

**Rose Kennedy Greenway Board of Directors Meeting
Monday, October 27, 2014 – 8:30 am
Allsteel, 200 State Street, Boston**

Meeting Minutes

Board Members Present In Person: Georgia Murray, James Chan, Bob Gore, Jim Kalustian, Beedee Ladd, Chris Manfredi, Jane Pappalardo, Young Park, Robyn Reed, Colleen Richards Powell, Martin Suuberg

Board Members Participating By Phone: Chris Betke, Helen Chin Schlichte, Martin Lynn

Board Members Absent: Clinton Bench, Tim Morningstar, John Pregmon

RFKGC Staff: Jesse Brackenbury, Steve Anderson, Darryl Milton, Michael Nichols

Open Session

Greenway Board Chair Georgia Murray called the meeting to order in Open Session with a quorum present, in person, at 8:36am. Chairwoman Murray then called for a motion to enter an Executive Session of the Board and provided a detailed description of the intent of the Executive Session and noted that no votes were expected to be held during the duration of the meeting. She offered the sole purpose of the Executive Session was to “discuss real estate matters with respect to the potential amendment and extension of the Lease between MassDOT and the Conservancy.” **On a motion by Bob Gore, seconded by Young Park, a roll call vote was held on whether to enter into Executive Session. With 13 votes in favor, 0 against and 0 abstentions, the motion to enter Executive Session was approved.** (Board Member Colleen Richards Powell arrived after the vote to enter Executive Session.)

Executive Session

Potential Amendment & Extension of the Lease between MassDOT and the Conservancy

Ms. Murray outlined the history of the contractual relationship between MassDOT and the Conservancy. She noted the length of past lease agreements between MassDOT and the Conservancy, and past efforts by both parties to strike an agreement with abutting property owners regarding a business improvement district around the Greenway. She discussed past events impacting the operation and public perception of the Greenway and the Conservancy and spoke to the recent developments regarding a proposed amendment and extension of the lease between MassDOT and the Conservancy.

Executive Director Jesse Brackenbury began by outlining a proposed term sheet representing the framework of potential revisions to the lease between MassDOT and the Conservancy. He noted the proposed agreement would be for two years and would level-fund the Greenway at existing

amounts. The proposed agreement would also shift maintenance and horticultural responsibilities from MassDOT to the Conservancy for 20 parcels of land (“additional MassDOT properties”) not currently in the lease agreement between the two groups and not currently under the direction or control of the Conservancy. The additional MassDOT properties represent 17 ‘open space’ parcels and 3 parcels with no open space mission. Of the 17 open space parcels, they would add roughly 2.0 new acres of land to the 15.5 acres currently under Conservancy authority and would add 12 new locations, which is a 75% increase over the current 16 Greenway locations.

The 17 open space parcels include 3 median parcels and 14 park parcels, some of which with significant snow removal responsibilities and most with major capital repair needs. The proposed term sheet would have MassDOT make an upfront payment of \$200,000 to the Conservancy for capital repairs to the additional MassDOT properties and an annual increase of \$100,000 per year for operations related to the additional MassDOT properties.

Another material change from the current lease to the proposed term sheet is that MassDOT will be responsible for large-scale – over \$50,000 – capital repairs (excluding horticulture) on the Greenway going forward in recognition of the relationship between the park and the underlying central artery.

Several Board members posed questions to Ms. Murray and Mr. Brackenbury regarding the negotiations to this point, the sufficiency of the capital and operating payments to operate the additional MassDOT properties, and the projected costs associated with operating in so many new and challenging locations. Board members offered their positions on the negotiations and feedback on the proposed term sheet. There was general acceptance of the deal, with two exceptions: the non-open space parcel additions and the sufficiency of funds.

Ms. Murray spoke to a desire to conclude negotiations with MassDOT in the near future in order to have a more full report available on the potential amendment and extension of the Lease between MassDOT and the Conservancy to be discussed at the November 11, 2014 meeting of the Conservancy’s Board of Directors.

The Rose Kennedy Greenway Conservancy Board Meeting was adjourned, upon a motion made by Jim Kalustian and duly seconded by Chris Manfredi, and a vote in favor at 9:44 AM.