



**OFFICE OF THE
INSPECTOR GENERAL**
MASSACHUSETTS

Highway Service Plazas Draft Lease Review



September 22, 2026

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September 22, 2026

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Re: Highway Service Plazas Draft Lease Review

Dear Chair Sullivan, Commission members, Interim Secretary Eng, and Attorney General Campbell:

In compliance with Section 64 of Chapter 6C of the Massachusetts General Laws (Chapter 6C), the Office of the Inspector General (OIG) provides the public-private partnership infrastructure oversight commission (P3 Commission) the following written notice of any “material objections” to the Massachusetts Department of Transportation (MassDOT)’s draft contract for the rehabilitation and operation of the Commonwealth’s 18 highway service plazas.

After reviewing the draft lease against prior OIG findings and recommendations, and other best practices, the OIG finds that MassDOT largely addressed the OIG’s August 2025 recommendations related to its prior draft lease. The OIG identified one material objection related to the audit clause in the draft lease. The OIG recommends that the draft lease explicitly state the OIG’s right to audit and investigate.

Further, MassDOT also should make clear that governmental access goes beyond investigations of noncompliance to other contexts such as routine audits and reviews.

Since this project is of significant public interest, the OIG exercised its discretion to issue a more in-depth report of the procurement process. In this regard, the OIG recommends that MassDOT adhere to strong recordkeeping requirements to document and define project milestones, key decisions, and project developments.

In addition, MassDOT should consider requiring a performance bond to ensure satisfactory handover of the public asset. Relatedly, MassDOT must exercise its contractual rights under the lease and use liquidated damages to incentivize the operator to properly maintain the service plaza facilities for the duration of the 35-year lease.

The OIG is committed to ensuring that public funds are expended fairly, competitively and with full transparency. We will continue to monitor MassDOT's highway service plaza project.

Sincerely,



Jeffrey S. Shapiro, Esq., CIG
Inspector General

cc (via email):

OIG statutory and other recipients
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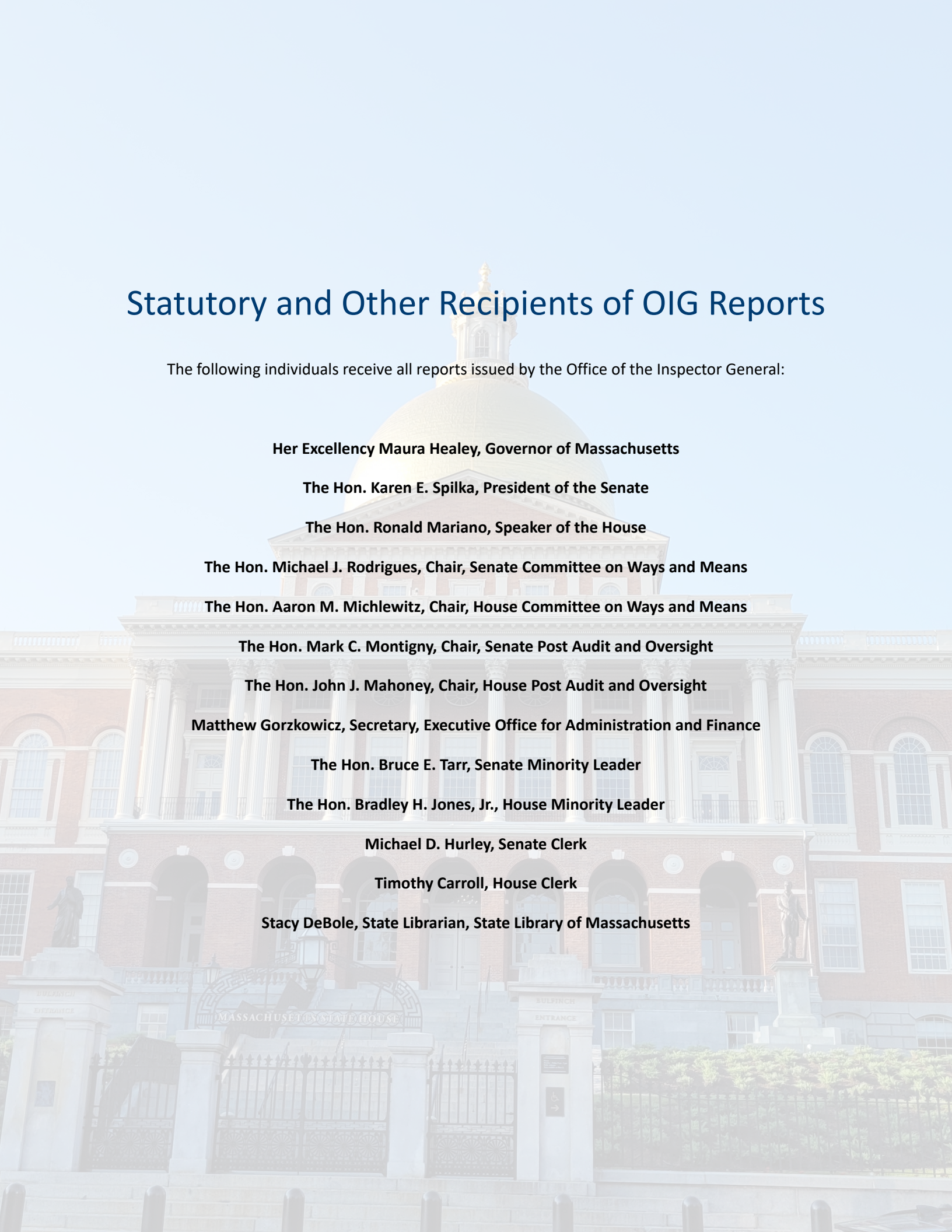
Office of the Inspector General's Leadership

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The background of the page is a faded, light blue-tinted image of the Massachusetts State House. The central feature is the large, ornate dome with a golden finish. Below the dome is the classical facade of the building, featuring a series of tall columns and arched windows. In the foreground, there is a black wrought-iron fence with stone pillars, and a set of steps leading up to the entrance. The sky is a clear, pale blue.

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EXECUTIVE SUMMARY

In March 2026, the Massachusetts Department of Transportation (MassDOT) announced that it would use a public-private partnership infrastructure oversight commission (P3 Commission) process to develop a procurement seeking one or more operators to handle the rehabilitation and future operations of the Commonwealth's 18 highway service plazas. This announcement – marking the first time that the Commonwealth used a P3 model for highway facilities – followed an earlier unsuccessful procurement process in which the chosen service plazas vendor walked away from contract negotiations in September 2025.

As authorized under Sections 62 – 73 of Chapter 6C of the Massachusetts General Laws (Chapter 6C), the P3 Commission is an independent entity whose primary objective is to oversee the development of MassDOT's requests for proposals (RFPs) for services to be delivered through public-private partnerships and to approve RFPs and proposed contracts prior to their issuance. Section 64 of Chapter 6C directs both the Inspector General (OIG) and Attorney General to give the P3 Commission written notice of any "material objections" to the draft contract.

This report fulfills the OIG's notification requirement.

While this report is directed to the P3 Commission, MassDOT, and the Attorney General, the service plaza procurement is of significant public interest, as the selected operator will make substantial long-term commitments to update and maintain the Commonwealth's 18 highway facilities. In that vein, although the Legislature only required the OIG to review the draft contract for material objections, the OIG elected to issue a more in-depth report about the procurement process. The OIG's expansive approach is further supported by the fact that the service plazas procurement is MassDOT's first use of a public-private partnership delivery method.

This report's Table 1 lists the elements that the OIG considered as it evaluated the draft contract for material objections. The table reflects that MassDOT covers many of these topics in its proposed contract, but also presents the OIG's recommendations related to audit clauses, bond requirements, and recordkeeping practices.

In this report's Table 2, the OIG offers additional observations related to the evaluation and selection stage of the procurement. These recommendations cover topics such as the contact rules between evaluators and proposers, conflict of interest forms, and regular communications to the MassDOT Board of Directors.

The OIG acknowledges MassDOT's significant efforts to identify "lessons learned" from the initial Applegreen procurement and to improve its processes. The OIG offers its comments and recommendations in this report to not only fulfill its statutory obligation, but to also further the Commonwealth's goal of conducting an effective procurement for the revitalization and multi-decade operations of significant amenities serving the traveling public.

THE OIG'S REVIEW REQUIREMENTS

Section 64(a) of Chapter 6C of the Massachusetts General Laws codifies the OIG's role and responsibilities as part of the public-private partnership infrastructure commission process:

The request for proposals shall contain the proposed form of contract or public-private agreement to be executed between the successful offeror and the department upon award, and shall have been approved as to content and form by the special public-private infrastructure oversight commission and by the department before the request for proposals is issued, pursuant to section 63. The inspector general and the attorney general shall have 30 days from the receipt of a draft of the proposed form of contract to notify the special public-private infrastructure oversight commission in writing of any material objections to the draft form of contract. Before issuing any request for proposal, the department shall prepare a written response to reports submitted to it by the special public-private infrastructure oversight commission which response shall state the basis for any substantial divergence between the actions of the department and the recommendations contained in such reports of said commission. The department and the successful offeror shall only make non-material changes in the content and form of the public-private agreement contained in the request for proposals.

INTRODUCTION

I. The Office of the Inspector General

The Office of the Inspector General for the Commonwealth of Massachusetts (OIG) is an independent state agency charged with preventing and detecting fraud, waste, and abuse of public funds and assets. The OIG investigates allegations of fraud, waste, and abuse at all levels of government and reviews programs and practices in state agencies and municipalities to identify systemic vulnerabilities and opportunities for improvement. The OIG strives to enhance or restore public confidence in government, ensure accountability, and promote the best interests of the people of the Commonwealth in the use of public funds and property.

The Legislature established the OIG in 1980 as the first state-level inspector general's office in the country.¹ Today, the OIG has a budget of over \$10 million and a staff of about 100 employees. The OIG has oversight of more than \$190 billion in spending and the work of over 400,000 individuals across state, municipal, and local public entities throughout the Commonwealth, plus suppliers, vendors, contractors, and nonprofits that receive public funds.

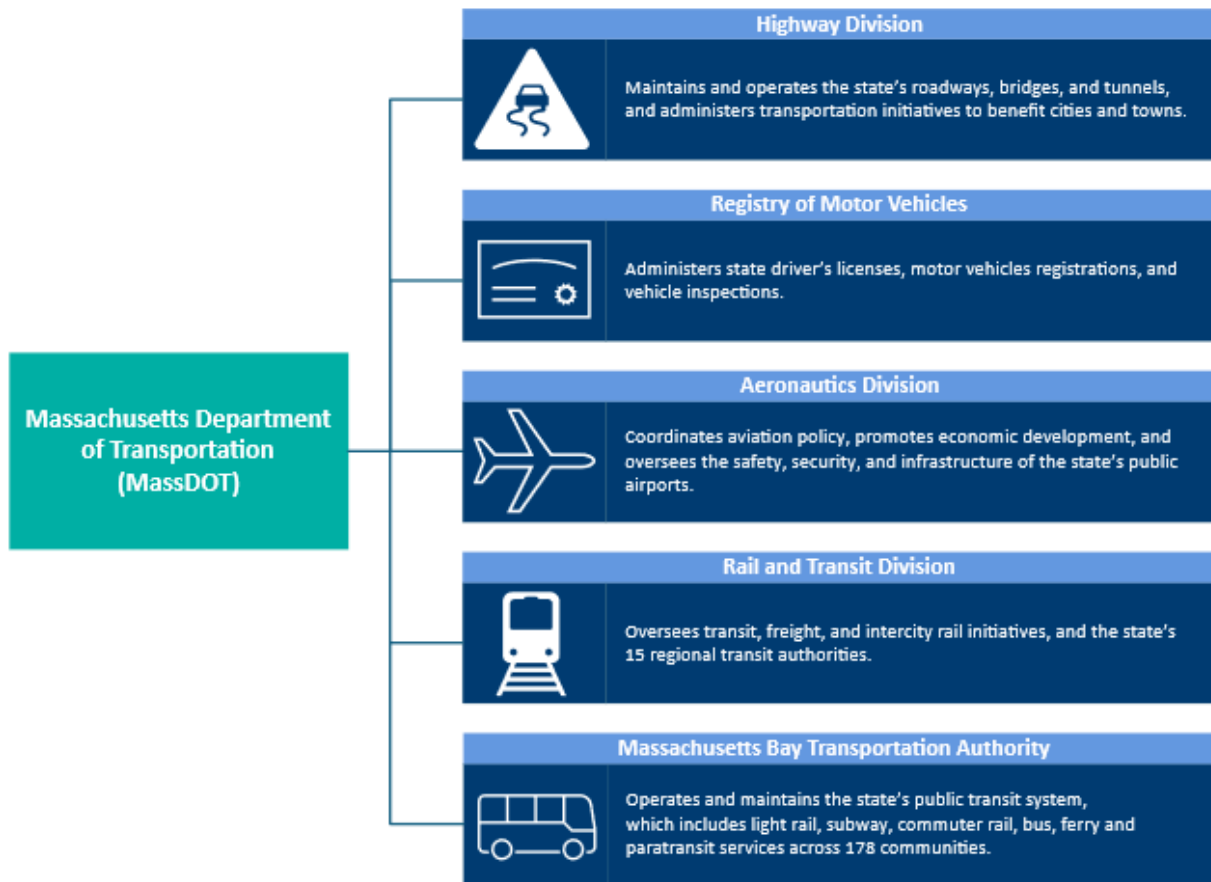
The OIG's Internal Special Audit Unit (ISAU), created by the Legislature in 2009, monitors the quality, efficiency, and integrity of the Massachusetts Department of Transportation's (MassDOT) and the Massachusetts Bay Transportation Authority's (MBTA) operating and capital programs. The ISAU investigates claims of waste or misuse of transportation funds and works to identify potential cost savings. The Inspector General is statutorily required to appoint a director of the ISAU for a fixed term of six years. Emily Pedersen, who was named to the position in 2019 and reappointed in 2025, leads a unit budgeted for 11 full-time employees. With a Fiscal Year 2027 budget of \$1,312,345, the ISAU oversees roughly \$7.5 billion in spending by MassDOT and the MBTA, which have a combined workforce of approximately 13,300 employees.

II. The Massachusetts Department of Transportation

Created as part of transportation reform legislation in 2009, MassDOT is responsible for the Commonwealth's public roadways (including major highways like the Massachusetts Turnpike and Interstate 95/Route 128), public railways, transportation licensing and registration, public-use airports, and public transit systems. It consists of the Highway Division, the Registry of Motor Vehicles, the Aeronautics Division, the Rail and Transit Division, and the MBTA.

¹ The Legislature created the OIG pursuant to the recommendation of the Special Commission Concerning State and County Buildings (known as the "Ward Commission," named after its chair, John William Ward), which spent two years probing corruption in the construction of public buildings in Massachusetts.

Figure 1. MassDOT Organizational Chart.



An 11-member board appointed by the governor and chaired by the secretary of transportation governs MassDOT. Currently, Phillip Eng dually holds the positions of interim secretary of transportation and MBTA general manager.

III. Public-Private Partnership Commission

Public-private partnerships (P3s) are long-term contractual agreements between a public agency and a private entity for an infrastructure project.² P3s constitute a broad category of procurement and contracting practices typically used for public facility and infrastructure projects. They combine several components of a public procurement into a single contract. These components can include design, build, financing, operations, and maintenance activities.

A P3 involves the private sector taking on additional project risks, including financial and revenue risks. Because the public agency retains full ownership of the facility, the public agency's selection of a private partner that can perform the duties specified in each P3 agreement requires thorough planning and execution.

² See [FHWA - Center for Innovative Finance Support - Fact Sheets](#).

In 2009, as part of transportation reform, the Massachusetts Legislature authorized the establishment of a public-private partnership infrastructure oversight commission (P3 Commission) to oversee the RFP development for P3 projects.³ The P3 Commission would be an independent oversight entity to review and evaluate the administrative and fiscal impact of MassDOT's public-private partnership policies, and to ensure that MassDOT's P3 procurement process is fair, transparent, and competitive.⁴ Its primary responsibility is to oversee the development of MassDOT's requests for proposals (RFPs) for a P3 and to approve those final RFPs and proposed contracts prior to issuance.⁵

"In the United States, P3s have been used to deliver new highways, bridges, tunnels, and transit. Typically structured as design-build-finance-operate-maintain contractual arrangements spanning 30-plus years, P3s require private sector partners to assume responsibilities traditionally held by public agencies."

Source: Federal Highway Administration

The P3 Commission members are appointed by the Governor, Senate President, Speaker of the House of Representatives, and Treasurer.⁶ The members have expertise and experience in transportation law, public policy, public finance, management consulting, transportation or organizational change, and transportation.⁷ To ensure their independence, the appointed members must not have been registered lobbyists for at least five years prior to appointment, members or employees of either the General Court or the executive branch for two years prior to appointment or have been employed by any organization that has business with MassDOT for at least two years prior to their appointment.⁸

³ M.G.L. c. 6C, § 73.

⁴ M.G.L. c. 6C, §§ 63-64, 73.

⁵ *Id.*

⁶ M.G.L. c. 6C, § 73.

⁷ *Id.*

⁸ *Id.*

BACKGROUND

MassDOT owns property along the Massachusetts Turnpike and other state highways, on which it provides service plazas with amenities and resources for travelers. The 18 plazas are located along 5 state highways: Interstate 90, Interstate 95/Route 128, Route 3, Route 6, and Route 24. The service plazas offer fuel, food and beverage services, restrooms, electric vehicle charging, and parking. MassDOT also operates E-ZPass customer service centers at three of the service plazas, and a Registry of Motor Vehicles service center at one plaza. Figure 2 below illustrates the location of the service plazas. See Appendix A for a list of all service plaza locations.

Figure 2. MassDOT Service Plaza Locations.



Source: MassDOT

The service plazas are part of MassDOT's portfolio of revenue-generating real estate assets. McDonald's Corporation, Gulf Oil, and Global Partners have been operating the service plazas under long-term agreements, which were due to expire between December 31, 2025, and June 30, 2027. Under these agreements, MassDOT has collected a base rent along with a percentage rent based on sales. MassDOT has received substantial revenue from these agreements. In April 2024, MassDOT reported that its existing operators' payments totaled approximately \$31.2 million in revenue for Fiscal Year 2023.

I. First Service Plaza Operator Procurement

A. Overview

Most of MassDOT's service plazas are more than 20 years old. As the leases with the current service plaza operators approached expiration, MassDOT found that the physical condition of the services plazas needed improvement, with some needing to be fully reconstructed and others needing to be revitalized or rehabilitated. MassDOT decided to seek a single operator to handle the rehabilitation efforts and to maintain and manage the 18 plazas for an initial period of 35 years. MassDOT expected the new operator to take over the operations of each plaza while simultaneously implementing revitalization plans.

MassDOT initiated the first service plazas procurement in April 2024 in anticipation of the current operator leases expiring between December 2025 and June 2027. After a request for information process to solicit industry expert feedback on the most effective operating model,^{9,10} MassDOT developed a request for proposals (RFP) and issued it on September 30, 2024.^{11,12} According to the RFP, MassDOT sought a single operator for a lease and concessions agreement with a thirty-five-and-one-third-year term (with a ten-year option to renew). The successful proposer would be responsible for all capital investments and costs to maintain and operate the plazas over the term of the contract.

MassDOT's RFP required prospective operators to submit an initial proposal, due November 19, 2024, and, if shortlisted, a final proposal that was originally due on February 18, 2025. MassDOT issued five addenda to the RFP which, among other changes, extended the deadline for final proposals to March 25, 2025, and then to April 15, 2025.

After receiving six proposals, MassDOT began the two-stage evaluation process.¹³ MassDOT created an "evaluation organization" consisting of a selection committee, facilitators, and subject matter experts with diverse areas of expertise. The selection committee was comprised of seven employees who were responsible for evaluating the initial and final proposals using the "Initial Proposal Evaluation and

⁹ Procuring agencies use RFIs to gather information in furtherance of developing a potential procurement. RFIs invite interested parties to provide advice and information about industry standards, general cost and price structures, and any other technical or business information which would be helpful for the procuring party to know. *RFP, RFI, and RFQ: Understanding the difference*, U.S. GEN. SERV. ORG. (Apr. 23, 2025), available at <https://www.gsa.gov/small-business/small-business-resources/training-resources/rfp-rfi-and-rfq>; *Conducting Best Value Procurements*, OPERATIONAL SERV. DIV., (Aug. 2023), available at <https://www.mass.gov/doc/conducting-best-value-procurements-handbook/download>.

¹⁰ MassDOT posted the RFI on COMMBUYS, available at [COMMBUYS - Bid Solicitation - BD-24-1030-CPO1-CPO1-101256](#).

¹¹ MassDOT posted the RFP on COMMBUYS, available at [COMMBUYS - Bid Solicitation - BD-25-1030-CPO1-CPO1-107836](#).

¹² See Appendix B for a timeline of the first and second (to-date) MassDOT procurement processes for a service plaza operator.

¹³ The six companies that submitted initial proposals by the November 19, 2024 deadline were 7-Eleven, Inc., Applegreen MA Investments LLC, Bay State Operators, Inc., Energy North Incorporated, Global Partners LP, and Loves of Massachusetts, LLC.

Short-List Procedures Manual” and the “Final Proposals Evaluation and Selection Procedures Manual” that MassDOT developed with its outside legal counsel.¹⁴

The selection committee advanced proposals from Applegreen LLC (Applegreen) and Global Partners (Global) to the final evaluation phase and ultimately named Applegreen the successful bidder.

On June 11, 2025, MassDOT staff accordingly went before the Capital Programs Committee, a subcommittee of the MassDOT Board of Directors, and recommended awarding the procurement to Applegreen. One week later on June 18, 2025, MassDOT presented its selection to the full Board, which voted to award the contract to Applegreen, with one member abstaining.

After the Board’s vote, Global launched a public campaign to challenge MassDOT’s selection of Applegreen. In September 2025, Global filed a lawsuit in Suffolk Superior Court seeking a temporary restraining order and preliminary injunction to stop MassDOT from executing a 35-year lease with Applegreen to redevelop and operate the 18 service plazas.

One week after Global’s court filings, local news outlets reported that Applegreen terminated its ongoing contract negotiations with MassDOT, with Applegreen publicly stating that it was not able to reach an agreement with MassDOT.¹⁵ Applegreen and MassDOT never signed a final contract.

B. The OIG’s Review of the First Procurement

On February 27, 2026, the OIG issued a [letter](#) detailing its investigatory review of MassDOT’s procurement process.¹⁶ The OIG concluded that the process had several flaws: (1) an inadequate Conflict-of-Interest Disclosure Statement; (2) an apparent employee conflict of interest that undermined the procurement’s integrity; (3) Rules of Contact violations; (4) unclear selection criteria; (5) poor recordkeeping in relation to scoring justifications; (6) unclear communication standards for selection committee members; (7) perceived bias resulting from a live, in-person scoring method; and (8) inadequate time and information for the Board’s subcommittee, the Capital Programs Committee, to approve the procurement.

The OIG made recommendations in relation to each finding and advised MassDOT to (1) improve its Conflict-of-Interest Disclosure Form; (2) provide conflict-of-interest training; (3) require evaluation

¹⁴ The Initial Proposal Evaluation manual covered the procedures for evaluating the initial proposals MassDOT received in response to the RFP, including the roles and responsibilities of the selection committee, confidentiality and conflict of interest, and the short-list process. The Final Proposals Evaluation Manual provided guidance for evaluating final proposals, including the roles and responsibilities of the selection committee, confidentiality and conflict of interest, and step-by-step procedures for the proposal selection process.

¹⁵ See [Applegreen drops out of project to redevelop 18 Mass. highway service plazas, citing litigation threats - CBS Boston](#).

¹⁶ In July 2025, the Senate Committee on Post Audit and Oversight (Senate Committee) launched its own evaluation of MassDOT’s procurement for a new service plaza operator. The Senate Committee’s review included multiple public hearings on the topic. On February 3, 2026, the Inspector General [testified](#) before the Senate Committee regarding the OIG’s prior August 2025 letter and another investigatory letter the OIG had not yet published. The Inspector General [testified](#) again on March 24, 2026, to discuss the results of the OIG’s investigation of the service plaza procurement.

committee members to disclose necessary communication with proposers and affiliates on ongoing projects; (4) assign specific weighting for evaluation criteria; (5) require selection committee members to document their scoring justification; (6) clarify the rules for outreach to and engagement with subject matter experts and other MassDOT divisions; (7) use a sealed scoring environment; and (8) provide regular updates about major procurements to the Capital Programs Committee and the full Board at public meetings.

II. Second Service Plaza Operator Procurement

A. Decision to Reprocure

Weeks after Applegreen withdrew from the engagement, MassDOT announced that it would pursue a new procurement for a service plaza operator. On October 15, 2025, MassDOT Highway Administrator Jonathan Gulliver¹⁷ presented an update to the Board on the service plaza procurement and status.¹⁸ Administrator Gulliver explained that (1) Applegreen withdrew from agreement negotiations and the engagement, (2) MassDOT would perform an internal review of the procurement, (3) MassDOT would re-issue an RFP, and (4) the MassDOT Highway Division would take over management of the service plazas. The Administrator stated that MassDOT would negotiate with the current service plaza leaseholders immediately to extend their leases and that the department would take time to review the previous procurement and consider what could be improved in the future to attract as many qualified bidders as possible.

During the winter of 2025 to 2026, the MassDOT Highway Division hired a consultant, AECOM, to assess each of the service plazas. These assessments included on-site inspections to ascertain each service plaza's condition. MassDOT planned to use the gathered information to develop an improved path forward to procure a new operator.

On March 13, 2026, MassDOT announced its intention to utilize the “public-private partnership infrastructure commission process” for the new procurement. MassDOT would coordinate with a to-be-created P3 Commission, submitting its draft RFP to the Commission for its review, comment, and approval. MassDOT emphasized that this would be the first time that the Commonwealth used a P3 for highway facilities in its history.

As part of its announcement, MassDOT stated that, to encourage competition, innovation, and participation from qualified proposers, it would use a novel procurement approach that would “bundle” the 18 service plazas into three separate groups.¹⁹ MassDOT believed that this new approach would offer potential bidders the flexibility to submit proposals for one, two, or all three groupings.

¹⁷ Since this October 15, 2025 presentation, Gulliver has been named Undersecretary for Transportation at MassDOT.

¹⁸ See [Presentation to the MassDOT Board of Directors on October 15, 2025](#).

¹⁹ See Appendix A for the three groupings: East, Central, and West.

On March 25, 2026, MassDOT hosted an “industry day” to discuss the anticipated service plaza procurement process and timeline with prospective qualified operators, designers, builders, consultants, and contractors.

B. The Public-Private Partnership Infrastructure Commission Process

1. Statutory Process

The P3 Commission approval process is multi-step and incorporates feedback from the OIG and the Office of the Attorney General (AGO).

The first step is for MassDOT to provide the P3 Commission with all RFP documents and any research, analysis, or staff support that the P3 Commission requires for its review. MassDOT also provides the OIG and the AGO with the proposed form of contract (lease) or public-private agreement to be executed between the successful offeror and the department.²⁰

Then, the P3 Commission reviews all documents and submits an initial written response to MassDOT regarding the RFP within 15 days.

Next, the OIG and the AGO deliver to the P3 Commission, in writing, any material objections to the draft contract within 30 days of receiving the documents from MassDOT.

After the P3 Commission’s initial written response, the P3 Commission may approve the RFP as to content and form. The statute does not include a time frame for when the P3 Commission must do so.

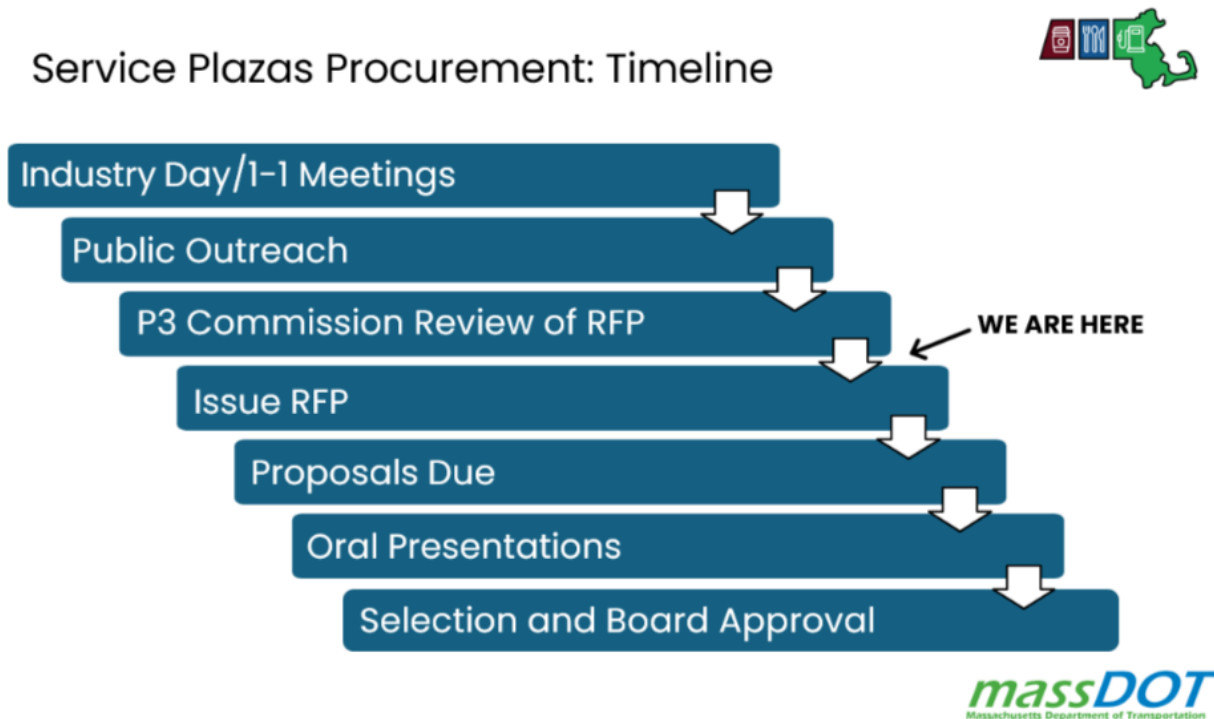
Once it approves the RFP, the P3 Commission must deliver a public report within 30 days to the Secretary of Administration and Finance, the House and Senate Committees on Ways and Means, and the House and Senate Chairs of the Joint Committee on Transportation. The P3 Commission’s public report regarding the RFP must include, but is not limited to, the policy and regulatory structure for overseeing a privately operated transportation facility and ongoing legislative oversight; issues of taxation, profit-sharing and resolution of new revenue producing ideas; use of new technologies; lease terms and termination clauses; additional responsibilities by both the private infrastructure operator and the Commonwealth during the lease period; the financial valuation of the Commonwealth transportation facility; issues of public concern; and the anticipated advantages of entering into the anticipated public-private agreement for design-build-finance-operate-maintain or design-build-operate-maintain services.

The RFP must be approved by MassDOT as well as the P3 Commission. The statute does provide that if MassDOT elects not to follow recommendations in the Commission’s report, it must issue a written response stating its basis prior to releasing the RFP.

²⁰ MassDOT’s proposed form of contract or public-private agreement to be executed between the successful offeror and the department is formally titled, “*Lease and Concessions Agreement*.” For purposes of this report, we will refer to this as the “draft lease.”

The P3 Commission is not involved in the procurement process after MassDOT issues the RFP. That is, the P3 Commission is not a part of MassDOT’s selection committee or evaluation process. Figure 3 below depicts the overall service plaza procurement timeline.²¹

Figure 3. Service Plazas Procurement Timeline.



Source: MassDOT’s July 8, 2026 Public-Private Partnership Infrastructure Oversight Commission Inaugural Kick-Off Presentation. Available [here](#).

2. Implementation of the Process

MassDOT plays a key role in the P3 infrastructure commission process, including providing the initial draft RFP and draft lease, hosting meetings, preparing informational materials, and providing staff to support the Commission with research and analysis.²² When MassDOT announced on March 13, 2026, that it would create a P3 Commission for the first time in its history to support the new procurement, it planned that the new service plaza operator leases would be operational on July 1, 2027, when the current leases expire. MassDOT developed a timeline to meet that goal. Since its initial announcement, however, the timeline has been adjusted at the request of the P3 Commission. It is yet to be seen whether or how the changes will impact the goal of meeting the July 1, 2027, effective date for new leases.

The timeline below outlines the key meetings and action items that have taken place thus far, that were either initiated or coordinated by MassDOT or at the direction of the P3 Commission.

²¹ The OIG updated the “We are here” placement on the MassDOT slide to represent where the parties are in the process as of report issuance.

²² M.G.L. c. 6C, § 73.

July 8, 2026: Kickoff meeting. MassDOT introduced P3 Commission members and reviewed the P3 Commission’s purpose, responsibilities, and role in the procurement process.

August 21, 2026: MassDOT provided the P3 Commission, the OIG, and the AGO with the necessary documents: three draft RFPs, which include the draft leases.²³

August 24, 2026: First P3 Commission [meeting](#). MassDOT provided an overview of the following: the service plazas, the P3 infrastructure commission process statute, and the draft RFP.

August 25, 2026: Second P3 Commission [meeting](#). MassDOT presented details on the following topics: the draft lease, the transition agreement, and the bidding process. The P3 Commission also discussed its concerns with the compressed timeline, particularly that the statutorily required 15 days for the members’ initial comments was insufficient for a thorough and thoughtful review of the RFP. The P3 Commission anticipated that it would need more time to complete its initial review and submit comments.

September 8, 2026: The P3 Commission submitted its initial comments to MassDOT (meeting the 15-day deadline included in the statute). As discussed in more detail below, the P3 Commission did not submit substantive comments in writing to MassDOT on this date.

October 15, 2026: The P3 Commission is scheduled to meet.²⁴

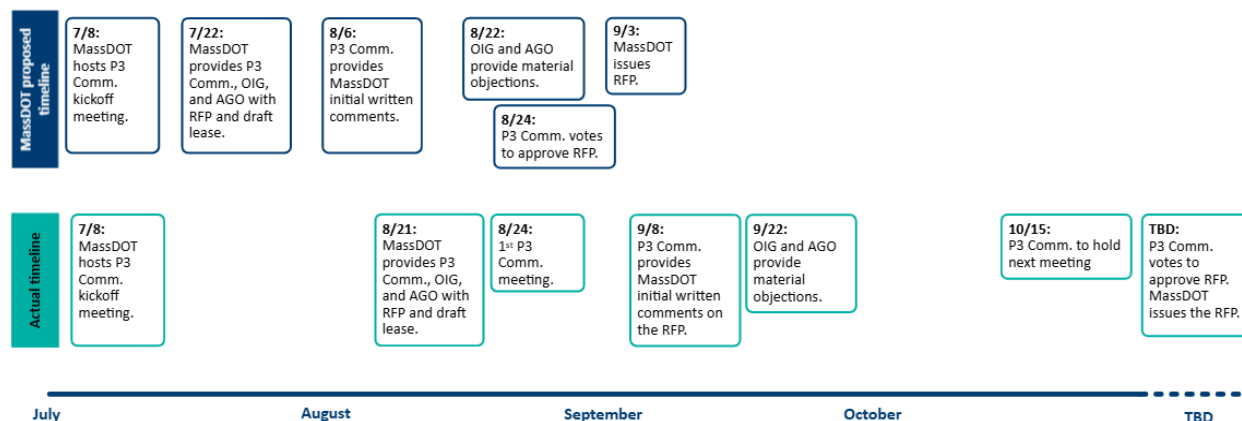
As noted above, at the outset MassDOT’s goal was to have new operator agreements in place by July 1, 2027. To that end MassDOT had scheduled meetings with the P3 Commission to review the RFP, the draft lease, and the transition agreement across four days at the end of July and early August. Following the P3 Commission’s July 8, 2026 kickoff meeting, MassDOT planned to provide the RFP and lease documents to the P3 Commission, the OIG, and the AGO on July 22, 2026. At the P3 Commission’s request, the late-July and August meetings were rescheduled to August 24 and August 25.

The OIG has been concerned with the timing in the process. First, the change in dates created uncertainty for the OIG, which is required to review the contract and report to the Commission within 30 days. The OIG received the RFP and contract on August 21, 2026, approximately six weeks after it first expected the documents. Second – and of even greater concern – is whether or how the change in the time will affect the overall goal of executing agreements with new operators at the end of the current leases without needing costly extensions. The OIG sent a letter to Interim Secretary Eng on July 30, 2026, expressing these concerns. In his response, the Interim Secretary affirmed MassDOT’s intent to make every effort to complete the next procurement and have a new operator in place by the time the current lease expires on June 30, 2027.

²³ As noted earlier, MassDOT decided “bundle” the 18 service plazas into three separate groups, which resulted in three separate RFPs.

²⁴ Date scheduled, as of the issuance of this report.

Figure 4. Proposed vs. Actual Timeline of the P3 Commission Review Process.



THE OIG'S STATUTORY REVIEW

I. OIG Review Scope and Methodology

The OIG conducted its review of the draft lease pursuant to Section 64 of Chapter 6C of the Massachusetts General Laws, within the scope of the OIG's statutory, independent oversight role, with a focus on governance, accountability, and integrity of the procurement process. The OIG's analysis (and written comments to the P3 Commission) is one component of a broader, multi-layered process for this procurement, which includes reviews by the OIG, the AGO, the P3 Commission, and MassDOT with its outside legal counsel. Each of these entities brings its own varied subject matter expertise to the review process.

The OIG specifically reviewed whether the draft lease included provisions consistent with prior recommendations that the OIG provided to MassDOT in August 2025 regarding the first service plaza procurement; previous findings and recommendations that the OIG issued to other Commonwealth agencies specific to public-private leases; and other best practices for leases between public and private entities, including P3 projects.

August 2025 OIG Recommendations for the Service Plaza Procurement. On August 22, 2025, the OIG issued a [letter](#) to then-Secretary of Transportation Monica Tibbits-Nutt related to the future MassDOT and service plaza operator agreement.²⁵ The letter was motivated in part by MassDOT's prior long-term lease management problems, including the OIG's concerns with MassDOT's lease with McDonald's Corporation, one of the current service plaza operators.

²⁵ The OIG issued this letter shortly after MassDOT's Board of Directors voted to award the service plazas contract to Applegreen.

OIG Recommendations for Leases. In prior years, the OIG has reviewed various leases and agreements between Commonwealth departments and private entities. The OIG identified relevant recommendations from these prior reviews that serve as criteria and considerations for its analysis of the current draft form of lease.

Industry Best Practices. The OIG also identified industry standards and best practices for public-private industry lease agreements.

As noted above, the P3 Commission did not submit substantive comments in its initial written response. The OIG would have included any such substantive comments in its review. The OIG will continue to monitor this process and may issue a supplement to this report if deemed necessary.

The OIG has not reviewed the lease for the legal sufficiency of its terms and conditions, nor does the OIG take a position on the specific benefits sought in the lease by MassDOT, as both of those areas of review fall within the purview of other parties in the review process.

II. Analysis and Findings

Table 1 below organizes the OIG’s August 2025 recommendations, other OIG recommendations for leases, and industry best practices by topic area, and provides the OIG’s determination as to whether the topic is covered in the draft forms of lease. The OIG provides recommendations that MassDOT consider bolstering specific provisions. The green checkmark indicates that MassDOT has incorporated the OIG’s recommendation and the yellow triangle indicates that MassDOT has partially incorporated the recommendation or best practice. See Appendix F for the draft lease sections that the OIG reviewed for each recommendation or best practice.

Table 1. OIG Recommendations and Industry Best Practices.

Topic Area	Recommendation	Included in Current Draft Lease?	Draft Lease Requirements and OIG Comments
Audit Clause	August 2025 Rec: Include audit clauses that define clear audit and investigative rights.		Rights for MassDOT and its representatives to audit and investigate. The OIG further recommends that MassDOT: 1. Add the OIG as a named oversight agency with which the operator is required to cooperate in audits and investigations. For example, contractors on public works projects and public construction projects are required by law to permit the OIG to examine their books and records. See MGL c. 30, sec. 39R and Appendix G for sample language; 2. Make clear that governmental authority cooperation and access extends beyond investigations of noncompliance; for example, during routine audits and reviews; and 3. Include language throughout the lease wherever vendors are required to notify MassDOT of investigations or inspections by governmental authorities, clarifying that such notification is not required where doing so would be prohibited by court order or other law.
	Other OIG Rec: Include operator-paid audit services if a third-party auditor of MassDOT identifies discrepancies in rent operator rent payments.		Operator pays for any expenses that MassDOT incurs for any audit or examination that uncovers underpayment in rent.
Revenue Terms	August 2025 Rec: Include clear rent and revenue-sharing terms and implement consistent rent calculations.		Rent and revenue-sharing terms: 1. Minimum Annual Guaranteed rent (MAG), plus 2. A “revenue-share rent” based on a to-be-agreed-upon percentage of gross revenue. MAG escalates yearly in accordance with the Consumer Price Index, and the annual escalator is defined.
	Other OIG Rec: Outline revenue sharing conditions; flat fee vs. percentage and include year-over-year escalations. If revenue sharing is based on mechanisms like “revenue triggers,” include dispute resolutions specific to revenue-sharing disagreements.		Flat-fee MAG plus revenue-based rent based on a percentage agreed upon by both parties. Flat-fee MAG is subject to an “annual escalator,” defined in the draft lease. Universal dispute resolution procedures used for disputes related to revenue sharing.

Topic Area	Recommendation	Included in Current Draft Lease?	Draft Lease Requirements and OIG Comments
Performance Standards	Industry Best Practice: Include terms that hold the operator to building and maintaining the infrastructure in a way that continuously meets specific performance criteria over the life of the agreement.	✓	Operating and maintenance standards and requirements, which specify that MassDOT will inspect the service plazas and apply listed liquidated damages after failed inspections.
Operator Accountability	August 2025 Rec: Develop clear construction and revitalization commitments and terms that account for non-performance.	✓	Proposer (operator) plans, schedules, and executes all aspects of the redevelopment work and permitted capital improvement work. MassDOT and the operator will use formal baseline schedules to document scheduled substantial completion dates for each service plaza. Proposer (operator) is responsible for documenting and reporting on all redevelopment work and permitted capital improvement work in accordance with the requirements of the lease.
	Industry Best Practice: Place full financial liability for project delivery, construction delays, and any associated cost escalations on the operator/developer. Include owner protections for revenue shortfalls and long-term maintenance risks.	✓	Lease dictates that the operator assumes risk and liability for all performance under the agreement. Revenue shortfalls are covered by MAG which is not connected to any revenue generation.
	Industry Best Practice: Set construction completion dates.	✓	MassDOT and the operator will set construction completion dates together; draft lease includes reporting requirements that the operator must adhere to.
Operator Reportin	Other OIG Rec: Spell out revenue reporting requirements. The contract should contain a minimum requirement for monthly operator reporting for all revenue, regardless of revenue share or source.	✓	Monthly rental statement from the operator encompasses all gross revenues from the previous calendar month.

Topic Area	Recommendation	Included in Current Draft Lease?	Draft Lease Requirements and OIG Comments
	Other OIG Rec: Require contract reporting requirements that include timetables, such as monthly reports no later than 15 days after the end of each month and annual financial information no later than 90 days after the close of each contract year.	✓	Annual reconciliation reporting at year's end, quarterly reporting, and monthly reporting due within 15 days. Also, reports related to inspections, capital investment, renewals, and replacements.
Termination	Other OIG Rec: Define the condition in which the property should be returned to the Commonwealth. Require terms regarding filing of a notice of intent for the future of the property before lease termination date.	⚠	Defines the good working conditions in which the assets need to be returned and features an appendix that outlines surrender requirements at the end of the lease. The OIG further recommends that MassDOT: Consider requiring a bond to provide an incentive for the operator to properly maintain the facilities through the end of the lease term.
	Industry Best Practice: Include clear provisions for when the agreement can be terminated early and accompanying responsibilities and cures.	✓	Operator has no right to terminate the lease; MassDOT can terminate the lease if the operator defaults.
	Industry Best Practice: Develop a “hand back clause” that governs the manner in which the asset transfers back to public control at the end of the contract term.	✓	Required conditions for each service plaza on the expiration date and procedures the operator and MassDOT must follow to hand back the plazas to MassDOT at the end of the lease.
Operating Terms	Other OIG Rec: Dictate who is responsible for utility costs and ensure that, if they are shared, the cost of utilities is not greater than revenue paid by the operator to MassDOT.	✓	Triple net lease, which puts sole responsibility for utilities on the operator.
	Other OIG Rec: Assign responsibility for security at the service plazas to the operator.	✓	Operator to develop a security plan and hire security for the plazas.
	Other OIG Rec: Assign responsibility for obtaining and paying for all forms of required insurance and bonding (payment, performance, surety, etc.) to the operator.	✓	Assigns insurance and bonding requirements that the operator must acquire and pay for.

Topic Area	Recommendation	Included in Current Draft Lease?	Draft Lease Requirements and OIG Comments
Recordkeeping	August 2025 Rec: Adhere to strong recordkeeping requirements to document and define project milestones, key decisions, and project developments.		Specific document control software and records retention system. Operator must appoint a Document Control Engineer to act as the main point of contact for electronic document management. In addition to designating a particular document management system and operator point person, the OIG further recommends that MassDOT: 1. Consider including a provision that the operator must transition to any replacement system designated by MassDOT if the current system is discontinued; and 2. Ensure that the operator's document retention is timebound, as is required in the current MassDOT Standard Terms and Conditions.
Responsibilities	Other OIG Rec: Specify MassDOT's responsibilities over the duration of the contract.		Outlines MassDOT obligations, including snow-removal, de-icing, perimeter fencing, access gates and locking systems, maintaining signs along the highways, utilities, providing new facilities that do not interfere or compete with the service plazas, and cooperating with the operator's representatives.
Form of Contract	Other OIG Rec: Include clear terms related to change orders, amendments, and extensions.		Contains (1) conditions to exercise the 10-year extension period, (2) how to make amendments including change orders, and (3) details on how to execute change orders at the request of MassDOT and the operator.

Topic Area	Recommendation	Included in Current Draft Lease?	Draft Lease Requirements and OIG Comments
Future Development	Industry Best Practice: Avoid terms that restrict the government from making necessary improvements to nearby, potentially competing public facilities.	✓	Operator has no ownership interest in the service plazas and MassDOT may create new facilities via a formal change order in accordance with certain criteria. Does not include language that prevents MassDOT or the Legislature from undertaking safety or infrastructure projects in specific areas.
Contract Management	August 2025 Rec: Develop a resilient contract management team that endures through the end of the agreement.	✓	MassDOT will designate a MassDOT Contract Representative who is responsible for lease administration.

OBSERVATIONS RELATED TO MASSDOT’S UPCOMING PROPOSAL
EVALUATION PROCESS

The Legislature did not direct the OIG to review the RFP itself in the statutory scheme. However, the OIG has exercised its discretion to review the RFP to ascertain if MassDOT has incorporated the OIG’s recommendations from February 2026, particularly for the evaluation and selection stage of the procurement. The OIG recognizes that this procurement has multiple stages and that some of its recommendations apply to later stages. In the materials provided to date, the OIG has found that MassDOT has included provisions in the draft RFP that meet the OIG’s February 2026 recommendations, and expects that MassDOT will incorporate practices that meet the remaining recommendations into the evaluation and selection process.

I. The OIG’s Analysis and Recommendations

The OIG’s February 2026 recommendations came from its February 27, 2026 public investigatory review letter to MassDOT outlining its findings regarding MassDOT’s first procurement and recommending ways to improve the department’s procurement process. In Table 2 below, the OIG comments on how the provisions in the RFP and the corresponding attachments beyond the draft lease meet those recommendations. Table 2 divides the recommendations and related observations into three categories: (1) improvements to the RFP; (2) recommendations for the next evaluation and selection process; and (3) suggestions for good governance. The analyses below detail whether MassDOT adopted the OIG’s prior recommendations.

Overall, MassDOT has made progress in implementing the recommendations the OIG provided in its February 2026 investigatory letter. Several recommendations have been incorporated into the RFP and P3 Commission process and will also apply to the next phase of the procurement. MassDOT should continue to focus on these recommendations and carry them through to the evaluation process, particularly in relation to conflicts of interest, evaluation committee interactions with proposers, and selection committee communication practices. While it is encouraging to see that MassDOT has taken measurable steps to make its procurement procedures more transparent, competitive, and fair, the OIG advises the department to carry the improvements made during the RFP process through to the evaluation process.

Table 2. OIG Observations on Draft Request for Proposals and Upcoming Evaluation Process.

	Topic Area	Recommendation	OIG Comments
Draft Request for Proposals	Rules of Contact	Remind both proposers and evaluation organization members of their continuing duty to abide by the rules of the RFP and procedures throughout the process. Train employees how to respond to proposers who violate the rules. Strengthen the controls by including in the Rules of Contact that evaluation organization members must disclose necessary communication with proposers and their affiliates, such as for ongoing projects or preexisting matters.	MassDOT hosted an “industry day” on March 25, 2026, where MassDOT leadership and project staff stressed the importance of adhering to the procurement process rules. The OIG further recommends that MassDOT: 1. Continue this dialogue with proposers and internal staff involved in the procurement, including what are examples necessary communications; and 2. Provide guidance and formal training for the evaluation organization on how to handle proposers that violate contact rules.
	Qualitative Evaluation Criteria	Assign specific weighting to subfactors within qualitative criteria in an RFP, as recommended by the American Bar Association. The subfactor weighting should outline the importance of each subfactor and provide clarity to the proposers and selection committee on the relative weight of each subfactor.	MassDOT assigned the specific proposal weighting for evaluation criteria, as recommended. The OIG further recommends that MassDOT: 1. Train the evaluation organization with specific emphasis on the weighting of evaluation criteria; and 2. Provide sufficient time and support to the selection and evaluation committee to review proposals and adequately document scoring justifications, as discussed further in “Additional Observations.”
	Scoring	Use a closed or sealed scoring environment, as compared to the live scoring used during this procurement. This is consistent with MassDOT’s intent to conduct a consistent and fair process.	MassDOT has incorporated a closed/sealed scoring environment into the RFP. The OIG further recommends that MassDOT: Include and communicate instruction regarding the closed/sealed scoring process during training and in the evaluation materials it distributes.

	Topic Area	Recommendation	OIG Comments
Evaluation Process	Conflict of Interest	Include spaces on the Conflict-of-Interest (COI) Disclosure Form for (1) members to disclose the names and their relationship with individuals or entities that pose real or apparent conflicts of interest and (2) authorized individuals to sign that they have reviewed the disclosure and either the relationship does or does not create a real or apparent conflict of interest.	MassDOT updated the COI Disclosure Form²⁶ for P3 Commission members to include the names and associated relationships with individuals or entities that pose real or apparent conflicts of interest. MassDOT also updated the form to require authorized individuals to both (1) sign that they have reviewed the disclosure, and (2) note whether the relationship(s) create(s) a real or apparent conflict. <i>See Appendix E</i> for the updates that MassDOT made in response to the OIG’s February 2026 recommendations (depicted by green circles). The OIG recommends that during the evaluation process MassDOT: Tailor and use this form for the entirety of the procurement for the evaluation phase.
	Conflict of Interest	Address the specific risks, including personal relationships with proposers, financial interests, and how to mitigate reputational risks during the evaluation process in COI training.	MassDOT provided a COI overview for the P3 Commission during its inaugural meeting informing members of their duty to participate in state ethics training and disclose both actual and apparent conflicts in the updated COI Disclosure Form. The overview also included instructions for allowable communications, directing members to limit business communications to official channels. The OIG further recommends that during the evaluation process MassDOT: 1. Create and deliver COI training for the evaluation organization prior to the organization beginning its work; 2. Address the risks of members’ personal or financial relationships with proposers and how to mitigate those risks; and 3. Include this information in the evaluation instructions.

²⁶ The updated COI Disclosure Form is located within the *Guidance Manual for Massachusetts Public-Private Partnership Infrastructure Oversight Commission and Recommended Standard Operating Procedures*, which is a guidance document for the P3 Commission members for their RFP review process.

	Topic Area	Recommendation	OIG Comments
Governance	Documentation	Adhere to the procedures manual and requirements related to documentation. Require that all selection committee members document their reasonings and justifications behind their decisions. Reinforce the documentation procedures and the importance of keeping adequate documentation.	The OIG recommends that during the evaluation process MassDOT: 1. Instruct the selection committee how to adequately complete scoring justifications within the written documentation materials; 2. Provide training and written guidance on how the selection committee must document the strengths and weaknesses of each proposal; and 3. Provide the final review team with training and written guidance to ensure all scoring worksheets are complete.²⁷
	Engaging with Experts or Others, and Using that Information	Clarify procedures for selection committee members' outreach and engagement with subject matter experts and other divisions within MassDOT. Ensure selection committee members understand the processes for engaging subject matter experts, as well as how to handle any information gathered from subject matter experts.	The OIG recommends that <u>before</u> the evaluation process MassDOT: 1. Provide instructions and guidance to selection committee members regarding engagement with subject matter experts and other MassDOT divisions throughout the procurement process; and 2. Provide training and written guidance regarding how selection committee members should handle any information gathered from subject matter experts and other divisions at MassDOT.
	Board Awareness	Present information about major procurements early and regularly to the Capital Programs Committee and the full Board at public meetings to ensure that members have the information they need to fulfill their duty and responsibility. Do not rely on private briefings in lieu of public meetings, particularly on significant and complex procurements.	MassDOT has provided updates to the MassDOT Board of Directors about the procurement to date. The OIG recommends that during the evaluation process MassDOT: Continue this dialogue throughout the procurement process.

²⁷ The final review team is responsible for receiving the worksheets from each selection committee member, aggregating the scores in accordance with the evaluation criteria, and preparing summary results.

CONCLUSION

MassDOT has embarked on its first ever P3 procurement to transform 18 service plazas across the Commonwealth. As part of the new delivery method, the P3 Commission will provide oversight into the RFP development process. While MassDOT announced its intent to use the P3 Commission process in March 2026, the review process began in earnest in late August 2026.

The OIG has completed its statutory review of the draft lease and identified one material objection related to the completeness of the draft lease's audit clause terminology, recommending that MassDOT expressly include the OIG as an oversight entity. MassDOT should also make clear that government access goes beyond investigations of noncompliance and extends to other contexts such as routine audits and reviews.

The OIG also recommends that MassDOT consider adding a performance bond to ensure satisfactory handover of the service plazas at the contract's termination, as well as a timeframe for the operator's recordkeeping.

As part of its broader oversight responsibilities, the OIG also reviewed MassDOT's draft RFP (and related documents) to understand the department's updates to the RFP, future evaluation process, and governance. This portion of the OIG's review focused on whether MassDOT incorporated recommendations that the OIG provided to MassDOT in February 2026 after an investigative review of the first procurement process and the RFP. The OIG offered additional recommendations for the evaluation stage of the procurement, covering topics such as the contact rules between evaluators and proposers, conflict of interest forms, and regular communications to the MassDOT Board of Directors.

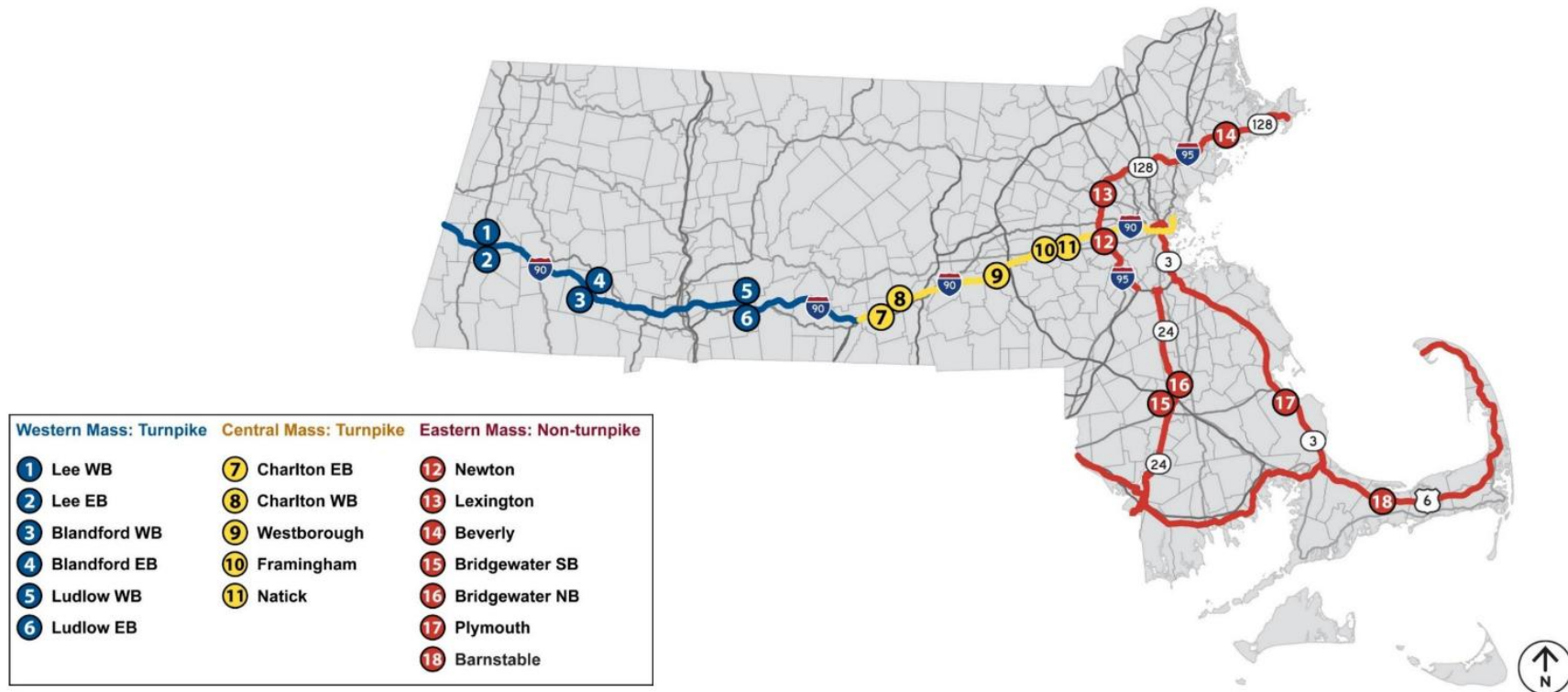
Due to the limited nature of the P3 Commission's initial review, the present report does not incorporate the OIG's assessment of the P3 Commission's written comments to the RFP. The OIG may issue a supplement to this report concerning any further comments issued by the P3 Commission, its report or the final RFP and lease.

Since September 2025, when the first agreement with Applegreen did not come to fruition, MassDOT has made efforts to identify lessons learned, understand the OIG's concerns, and revamp its current procurement process with added oversight. The OIG's comments and observations noted throughout this report describe both where MassDOT has made improvements and where it can ensure that it takes additional steps for the evaluation process.

The OIG also takes this opportunity to stress keys to success for this procurement, as well as other large-scale public procurements whether by MassDOT or other public entities. The overarching theme is the importance of establishing and reinforcing strong management for the life of the procurement. From the start, senior leadership must ensure that the evaluation organization has the sufficient time, resources, and organizational support to effectively perform its review responsibilities. This includes the time necessary to thoughtfully review all necessary proposal information and develop comprehensive documentation through the procurement process. Once the contract is awarded, the department must

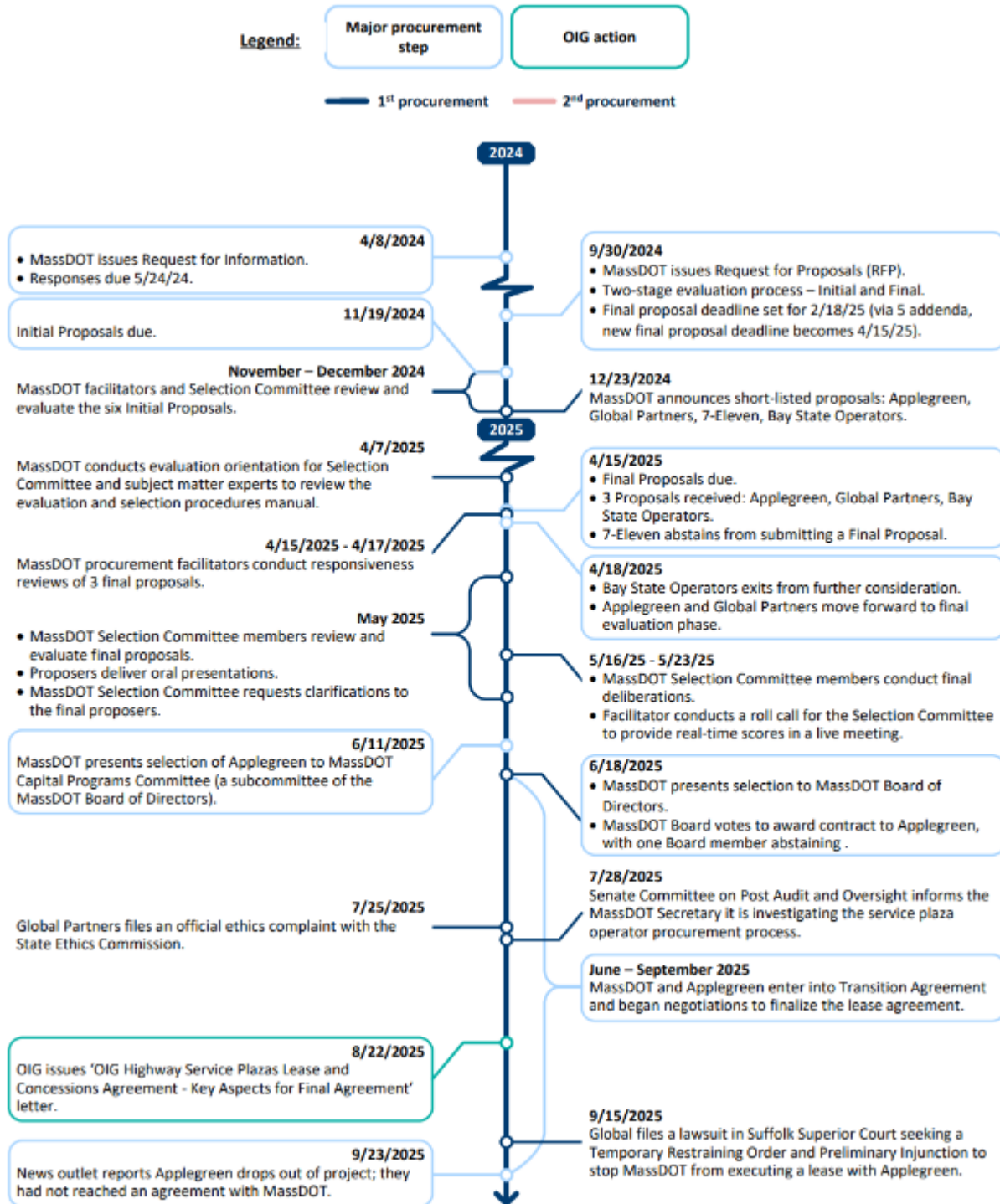
commit to maintaining a strong project management team with clearly defined responsibilities for overseeing the lease and monitoring the operator, including ensuring that all revenue due under the lease is accurate and collected. And thorough recordkeeping throughout the process, from procurement to project termination supports a fair and transparent procurement, facilitates compliance, and provides a critical record in the event of disputes or other legal challenges.

APPENDIX A: SERVICE PLAZA LOCATIONS

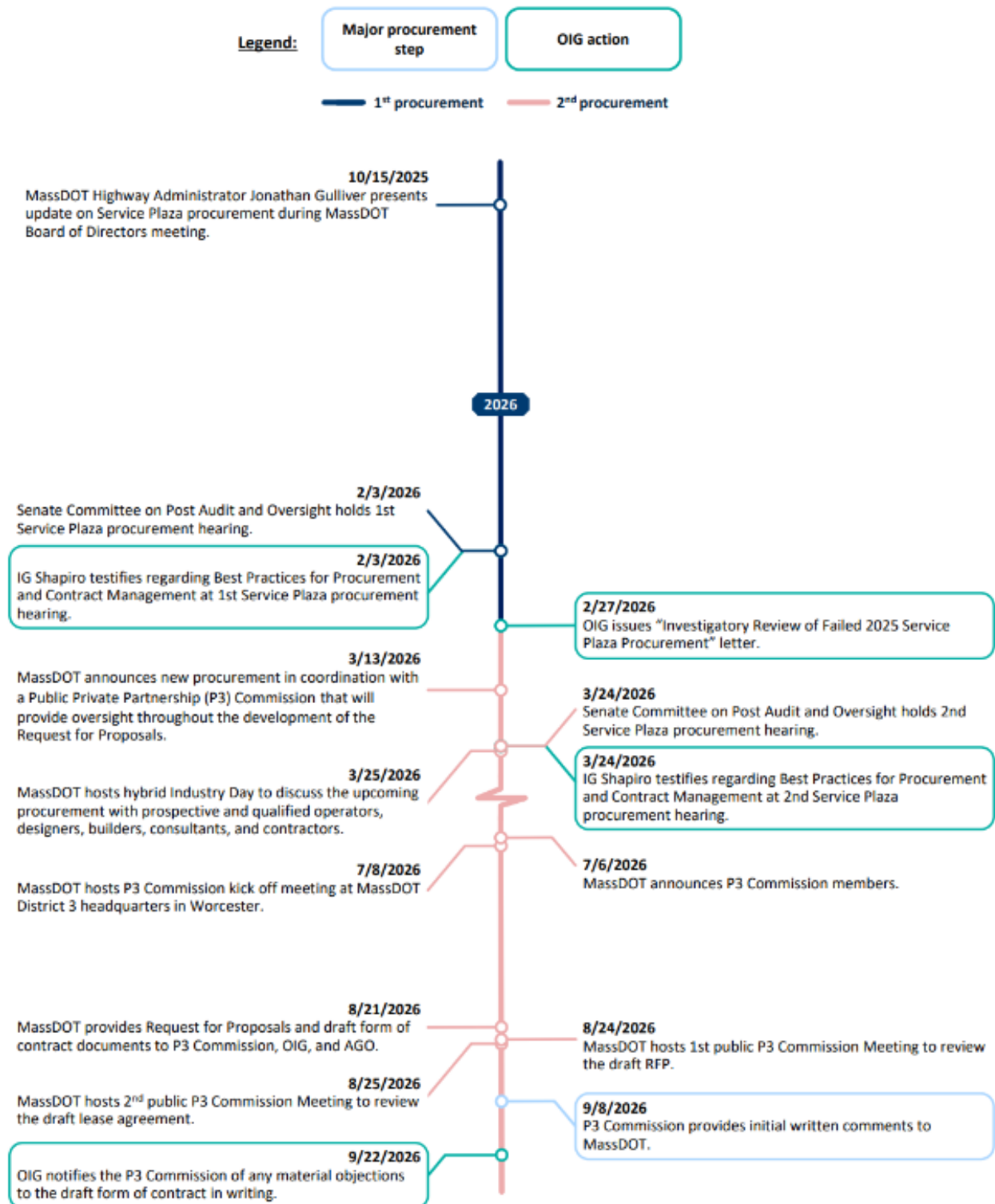


Source: MassDOT

APPENDIX B: MASSDOT PROCUREMENT PROCESSES FOR A SERVICE PLAZA OPERATOR



(continued on next page)



APPENDIX C: P3 COMMISSION MEMBERS

Public-Private Partnership Infrastructure Oversight Commission Members

1. **Kevin Sullivan**, Vice President, Strategic Corporate Relations and Engagement, Babson College*
(Governor's appointee)
2. **Joseph Bonfiglio**, Business Manager, Massachusetts and Northern New England Laborers' District Council (State Treasurer's appointee)
3. **Joe Dorant**, Board Member and former President, Massachusetts Organization of State Engineers and Scientists (Governor's appointee)
4. **James Errickson**, Town Administrator, Town of Natick; Board Member, 495/MetroWest Partnership (Senate President's appointee)
5. **Eric Goodwine**, Vice President, North Easton Savings Bank; Board Member, MBTA Board of Directors; Chairman, MBTA Audit and Finance Subcommittee (Governor's appointee)
6. **John Payne**, Legal Counsel, Congressman Richard Neal; Chair, Community Police Hearing Board; First Justice of the Springfield District Court Judge (Ret.) (Governor's appointee)

*Denotes P3 Commission Chair

Source: See [MassDOT Press Release: MassDOT Announces Members of Public-Private Partnership Infrastructure Oversight Commission](#) and [MassDOT Commission Information](#)

APPENDIX D: THE P3 COMMISSION'S INITIAL RESPONSE AND WRITTEN COMMENTS PURSUANT TO M.G.L. C. 6C, § 73

September 9, 2026

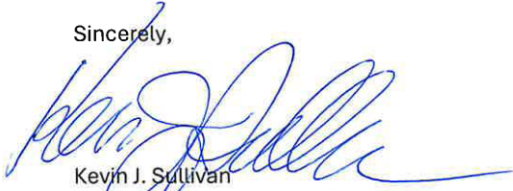
Dear Attorney Kane:

As Chairman of the Public Private Partnership Commission (the "Commission") for the Service Plaza Procurement and in accordance with the requirements of M.G.L. c. 6C sec. 73, I am submitting this initial response to the three Draft Service Plaza Procurement Request for Proposals (the "Draft RFPs") which the Commission received on August 24, 2026.

The Commission appreciates the hard work that MassDOT has done to advance the Draft RFPs. In addition, the Commission thanks MassDOT for the two public presentations which MassDOT made on August 24 and August 25. As you know, the Draft RFPs which the Commission must review and approve are voluminous, covering more than 1000 pages. During the public hearings on August 24 and August 25, the Commission learned a great deal about how these Draft RFPs are structured, and we engaged in helpful dialogue with MassDOT staff regarding the Draft RFPs.

At this time, the Commission looks forward to continuing to diligently review the Draft RFPs. Our ultimate goal is to help ensure that these Draft RFPs will culminate in the delivery of high-quality service plazas for the benefit of the traveling public and the taxpayers of the Commonwealth of Massachusetts.

Sincerely,



Kevin J. Sullivan
Chairman of P3 Commission

APPENDIX E: MASSDOT'S UPDATED CONFLICT-OF-INTEREST DISCLOSURE FORM

The following Conflict-of-Interest Disclosure Form, included as Exhibit D of the Guidance Manual for Massachusetts Public-Private Partnership Infrastructure Oversight Commission and Recommended Standard Operating Procedures, includes two of the OIG's recommendations, as described in this report's Table 2, circled below in green.

Exhibit D

Massachusetts Department of Transportation

CONFLICT DISCLOSURE STATEMENT (P3 Commission Members)

Service Plaza Operator Request for Proposals

I, _____, hereby certify as follows:

I am a member of the special public-private partnership infrastructure oversight commission established pursuant to G.L. c. 6C, § 73 (the "P3 Commission") in connection with MassDOT's procurement of a contract(s) for an entity(ies) to design, build, finance, operate, maintain and lease MassDOT Service Plazas Project (the "**Project**"). For purposes of this Project, I acknowledge that I am a "special state employee" within the meaning of M.G.L. c. 268A, §1(o), and I will comply with all applicable provisions of M.G.L. c. 268A, including §§ 4, 6, and 23.

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

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

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

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

- i. _____
- ii. _____

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

Exhibit D - Page 1

value for or because of my official acts, or to reward or influence an official act, is prohibited by M.G.L. c. 268A.

If, at any time during the Project, I become aware of a conflict of interest, or circumstances that could create the appearance of a conflict, I will promptly provide written notification of the relevant facts to MassDOT's Deputy General Counsel, Operations and Policy. If appropriate, I will submit a written disclosure to MassDOT.

I understand and acknowledge that nothing in this form shall limit my obligations pursuant to applicable law, including M.G.L. c. 268A.

Signed: _____
Name: _____
Title: _____
Date: _____
Employer: _____
E-mail: _____
Telephone: _____

On behalf of the Massachusetts Department of Transportation, I have reviewed the foregoing Conflict Disclosure Statement and I have determined that, based on the information disclosed on this form and with the acknowledgment that nothing in this form limits any obligations pursuant to applicable law including M.G.L. c. 268A, a real or apparent conflict of interest (circle one) does / does not exist.

Signed: _____
Name: _____
Title: _____
Date: _____
Employer: _____
E-mail: _____
Telephone: _____

Exhibit D - Page 2

APPENDIX F: DRAFT LEASE SECTIONS

Topic	Source	Contract Sections
Audit Clause	Include audit clauses that define clear audit and investigative rights.	Section 4.3, Section 5.10, Section 6.5, Section 7.5, Section 22.6, Appendix A
	Include operator-paid audit services if a third-party auditor of MassDOT identifies discrepancies in rent operator rent payments.	Section 4.3, Appendix F Table 1
Revenue Terms	Include clear rent and revenue-sharing terms and implement consistent rent calculations.	Section 4.1 and Section 4.2
	Outline revenue sharing conditions; flat fee vs. percentage and include year-over-year escalations. If revenue sharing is based on mechanisms like “revenue triggers,” include dispute resolutions specific to revenue-sharing disagreements.	Section 4.1, Section 4.2, Article 19
Performance Standards	Include terms that hold the operator to building and maintaining the infrastructure in a way that continuously meets specific performance criteria over the life of the agreement.	Appendix F (Section 3.1; Attachment 1; Table 1)
Operator Accountability	Develop clear construction and revitalization commitments and terms that account for non-performance.	Section 5.1, Section 5.4, Section 5.5, Section 5.6, Section 20.3, Appendix C, Appendix E, Appendix F
	Place full financial liability for project delivery, construction delays, and any associated cost escalations on the operator/developer. Include owner protections for revenue shortfalls and long-term maintenance risks.	Section 5.4, Section 7.2, Section 22.4
	Set construction completion dates.	Section 5.4, Section 5.5, Section 7.1, Appendix B
Operator Reporting	Spell out revenue reporting requirements. The contract should contain a minimum requirement for monthly operator reporting for all revenue, regardless of revenue share or source.	Section 4.1 and Section 4.2

	Require contract reporting requirements that include timetables, such as monthly reports no later than 15 days after the end of each month and annual financial information no later than 90 days after the close of each contract year.	Section 4.2, Section 4.5, Section 8.9, Section 8.17
Termination	Define the condition in which the property should be returned to the Commonwealth. Require terms regarding a filing of a notice of intent for the future of the property before lease termination date.	Section 2.1, Appendix A, Appendix I
	Include clear provisions for when the agreement can be terminated early and accompanying responsibilities and cures.	Section 20.1, Section 20.2, Section 21.2, Section 21.4
	Develop a “hand back clause” that governs the manner in which the asset transfers back to public control at the end of the contract term.	Section 9.8
Operating Terms	Dictate who is responsible for utility costs and ensure that, if they are shared, the cost of utilities is not greater than revenue paid by the operator to MassDOT.	Section 3.1 and Section 4.6
	Assign responsibility for security at the service plazas to the operator.	Section 8.2, Appendix E (Section 14.17.1)
	Assign responsibility for obtaining and paying for all forms of required insurance and bonding (payment, performance, surety, etc.) to the operator.	Section 10.3, Section 10.4, Section 16.1
Recordkeeping	Adhere to strong recordkeeping requirements to document and define project milestones, key decisions, and project developments.	Section 1.1, Section 4.3, Section 5.10, Section 6.5, Section 7.1, Section 7.7, Appendix E, Appendix F
Owner Responsibilities	Specify MassDOT’s responsibilities over the duration of the contract.	Section 14.2

Form of Contract	Include clear terms related to change orders, amendments, and extensions.	Section 2.1, Section 12.1, Section 12.2, Section 12.4, Section 12.5, Section 12.6, Section 22.11
Future Development	Avoid terms that restrict the government from making necessary improvements to nearby, potentially competing public facilities.	Section 3.2, Section 14.2, Section 19.1
Contract Management	Develop a resilient contract management team that endures through the end of the agreement.	Section 1, Section 22.10, Appendix K

APPENDIX G: AUDIT CLAUSE EXAMPLES

1. MassDOT's 2022 Allston Viaduct and Bridge Preservation Contract

- (b) Subsection (a)(2) hereof notwithstanding, every agreement or contract awarded or executed pursuant to sections thirty-eight A 1/2 to thirty-eight O, inclusive, of chapter seven, or eleven C of chapter twenty-five A, and pursuant to section thirty-nine M of chapter thirty or to section forty-four A through H, inclusive, of chapter one hundred and forty-nine, shall provide that:
- (1) The contractor shall make, and keep for at least six years after final payment, books, records, and accounts which in reasonable detail accurately and fairly reflect the transactions and dispositions of the contractor, and
 - (2) Until the expiration of six years after final payment, the office of inspector general, and the commissioner of capital asset management and maintenance shall have the right to examine any books, documents, papers or records of the contractor or of his subcontractors that directly pertain to, and involve transactions relating to, the contractor or his subcontractors, and
 - (3) If the agreement is a contract as defined herein, the contractor shall describe any change in the method of maintaining records or recording transactions which materially affect any statements filed with the awarding authority, including in his description the date of the change and reasons therefor, and shall accompany said description with a letter from the contractor's independent certified public accountant approving or otherwise commenting on the changes, and
 - (4) If the agreement is a contract as defined herein, the contractor has filed a statement of management on internal accounting controls as set forth in paragraph (c) below prior to the execution of the contract, and
 - (5) If the agreement is a contract as defined herein, the contractor has filed prior to the execution of the contracts and will continue to file annually, an audited financial statement for the most recent completed fiscal year as set forth in paragraph (d) below.
- (e) The office of inspector general, the commissioner of capital asset management and maintenance and any other awarding authority shall enforce the provisions of this section. The commissioner of capital asset management and maintenance may after providing an opportunity for the inspector general and other interested parties to comment, promulgate pursuant to the provisions of chapter thirty A such rules, regulations and guidelines as are necessary to effectuate the purposes of this section. Such rules, regulations and guidelines may be applicable to all awarding authorities. A contractor's failure to satisfy any of the requirements of this section may be grounds for debarment pursuant to section forty-four C of chapter one hundred and forty-nine.



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