, as is done in towns that employ an assistant town manager. He said Mr. Davis has done a wonderful job up until this point but he needs someone to help manage the load, especially with a relatively new staff in place.

Mr. Ranney said he likes the goals and agrees with both Messrs. Malkin and Jones and said he would be in favor of a twelfth (12th) goal to develop a succession plan for the general manager's position until the Board is comfortable with it, whether that includes the creation of an assistant or a chief operating officer.

Mr. Malkin said he did not necessarily mean to indicate a successor had to be named but the process of doing so should be determined, including the criteria for what the Board would look for in a general manager. He further noted, regarding goal No. 11, that what constitutes effective communication for one group may be ineffective for another group so it may prove difficult to measure.

Ms. Wilson said the notion of succession planning is more about how the Board would proceed with those issues. Mr. Jones said such a matter should be included in the Authority's strategic plan; Mr. Malkin said he thinks the strategic plan will include those elements, but he wanted to give Mr. Davis the goal of advancing the process. Mr. Jones said he did not think there should be a plan for succession until Mr. Davis has indicated he wishes to leave; Mr. Ranney, however, said he did not want to wait until then to establish that knowledge.

IT WAS VOTED – upon a motion by Mr. Malkin, seconded by Mr. Ranney – to approve the general manager's goals for the year July 1, 2021, through June 30, 2022, as presented with the addition of goal No. 12, to develop a plan to aid in the eventual hiring of a successor general manager.

<u>VOTING</u>	<u>AYE</u>	<u>NAY</u>
Ms. Wilson	10 %	
Mr. Ranney	35 %	
Mr. Jones	10 %	
Mr. Malkin	35 %	<hr/>
TOTAL	90 %	0 %

Old and New Business:

Mr. Malkin said he appreciated the planning and execution that went into the Authority's response to Tropical Storm Henri but asked why the Oak Bluffs Terminal was closed on Saturday when the weather was not predicted to be an issue, noting that it caused a huge traffic backup in Vineyard Haven. Mr. Davis said the decision was made for a number of reasons, including to allow for the

securing of the facility before Sunday and to better allow terminal staff to consolidate traffic as much as possible by having all trips come into one port. More traffic was able to be accommodated on open spaces by having everyone come to Vineyard Haven, he said. He said he understood the traffic was an issue as it was following the storm when the status of the Oak Bluffs pier had to be determined before it could reopen to ferry traffic.

Ms. Wilson asked how the Plymouth & Brockton bus service was progressing at Woods Hole; Ms. Fletcher said it had been going well.

Public Comment:

Noah Asimow from the *Vineyard Gazette* asked if the Woods Hole Terminal Reconstruction Project was now over its original cost estimate given the approval of the change order; Mr. Davis said it was. Mr. Asimow asked how that estimate was determined; Mr. Davis said it was developed by the architects and engineering staff. The estimate did include a contingency, but in hindsight that amount should have been larger, he said. Mr. Asimow asked how the extra cost would be funded; Mr. Davis said it would be a combination of proceeds from prior bond sales and monies from the Replacement Fund. Mr. Asimow asked if this would have any effect on the operational budget; Mr. Davis said it would only to the extent that the bond payments come from the operational budget.

At 12:21 p.m., Ms. Wilson entertained a motion to go into executive session to discuss and approve the minutes of the Authority's meeting in executive session on July 20, 2021; to discuss the Authority's strategy with respect to litigation and real estate; collective bargaining matters; and security matters because a public discussion of these matters may have a detrimental effect on the Authority's negotiating and bargaining positions. These matters include:

- Potential litigation arising out of marine fueling operations;
- Consideration of potentially leasing or acquiring real property;
- Anticipated and Ongoing Negotiations with the unions (Teamsters Union Local 59, SEIU Local 888 and MEBA) and all the Authority's represented employees; and
- Discussion on the deployment of security personnel or devices and related strategies.

Ms. Wilson said the public disclosure of any more information with respect to these matters would compromise the purposes for which the executive session is being called. After the conclusion of the executive session, Ms. Wilson said the Board would not reconvene in public.

IT WAS VOTED – upon a motion by Mr. Malkin, seconded by Mr. Jones – to enter into executive session to discuss and approve the minutes of the Authority’s meeting in executive session on July 20, 2021; to discuss the Authority’s strategy with respect to litigation and real estate; to discuss the Authority’s strategy with respect to collective bargaining matters; and to discuss security matters.

<u>VOTING</u>	<u>AYE</u>	<u>NAY</u>
Ms. Wilson	10 %	
Mr. Ranney	35 %	
Mr. Jones	10 %	
Mr. Malkin	35 %	<hr/>
TOTAL	90 %	0 %

A TRUE RECORD

ROBERT F. RANNEY, Board Secretary

Documents and Exhibits Used at the
August 24, 2021, Meeting in Public Session of the
Woods Hole, Martha's Vineyard and Nantucket Steamship Authority

1. August 24, 2021, Meeting Agenda, posted August 20, 2021 (revised August 23, 2021).
2. Video and audio recording announcement.
3. Statement regarding remote participation.
4. Minutes of the Board's July 20, 2021, meeting in public session (draft).
5. Minutes of the Port Council's August 4, 2021, meeting in public session (draft dated August 11, 2021).
6. PowerPoint presentation, Business Summary – June 2021, dated August 24, 2021.
7. Business Summary for the month of June 2021.
8. PowerPoint presentation, Woods Hole Terminal Reconstruction Project update, dated August 24, 2021.
9. Presentation, Woods Hole Ferry Terminal Reconstruction, Landside Design Update, dated July 2021.
10. PowerPoint Presentation, Safety and Quality Management Systems: Practices to Steadily Improve Results, undated
11. PowerPoint Presentation, *M/V Gay Head* 2021 Dry Dock, Thames Shipyard and Repair Co., undated.
12. Staff Summary #SO-2021-04, Proposed 2022 Summer and Fall Operating Schedules for the Nantucket Route, dated August 17, 2021.
13. Staff Summary #SO-2021-05, Extending the Reservation-Only Days for the Vineyard Route, dated August 19, 2021.
14. Staff Summary #A-663, 2021-2022 Transportation Agreement with M.V. Regional High School District, dated August 17, 2021.
15. Staff Summary #GM-763, Woods Hole Terminal Design Change Order No. 175, Contract No. 16-2017, dated August 19, 2021.
16. General Manager's Goals (Proposed) For the Year July 1, 2021, through June 30, 2022, undated draft.
17. Statement to be read prior to going into executive session.