

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

The Meeting in Public Session

December 13, 2022

The Members of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority met on December 13, 2022, beginning at 10:05 a.m. in the second-floor meeting room of the Authority's Hyannis Terminal, 141 School Street, Hyannis. Four (4) members were present: Vice Chair Robert F. Ranney of Nantucket; Secretary Robert R. Jones of Barnstable; James M. Malkin of Dukes County; and Peter J. Jeffrey of Falmouth. Chair Moira E. Tierney of New Bedford was absent.

The Port Council met jointly with the Authority Board. Present were Port Council Chairman John F. Cahill of Tisbury; Vice Chairman Robert S.C. Munier of Falmouth; Secretary Nathaniel E. Lowell; Roland "Bud" Breault of Barnstable; Mark H. Rees of Fairhaven; and Joseph E. Sollitto of Oak Bluffs. Messrs. Lowell and Breault participated via Zoom videoconferencing.

The following members of management were present: General Manager Robert B. Davis; Treasurer/Comptroller Mark K. Rozum, General Counsel Terence G. Kenneally; Communications Director Sean F. Driscoll; Director of Marine Operations Mark H. Amundsen (who participated via Zoom); Reservations and Customer Relations Manager Angela C. Campbell; Woods Hole Reconstruction Project Manager William J. Cloutier; Director of Security Todd M. Falvey; Director of Shoreside Operations Alison A. Fletcher; Director of Human Resources Janice L. Kennefick; Director of Marketing Kimberlee J. McHugh; and Health, Safety, Quality, and Environmental Manager Bridget L. Sullivan.

Video and Audio Recording of Today's Meeting:

Mr. Ranney announced Mr. Driscoll was making an audio and video recording of the meeting; Louisa Hufstader (representing the *Vineyard Gazette*), and Rich Saltzberg (representing the *Martha's Vineyard Times*) indicated they were also making audio recordings of the meeting.

Statement Regarding Remote Participation:

Mr. Ranney stated that, pursuant to Section 20 of Chapter 20 of the Acts of 2021, in line with social distancing guidelines following the COVID-19 pandemic, Messrs. Breault and Lowell were participating remotely in the meeting because their personal attendance would be unreasonably difficult. Those Port Council Members were participating in the meeting via the Zoom videoconferencing app, and all members would be clearly audible to each other. As a result of the remote participation, any and all votes taken by the Port Council shall be by roll call votes.

Minutes:

Mr. Munier noted he was present at the Port Council's November 1, 2022, meeting; Mr. Driscoll said he would correct the minutes. Then, upon a motion by Mr. Sollitto and a second by Mr. Munier, the Port Council **voted** 5-0 to approve the minutes of its meeting on November 1, 2022, as corrected. (Mr. Breault abstained from voting on the motion.)

IT WAS VOTED – upon a motion by Mr. Jeffrey, seconded by Mr. Jones – to approve the minutes of the Board's November 28, 2022, meeting in public session.

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

Website Update/Redesign Status:

Mr. Driscoll provided the following updates on the project:

- The ADK technology team worked on advancements to the API stability and functionality and continues to connect to test data for testing.
- The SSA reached an agreement with Storyblok to use their content management system platform for the new website. The product will be a great improvement over the current CMS and will allow a more flexible way for the Authority to provide information to its customers. The ADK

- team is now working on setting up content types, data models, permissions and workflows within Storyblok.
- The technology team also worked on a proof-of-concept prototype for the Authority's new credit card processor, Eigen.
 - ADK and the SSA held a working session to begin to develop an internal and external communications plan around launch, including staff training; customer communication; creation of videos, how-to articles and other instructional materials; and a media plan.
 - The SSA is also working on developing its own internal review criteria of the website to ensure full functionality before launch.
 - Public engagement has been ongoing via the biweekly eNews and website updates at www.steamshipauthority.com/websiteproject.

Mr. Munier asked for a financial status update to which Mr. Driscoll informed the members of the Board approved change order for \$368,000 to fund additional development. Approximately 57% of the now-current budget, or \$1.3 million, had been paid by the Authority, he said.

Mr. Jeffrey asked when will the training rollout plan be available to the Port Council and Board for review, and when training would be available to the public. Mr. Driscoll said further details on the training would be available in January 2023. Mr. Jeffrey asked if the Authority was still on schedule for a March 2023 launch; Mr. Driscoll said the current plan was for the March 2023 launch to be a beta launch and that the current site would be running in parallel to the new site for a time before the new site was finalized. Mr. Jeffrey asked if the last change order for the project would fund the work through that time; Mr. Driscoll said it would.

Mr. Malkin asked what work was being done to improve communications on the business side to ensure better coordination of the input of information into the website. Mr. Davis said the driving element of the schedules and availability will still come from the Authority's reservation system, so it is a matter of making sure the schedules and allocations are loaded correctly and managed appropriately. Mr. Davis further noted that the protocol and method for pushing out messages through the mobile application was still being developed. Mr. Malkin asked how the decisions were made and the information disseminated to cancel or delay a trip; Mr. Davis said it was a collaboration between marine operations and shoreside operations. He added that the lines of communications between the two groups always needs to improve. In response to a further question from Mr. Malkin, Mr. Davis said multiple people at each terminal would need to be empowered to cancel trips and put messaging out to the public.

Mr. Jeffrey asked if there was a flow chart or decision tree as to how cancellations or delays were made; Mr. Davis said it tended to be a dynamic situation that does not always follow one decision making process. Mr. Jeffrey said he was concerned there was not a standard way of addressing these issues.

Woods Hole Terminal Site Work:

Messrs. Davis and Cloutier provided the following updates on the Woods Hole Terminal Reconstruction Project, which is now in Phase 5B, with enabling work occurring immediately adjacent to the freight shed in preparation for construction of the new terminal building and utility building:

- Lawrence-Lynch Corp. continued to install drainage piping and stormwater structures in the work site, and completed that work planned in Phase 5B.
- Lawrence-Lynch connected the water line in the Phase 5B work site with the Town of Falmouth's water line on Cowdry Road.
- Lawrence-Lynch began raising the grade and all drainage and electrical structures within the Phase 5B work site to final elevations.
- Cullen Electric began installing site electrical and communications utilities.
- Lawrence-Lynch is grading all areas in front of Slip No. 1 for paving.
- Lawrence-Lynch Corp. finished chlorinating and pressure testing the potable water line.
- Phase 5C was planned to start within the week once the first course of binder pavement is added.
- Thus far, the Authority has sent out 205 community emails updates for the project.

Mr. Cloutier also shared a PowerPoint presentation with recent photographs from the site.

Mr. Jones asked if the Authority was laying conduits that could be used for the eventual charging of electric ferries; Mr. Cloutier said such stations were not being planned, nor was the conduit. Mr. Davis said to add it into the plans at this point was premature, but he added that electric passenger vehicle and bus charging station was being accounted for. Mr. Jones noted that he was "jumping way ahead" of the Authority's plans, but to get the infrastructure required for an electric ferry was going to be a monumental task.

Mr. Malkin asked if the Authority had been in contact with Eversource regarding power needs for electric ferry charging; Mr. Davis said, as part of the

recent study led by Elliott Bay Design Group, there had been contact. Mr. Davis noted that the Woods Hole Oceanographic Institution (WHOI) was pursuing additional electric charging capacity as part of its Iselin Dock reconstruction, and the Authority was also working with Eversource to get its charging stations online for its electric buses.

Mr. Munier confirmed that WHOI was contemplating adding conduit that would accommodate future charging; although it is difficult to predict the future, he said adding the conduit now was “relatively inexpensive” and having extra capacity in a duct is a smart thing to do.

M/V Aquinnah, M/V Monomoy and M/V HOS North Star Status:

Messrs. Amundsen and Davis provided an update on the conversation status of the *M/V Aquinnah* and *M/V Monomoy* and the recent authorization to purchase the *M/V HOS North Star*. Following dry docking and hull water blasting, Mr. Amundsen and Capt. Charles Monteiro, along with support technicians, inspected the vessel. Included in this inspection was a “hull diminution survey” of over 600 locations on the side shell and bottom plating. Much like the surveys taken on the *M/V Aquinnah* and *M/V Monomoy*, no significant wastage was identified. In addition, inspections were made of tanks and voids. Following the inspection, Hornbeck was notified of the Authority’s intent on completing the purchase, with the date of closing to be determined, Mr. Davis said.

Mr. Amundsen then shared a PowerPoint presentation of the *M/V HOS North Star* inspection and dry docking at Bollinger Shipyard. In response to a question from Mr. Jones, Mr. Amundsen said the bow thrusters on the vessel were each rated at 950 horsepower, compared with 450 horsepower for the thruster on the *M/V Eagle*, which will provide a great deal of maneuverability for the vessels.

Mr. Davis said staff was having a discussion on whether or not the third vessel would be an additional bid for conversion and reactivation or whether it would be an add-on to the current bid package, which is due to be opened on January 9, 2023. Due to some items with a long lead time for ordering, the preference is to stick as close to the January 9, 2023, date as possible, he said. Mr. Jeffrey noted, if there was potential for a greater cost savings to the Authority, he would be able to attend a special meeting for authorization to award the contract.

Mr. Malkin asked if there was anything the Members could do to aid the Authority in obtaining funding for a fourth sister ship; Mr. Davis said the

Authority was pursuing an increase in its bond limit with the Massachusetts Legislature, as well as working to identify which bond issues were being paid off in 2023, to finalize what funding was necessary.

Mr. Munier asked if the Authority knew which vessels would operate out of which slips in Woods Hole; Mr. Davis said, in the absence of the summer months, the freight vessels would operate out of Slip No. 1, with Slip No. 2 being reserved for the larger vessels. In the summer, they would likely run out of Slip No. 3, he said. Mr. Davis said the Marine Operations Department was confident the vessels would be able to handle the swings into the slips more efficiently than the current freight vessels.

Mr. Lowell asked how many other vessels were available of this class; Mr. Amundsen said the fourth vessel was the last of this class. Mr. Lowell said if the Authority did not get the fourth vessel “it was not the end of the world,” but that it would be talked about for a long time.

Mr. Davis noted the dry-dock contracts should be issued in early 2023 as Mr. Rozum has Bond Anticipation Notes that need to be refinanced come March. Mr. Amundsen noted that the bid package had been sent to twenty-seven (27) yards of interest, and based on the questions coming in, he expected eight (8) yards to still be interested in the work.

Mr. Malkin asked if the Authority could put earnest money down on the fourth boat to hold the purchase option; Mr. Davis said he could talk to Hornbeck about that, but they had been reluctant to further extend the options. Mr. Rozum said a lot of the financing questions were dependent on the schedule for the retrofitting work.

Mr. Davis noted there was still a cost to maintain a spare vessel, such as having to dry dock it every two (2) years.

M/V Eagle Dry Dock Status:

Mr. Amundsen provided via PowerPoint presentation an update on the dry dock of the *M/V Eagle*, which is currently underway at Senesco Shipyard in North Kingstown, Rhode Island. Highlights of the project include bow thruster overhaul; structural steel renewals; blasting and coating the hull and superstructure; installation of an ultraviolet water purification system; and port and starboard shaft overhauls. The current total contract price is \$1,407,490.

In response to a question from Mr. Lowell, Mr. Amundsen said the vessel was scheduled to resume service on January 9, 2023.

Mr. Malkin asked Mr. Amundsen if any work was to be done on the Oak Bluffs pier this winter; Mr. Amundsen said most of the preservation work had been accomplished but said a new sprinkler system was to be installed at the terminal this winter.

Adoption of programs for compliance with
U.S. Department of Transportation and
Federal Transit Administration regulations:

Mr. Davis said staff is seeking to obtain the Members' approval of the proposed Title VI (of the Civil Rights Act of 1964) Program, Disadvantaged Business Enterprise (DBE) Program, and Transit Asset Management (TAM) Program, in order to comply with the U.S. Department of Transportation (USDOT) and Federal Transit Administration (FTA) regulations codified at 49 U.S.C. Chapter 53 and set forth at 49 CFR parts 21, 26 and 625, respectively.

Following acceptance of the Memorandum of Understanding with the Cape Cod Regional Transit Authority (CCRTA) regarding certain grant funds, the CCRTA, as the FTA's designated recipient for the Barnstable Urbanized Zone Area (UZA), must ensure that grant funding subrecipients in its UZA, like the Authority, comply with several USDOT and FTA regulations, Mr. Davis said.

All programs receiving financial assistance from FTA are subject to implementing USDOT regulations and Title VI of the Civil Rights Act of 1964, which prohibits discrimination on the basis of race, color, or national origin in programs and activities of any entity that receives federal financial assistance, Mr. Davis said.

Additionally, 49 CFR Part 26, "Participation by Disadvantaged Business Enterprises in Department Of Transportation Financial Assistance Programs," is required, he said.

Finally, 49 CFR Part 625, "Transit Asset Management," establishes a National Transit Asset Management (TAM) System to monitor and manage public transportation capital assets to enhance safety, reduce maintenance costs, increase reliability, and improve performance. TAM applies to all recipients (such as CCRTA) and subrecipients (such as the Authority) of federal financial assistance that own, operate, or manage capital assets used for providing public transportation, he said.

With the availability and receipt of financial assistance from FTA, CCRTA and the Authority worked cooperatively to develop the three (3) proposed programs for the Authority in order to meet the requirements of USDOT and FTA regulations. Mr. Davis noted that Messrs. Rozum and Kenneally had done yeoman's work on preparing the drafts in short order. Following review and approval by the Members, the programs will be reviewed by the CCRTA and the Authority annually and submitted by the CCRTA to FTA for approval triennially. All affected transit operators must certify they have these programs in place to meet FTA's requirements by December 31, 2022.

Mr. Malkin asked what changes the Authority would have to make to its operation to comply with these policies. Mr. Kenneally noted there were several items that would have to be addressed, including making translation services available and ensuring signage was appropriately displayed and translated as necessary. Mr. Rozum noted that there were also certain reporting aspects that would be necessary with federally funded projects. The TAM was already largely accomplished through the Authority's budgeting process, but it would now have to be done in a different format.

Mr. Jeffrey asked who would internally be responsible for the implementation of these programs; Mr. Rozum said Mr. Davis was the "responsible executive" for the programs. Mr. Rozum would be the liaison officer for the DBE program until such time as a grants coordinator was hired, and Mr. Kenneally will serve as the Title VI complaint officer.

Mr. Davis further noted that the Authority was examining if, for projects under \$500,000, a bond requirement could be waived for a DBE as it had been noted that requirement was a hinderance to many companies.

When asked if they wished to vote, the Port Council members deferred to the Board's vote on the matter.

IT WAS VOTED – upon a motion by Mr. Jeffrey, seconded by Mr. Jones – to approve the proposed Title VI (of the Civil Rights Act of 1964) Program, Disadvantaged Business Enterprise (DBE) Program, and Transit Asset Management (TAM) Program in order to comply with the U.S. Department of Transportation (USDOT) and Federal Transit Administration (FTA) regulations and in the form or substantially in the form provided to the Members; and to authorize the general manager to take all necessary and appropriate actions to implement these programs in order to meet the requirements of the Federal Transit Administration and Cape Cod Regional Transit Authority , as recommended in Staff Summary No. A-680, dated December 9, 2022.

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

Approval of Updated Public Transit Agency Safety Plan:

Mr. Davis said staff is requesting the Board’s approval of the Authority’s draft of its updated Public Transportation Agency Safety Plan (PTASP), which is a requirement of the Federal Transit Administration (FTA) for certain operators of public transportation systems that receive federal funds under FTA’s Urbanized Area Formula Grants to develop safety plans that include the processes and procedures to implement Safety Management Systems (SMS).

In December 2020, the Board reviewed the original PTASP developed by staff and SMS LLC and approved its implementation. Then in September 2021, the PTASP was revised to incorporate several recommendations directly from the FTA following its review of the Authority’s original safety plan, Mr. Davis said.

With the passage of the Infrastructure Investment and Jobs Act (IIJA, or the Bipartisan Infrastructure Law) in late 2021, several changes to the PTASP needed to be developed in order to maintain compliance with applicable FTA regulations under 49 CFR Part 673. All affected transit operators must certify they have met the applicable and revised FTA regulations by December 31, 2022, Mr. Davis said.

Then, upon a motion by Mr. Sollitto and a second by Mr. Rees, the Port Council **voted** 6-0 to recommend approval to the Board.

IT WAS VOTED – upon a motion by Mr. Malkin, seconded by Mr. Jones – to approve the updated Public Transportation Agency Safety Plan (PTASP) and in the form or substantially in the form provided, and to authorize the general manager to take all necessary and appropriate actions to implement the updated PTASP in order to meet the Federal Transit Administration’s requirements, as recommended in Staff Summary No. L-534, dated December 9, 2022.

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

Results of Operations:

Mr. Rozum reviewed the results of the October 2022 business summary via a PowerPoint presentation, which showed the Authority carried more passengers (up 4.5%), fewer vehicles under twenty (20) feet (down 0.7%) and more freight trucks over twenty (20) feet (up 11.1%) than in the same month in 2021. Year-to-date, the Authority has carried more passengers (up 6.7%), fewer vehicles less than twenty (20) feet (down 2.1%) and more freight trucks (up 4.6%) than the same period in 2021.

In October 2022, the Authority’s operating revenue was approximately \$11,102,000, and its operating expenses were approximately \$9,577,000, that, when combined with other income and income deductions, result in a net operating income of \$1,878, 000, about \$1,843,000 higher than budget, he said.

During the month of October 2022, the Authority’s vessels were scheduled to make a combined 2,232 trips, of which zero (0) were canceled for mechanical reasons on the Martha’s Vineyard route and twelve (12) on the Nantucket route, he said.

Preliminary traffic data for November 2022 shows that the Authority carried more passengers (up 4.8%) than November 2021; for vehicles, the Authority carried fewer to the Vineyard (down 0.8%) and Nantucket (down 4.1%), he said.

Mr. Munier noted that October 2022 brought in more than \$1,000,000 in revenue than forecast and asked if that was the result of a more long-term change in traffic patterns; Mr. Rozum said it was more reflective of lower revenue in October 2020, the month used as the baseline for this month's budget.

Contract No. 14-2022, Strategic Plan Consultants:

Mr. Davis said, on July 6, 2022, the Authority issued a Request for Proposals from consulting firms to develop a strategic plan for the Authority, with significant input from the Authority's Board, Port Council, staff, constituent communities, and other stakeholders. The goal was to provide the Authority with medium- and long-term decision-making guidance and a basis for measuring organizational performance, as recommended by HMS Consulting, Glosten Associates, and Rigor Analytics in the report they issued in December 2018 on their comprehensive review of the Authority's operations.

Mr. Davis said he designated Mr. Driscoll, Counsel Steven M. Sayers, and John A. Sainsbury, founder and managing partner of Maritime Consulting Partners LLC, to evaluate the proponents' consulting proposals on the basis of the nonprice criteria set forth in the RFP. Messrs. Sainsbury, Driscoll, and Sayers then prepared their evaluations of the five consulting proposals.

Mr. Sainsbury, who participated in the meeting via Zoom, said the five proposals were all good proposals that had their own strengths and weaknesses. However, the proposal from Raftelis Financial Consultants LLC stood out as best meeting the objectives the Authority set out.

At the request of Mr. Driscoll, Mr. Sainsbury reviewed the goals of the strategic plan: namely, to instill a strategic planning culture at the Authority. The project's goal was not necessarily to create a long-term strategic plan but to shift the culture of the Authority to embrace strategic planning as something that needs to be done on a regular basis. The goal, then of the procurement was to identify an experienced consulting group in the short term, with a long-term goal of establishing a baseline for strategic planning and helping management staff learn how to do that in perpetuity.

Mr. Malkin asked what deliverables should be expected; Mr. Sainsbury said a short-term strategic plan that identifies the areas the Authority needs to address to meet the needs of their ridership in the near-term future. The deliverable would be set up so staff could monitor their progress toward those objectives. Mr. Jeffrey said focusing only on the ridership and not the betterment of the Commonwealth was “myopic” for not addressing matters such as the Commonwealth’s emission reduction goals. Mr. Sainsbury said the term was a generalization on his part, and the process would not make any assumptions that a certain group would receive the most attention.

Mr. Jones said he was unable to ascertain from the reviews of each proposal what the Authority was trying to accomplish with this process. He said the proposals were all very boilerplate and lacked the “nuts and bolts” details he was looking for. He also noted that none of the consultants, save for Elliott Bay, had any experience in the maritime sector. Mr. Sainsbury said the proposals, in general, fell into two buckets: one that was trying to help the Authority become more strategically focused, and the other that was focused on the more technical aspects of the organization. While the latter is helpful, Mr. Sainsbury said it does not address the issues identified in the HMS report. In his view, that process must be completed before a strategic review of the Authority’s assets can be completed.

In response to a comment by Mr. Munier, Mr. Sainsbury said a long-term strategic plan would cover a time period of 20 to 30 years and would need to be revisited approximately every five years. The approach he recommends is to create a shorter-term plan to tap into the expertise of the consultants and get the ball rolling, then teach the Authority’s staff how to implement the process moving forward. Mr. Munier noted it would be easy to measure the deliverable of a short-term plan but harder to measure the culture change; Mr. Sainsbury agreed and said that a culture change happens over time, and the measurement of the success is what the organization puts into place.

Mr. Lowell said the island residents want a boat that runs, and when it isn’t they want to know about it, and that the “fires” that get put out as part of the operation lead to the goals and objectives that are later implemented. He said the Authority needs a “yes” department and that, in today’s world, the Authority needs outside help to address the many items it has to address. He said a little help is a good thing, but the Authority has a good set of people who know what’s going on.

Mr. Malkin said, in his experience, culture change is hard to impossible, and asked if that is the goal, then the successful bidder should be able to quantify at how many organizations they have succeeded in making that change.

Mr. Sainsbury agreed that it was not easy, and the way he has seen it be effective is when it is done piece by piece, with each piece focused on one objective. In this case, the culture change is to one of strategic planning, and then the next piece will be the staff doing it themselves and not having it done for them so they can see the value of the process and its effect.

Mr. Jones said when HMS Consulting was hired to perform its evaluation of the Authority, the Authority then carried out those recommendations and essentially began strategic planning at that point. He said he thought the Authority was living the strategic plan and in the middle of getting it done.

Mr. Cahill said he would prefer to wait to award the contract until the chief operating officer position was filled to provide assistance with operational support.

Mr. Rees said the strategic planning work would help bring the Authority's mission statement together with the work it already does to create objectives and goals for the organization, which are currently missing. Mr. Jeffrey agreed and said it had been too long since the HMS report to have not implemented the strategic planning process. He said the Authority is at a disadvantage for having not implemented it to date and that it needed to move forward.

IT WAS VOTED – upon a motion by Mr. Jeffrey, seconded by Mr. Jones – to authorize the general manager to award Contract No. 14-2022 for Consulting Services to Develop a Strategic Plan for the Steamship Authority to Raftelis Financial Consultants Inc. of Cincinnati, Ohio, in the amount of \$230,000, as set forth in Raftelis' consulting and financial proposals for the contract and conditioned upon the successful clarification of certain provisions of Raftelis' proposals, as recommended in Staff Summary No. GM-783, dated October 26, 2022.

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

Contract No. 16-2022,
Dry Dock and Overhaul Services for the M/V Governor.

Mr. Davis said the *M/V Governor* is scheduled to enter shipyard availability from March 14, 2023, to April 14, 2023, to undergo a required U.S. Coast Guard hull exam, rudder, propeller and shaft maintenance, coating maintenance on underwater and superstructure areas, structural steel renewal of hull and main deck areas, as well as overhaul of the bow thruster.

The bid opening is scheduled for December 16, 2022, which was prior to the Board's originally scheduled meeting date. However, staff felt waiting until the January 2023 meeting would delay the project, so Mr. Davis said he was seeking preauthorization for the award. He noted the 2023 Operating Budget estimate for the project was \$1,040,600.

IT WAS VOTED – upon a motion by Mr. Jones, seconded by Mr. Malkin – to authorize the general manager to award Contract No. 16-2022, Dry Dock and Overhaul Services for the *M/V Governor*, to the lowest eligible and responsible bidder following the bid opening scheduled for December 16, 2022, as recommended in Staff Summary No. MO-2022-15, dated December 9, 2022.

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

Ongoing Digital Platform Post-Launch
Support Agreement with ADK Group LLC:

Mr. Davis stated, in November 2021, the Board authorized the general manager to award Contract No. 02-2021, Redesign of the Steamship Authority's Website and Development of a Mobile Application, to ADK Group of Boston, Massachusetts, for a total contract price of \$1,996,554. Since that time, ADK Group and the Authority have been engaged in the development of the new website, along with the Authority's first-ever mobile application.

Following the scheduled launch of the website and app on or about March 15, 2023, the Authority wishes to retain ADK Group for ongoing support and strategic growth services. As part of the proposed Statement of Work, ADK Group will assign a team including a project coordinator, a principal architect, a digital

strategist, a front-end developer, and a quality analyst to execute platform maintenance, strategic growth and road mapping, technical search engine optimization (SEO) services, and ongoing feature development and optimization efforts. This ongoing support agreement would be in effect ninety (90) days after the launch of the website and mobile application. The term will extend for twelve (12) months, then renew for consecutive six (6) month periods, or longer if agreed upon by both parties.

The monthly cost of these services is \$29,000, or \$348,000 per year. The Authority currently pays approximately \$13,000 per month, or \$151,000 per year, on average for website maintenance and SEO services with the current website developer. However, in the first three (3) years of the current website's existence, the Authority paid an average of approximately \$308,000 per year to its current website vendor for similar services, Mr. Davis said.

In a December 2, 2022, memorandum, Regan Digital Studio President David Jensen stated that ADK "was a natural fit to provide ongoing support" given their familiarity with the Authority's reservation system, customer insights, and current technology adoption, Mr. Davis said. Mr. Jensen also noted ADK's baseline maintenance and support option and costs "are in line with the expected costs to maintain a website, mobile application, API gateway, and server environment of this scale." Mr. Jensen noted the team being proposed is a "very senior" team made up of individuals who have prior working knowledge of the Authority and the development history of the website. Mr. Jensen stated: "We would highly recommend a partnership with ADK."

Mr. Jeffrey noted that the March 15, 2023, launch was now planned to be a beta launch and asked when the support agreement would begin; Mr. Driscoll said it would be ninety (90) days after the site switched from beta to the only site. Mr. Jones asked if support through the 90-day post-launch agreement is covered under the current contract; Mr. Driscoll said it would.

Mr. Jeffrey said he was concerned about the Statement of Work containing post-launch growth and evaluation activities that would be performed by ADK Group itself and not an outside firm. Mr. Jeffrey also said it seemed to be premature to come to the Board for authorization when the work would not kick in for six (6) months. Ben Kaplan, senior client partner with ADK, said a third-party agency would be brought in to perform an audit of the site, which was a standard practice for the company. Regarding the strategic growth, Mr. Kaplan said that was to perform very specific investigations of so-called "Phase Two" items for growth on the digital platforms to prepare them for implementation. As to the timing, Mr. Driscoll said he brought it forward as the change order had been approved, and he wanted to make sure ADK Group was able to secure the

current personnel for ongoing support following launch. Mr. Jeffrey said he preferred to delay a vote as he was not prepared to support it.

Mr. Jones said he would defer to Mr. Driscoll's desire to move the agreement forward and support it.

Mr. Davis said he understood the concern about the length of time before the agreement goes into effect, but he said to have the continuity of the senior people assigned to the project was valuable to ensure.

Mr. Malkin said waiting a month should not affect the project as the holidays would likely not have much happen that would jeopardize the project. Mr. Davis said ADK Group was actively looking for new clients all the time, so if there is not a commitment for these staff people now they may not be available after launch.

In response to a question from Mr. Cahill, Mr. Driscoll clarified that the ongoing support work until after the 90-day post-launch period ended.

Mr. Sollitto asked if a guarantee could be made in the Statement of Work that the team would be maintained. Mr. Kaplan said the ongoing support team could be supplied if the agreement was not approved, but the personnel around the ongoing planning would not be able to be held for future work without a commitment from the Authority. Those personnel have already embedded with the Authority's information technology team but are in demand for other work early in the new year, so to know now that the Authority was executing the agreement would help de-risk the transition to ongoing support.

Mr. Munier said the matter was one of risk and he said everyone on the Port Council and Board acknowledged that Mr. Driscoll wanted the project to be successful. Mr. Munier asked if there was a "key persons" clause in the contract that would stipulate which personnel were to be assigned to the project; Mr. Kaplan said it did not but it could be reviewed.

IT WAS VOTED – upon a motion by Mr. Jones, seconded by Mr. Malkin – to authorize the general manager to execute a Statement of Work for Digital Platform Post-Launch Support Agreement with ADK Group LLC in the amount of \$348,000, starting ninety (90) days after launch for a term of twelve (12) months, as recommended in Staff Summary No. COMM-2022-08, dated December 7, 2022.

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

Election of Officers for 2023 – Port Council:

Mr. Kenneally then presented the guidelines for the Port Council’s officer elections, including the requirement in its by-laws that members may not serve in any capacity for two (2) consecutive calendar years. Furthermore, the by-laws prohibit the chairmen of the Port Council and Board from being representatives of the same community; therefore, the Nantucket representative was prohibited from serving in that role for 2023. Mr. Kenneally also said the by-laws provides that the Port Council “shall consider the desirability of the Chairmanship of the Port Council alternating every year between a Port Council Member from a mainland community and a Port Council Member from an island community.”

Upon a motion by Mr. Cahill and a second by Mr. Lowell, the Port Council **voted** 6-0 to name Mr. Sollitto chair for 2023.

Upon a motion by Mr. Cahill and a second by Mr. Rees, the Port Council **voted** 6-0 to name Mr. Lowell vice chair for 2023.

Upon a motion by Mr. Lowell and a second by Mr. Rees, the Port Council **voted** 6-0 to name Mr. Cahill secretary for 2023.

Election of Officers for 2023 – Board:

Mr. Kenneally noted that, per the Authority’s Enabling Act, Mr. Ranney would become the board chair in 2023 as the seat would rotate to the Nantucket Member. It has been the Authority’s practice to name the member who would subsequently serve as chairman as the vice chairman for the year, and the next in line to serve would be secretary. Following that practice, this year those roles would be filled by Mr. Jones and Mr. Malkin, respectively.

IT WAS VOTED – upon a motion by Mr. Jeffrey, seconded by Mr. Malkin – to name Mr. Jones vice chair of the Board for 2023.

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

Mr. Jones abstained from voting on the motion.

IT WAS VOTED – upon a motion by Mr. Jeffrey, seconded by Mr. Jones – to name Mr. Malkin secretary of the Board for 2023.

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

Proposed 2023 Meeting Schedule – Port Council:

Mr. Davis then presented the following proposed meeting schedule for the Port Council, which the members agreed to.

- Tuesday, January 3, 2023 - Falmouth
- Tuesday, February 7, 2023 - Hyannis
- Tuesday, March 7, 2023 - Falmouth
- Tuesday, April 4, 2023 - Hyannis
- Tuesday, May 2, 2023 - Falmouth
- Tuesday, June 6, 2023 - Hyannis
- Tuesday, July 11, 2023 - Falmouth
- Tuesday, August 1, 2023 - Hyannis
- Tuesday, September 12, 2023 - Falmouth
- Tuesday, October 10, 2023 - Hyannis
- Tuesday, November 7, 2023 - Falmouth
- Tuesday, December 12, 2023 – Hyannis

Mr. Davis noted the January 3, 2023, meeting was immediately after the holiday and asked if the members would want to move that; they indicated they were fine with the date as presented.

Proposed 2023 Meeting Schedule – Board:

Mr. Davis then presented the following proposed meeting schedule for the Board, which the Members agreed to.

<u>Date</u>	<u>City/Town</u>	<u>Location**</u>	<u>Time</u>
Tuesday, January 17, 2023	Falmouth	SSA Admin Offices	9:30 a.m.
Tuesday, February 21, 2023	Hyannis	SSA Terminal 2 nd Floor	9:30 a.m.
Tuesday, March 21, 2023	Falmouth	SSA Admin Offices	9:30 a.m.
Tuesday, April 18, 2023	New Bedford	TBD	9:30 a.m.
Tuesday, May 16, 2023	Falmouth	SSA Admin Offices	9:30 a.m.
Tuesday, June 20, 2023	Nantucket	TBD	9:30 a.m.
Tuesday, July 18, 2023	Martha's Vineyard	TBD	9:30 a.m.
Tuesday, August 15, 2023	Hyannis	SSA Terminal 2 nd Floor	9:30 a.m.
Tuesday, September 26, 2023	Nantucket	TBD	9:30 a.m.
Tuesday, October 24, 2023	Martha's Vineyard	TBD	9:30 a.m.
Tuesday, November 21, 2023	Falmouth	SSA Admin Offices	9:30 a.m.
Tuesday, December 12, 2023	Hyannis	SSA Terminal 2 nd Floor	9:30 a.m.

Mr. Jones said once the schedule was set that it should be adhered to, as changing the meeting dates causes conflicts with his other appointments. He said he knows things always come up but hopefully the schedule could be maintained.

Public Comment:

Mr. Saltzberg said, in two different videos reviewed by his newspaper, counterweights fell at the Vineyard Haven Terminal. He asked if the Authority thought about signage to mariners or individuals on the dinghy dock adjacent to the terminal to warn them the counterweights may be a hazard, as well as signage for the transfer bridges to warn the public and employees. Mr. Davis noted staff was looking for ways to secure the weights in place should they fall again; he noted that the Authority probably should have additional signage at the dingy dock to keep people away from the area.

At 12:32 p.m., upon a motion by Mr. Sollitto and a second by Mr. Rees, the Port Council **voted** 6-0 to adjourn.

**IT WAS VOTED – upon a motion by Mr. Malkin, seconded
by Mr. Jeffrey – to adjourn the meeting in public session.**

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

A TRUE RECORD

NATHANIEL E. LOWELL, Port Council Secretary

ROBERT R. JONES, Board Secretary

Documents and Exhibits Used at the
December 13, 2022, Meeting in Public Session of the
Woods Hole, Martha's Vineyard and Nantucket Steamship Authority
Board and Port Council

1. December 13, 2022, Meeting Agenda, posted December 9, 2022.
2. Video and audio recording announcement.
3. Statement regarding remote access to the meeting.
4. Minutes of the Port Council's November 1, 2022, meeting (draft dated December 8, 2022).
5. Minutes of the Board's November 28, 2022, meeting in public session (draft).
6. PowerPoint Presentation, Woods Hole Terminal Reconstruction Project, dated December 13, 2022.
7. PowerPoint Presentation, *M/V HOS North Star* Inspection Docking at Bollinger Shipyard, dated December 13, 2022.
8. PowerPoint Presentation, *M/V Eagle* Dry Dock at Senseco Shipyard, dated December 13, 2022.
9. Staff Summary #A-680, Proposed Title VI, DBE & TAM Programs for compliance with U.S. DOT & FTA regulations, dated December 9, 2022.
10. Staff Summary #L-534, Approval of the Authority's Updated Public Transportation Agency Safety Policy (PTASP), dated December 9, 2022.
11. PowerPoint Presentation, Business Summary – September 2022, dated November 28, 2022.
12. September 2022 Business Summary.
13. Staff Summary #GM-783, Contract No. 14-2022, Consulting Services to Develop a Strategic Plan for the Steamship Authority, dated October 26, 2022.
14. Staff Summary #MO-2022-15, Award Contract No. 16-2022, Dry Dock and Overhaul Services for the *M/V Governor*, dated December 9, 2022.
15. Staff Summary #COMM-2022-08, Digital Platform Post-Launch Support Agreement with ADK Group, dated December 7, 2022.

16. Memorandum from General Counsel Terence G. Kenneally, re: Election of Port Council Officers, dated December 8, 2022.
17. Memorandum from General Counsel Terence G. Kenneally, re: Election of Officers, dated December 8, 2022.
18. 2023 Port Council Meeting Schedule, dated December 5, 2022 (draft).
19. 2023 Authority Board Meeting Schedule, dated December 5, 2022 (draft).
20. Staff Summary #MO-2022-12, Purchase Order 0021737, Supply and Deliver Spare Engine Parts for MTU Model 12V4000M Engines, dated November 23, 2022.
21. Staff Summary #MO-2022-13, Purchase Order 0022102, Supply and Deliver Spare Parts for One (1) EMD Model 8-645-F7 Main Prop Engine, dated November 23, 2022.
22. Staff Summary #COMM-2022-06, Change Order No. 5, Contract No. 02-2021, Redesign of the Steamship Authority's Website and Development of a Mobile Application, dated November 11, 2022.
23. Staff Summary #A-679, Memorandum of Understanding with Cape Cod Regional Transit Authority, dated November 23, 2022.
24. Staff Summary #GM-784, Request for Authorization to Purchase One (1) Used Offshore Supply Vessel, dated November 23, 2022.
25. Statement to be read prior to going into executive session.