

**Rose Kennedy Greenway Board of Directors Meeting
Tuesday, June 27, 2017 – 5:30 pm
185 Kneeland Street, 1st Floor, Boston**

Meeting Minutes

Board Members Present In Person: Jim Kalustian, Alli Achtmeyer, Chris Betke, Mark Boyle, Kathryn Burton, Robertstone Goodridge, Susanne Lavoie, Chris Manfredi, Bryant McBride, Tom O'Brien, Jane Pappalardo, Robyn Reed, Bud Ris, Daniel Sieger, Rev. Cheng Imm Tan

Board Members Absent: James Chan, Helen Chin Schlichte, Karen Diane Johnson, Beedee Ladd, John Pregmon, Kim Sherman Stamler,

RFKGC Staff: Jesse Brackenbury, Alan Auger, Valerie Basnight, Howard Breslau, Keelin Caldwell, Amy DeGenaro, Samantha McGinnis, Michael Nichols, Clifford Bart Thompson, Renee Wood

Open Session

Greenway Board Chair Jim Kalustian called the meeting to order in Open Session with a quorum present, in person, at 5:35pm.

- 1. Chair Kalustian thanked staff for the time that went into the focus of tonight's meeting. Chair Kalustian then called for a motion to approve the minutes from the May 9, 2017 meeting of the Board of Directors. On a motion by Bud Ris, and seconded by Jane Pappalardo, the minutes were unanimously approved.**
- 2. Chair Kalustian introduced updates to the Board's Committee memberships. On a motion by Chris Manfredi, and seconded by Jane Pappalardo, the proposed changes to the committee memberships were unanimously approved.**
- 3. Chair Kalustian offered a Statement of Purpose to enter into Executive Session and made a motion to enter Executive Session "To consider the purchase, exchange, lease or value of real property, the Rose Kennedy Greenway in Boston, and that an open meeting may have a detrimental effect on the negotiating position of the Conservancy." On a motion by Bud Ris and seconded by Kathryn Burton, the Board unanimously voted to enter Executive Session.**

Executive Session

Robertstone Goodridge and Tom O'Brien join the meeting. Board Chair Kalustian asked that all Greenway staff exit, except Jesse Brackenbury, Michael Nichols, and Renee Wood. Board Chair Kalustian asked that Peter Kochansky, an attorney and director at Goulston & Storrs, remain.

- 4. Chair Kalustian introduced Executive Director Jesse Brackenbury. Mr. Brackenbury thanked several Board members and staff for their work in getting the process to this**

point. Mr. Brackenbury provided details on the terms of a proposed, multi-party agreement between the Greenway Conservancy, the Commonwealth of Massachusetts and MassDOT, the City of Boston, and non-profit business group A Better City, which represented dozens of Greenway-abutting private property owners. Mr. Brackenbury detailed the length of the Greenway's new lease, the terms of the multi-party funding agreement, the terms of a transition period, and information about the formation of a Business Improvement District. Mr. Brackenbury highlighted that the deal is a very good one for the park as well as some of the risks associated with the proposed agreement.

Mark Boyle recused himself from the meeting and left the room.

Board members asked several questions relative to protections for the Conservancy in the event of insufficient funding, the status of MassDOT approval of the MOU, the scope and size of the City of Boston's role in the funding agreement, policy reasons around the diversification of funding from the State & Conservancy to the proposed four-party agreement, and the role of the BID Board.

Rev. Cheng Imm Tan departed the meeting.

Mr. Brackenbury discussed the history of The Greenway's public and private funding and the Conservancy's lease arrangements with MassDOT.

Board Members, staff and counsel discussed providing the Executive Director with authorization to enter into an agreement with the terms discussed.

On a motion by Susanne Lavoie, and seconded by Alli Achtmeyer, the Board unanimously voted to end Executive Session and return to Open Session.

Open Session

Mark Boyle rejoined the meeting.

5. Board Chair Kalustian made a call for a motion "to authorize Executive Director Jesse Brackenbury to negotiate and enter into a lease, funding agreement, Memorandum of Understanding, or other documents with MassDOT and other relevant parties with the same terms or materially the same terms as shown to the Board tonight." On a motion made by Bryant McBride, and seconded by Bud Ris, the Board voted unanimously in favor of the authorization with Chris Betke and Mark Boyle abstaining from the vote.
6. Mr. Brackenbury introduced Renee Wood, Director of Finance & Administration, to present the 2017 budget. Ms. Wood noted the balanced budget being presented to the Board is a twelve-month budget that incorporates the six-month budget approved by the Board at an earlier meeting and reflects the terms of the transitional year in the expected multi-party agreement. Ms. Wood further detailed the key updates from the six-month budget to the twelve-month budget related to operating revenues and

expenses. Ms. Wood also addressed capital spending and emergency repair work reflected in the proposed budget.

Board Members asked questions related to the Finance, Audit and Risk Management Committee's review of the budget and the noticeable, positive increase in earned income growth.

On a motion by Kathryn Burton, and seconded by Chris Betke, the Board unanimously voted to adopt the 2017 Budget.

- 7. Mr. Brackenbury provided a collection of updates about Greenway activities, including an encouraging update on major gifts and foundation giving, the Conservancy's testimony at a public hearing on the Winthrop Square project, and the organization's efforts with the City of Boston to install a public restroom in Chinatown Park.**
- 8. No members of the public present sought to be heard.**

The Rose Kennedy Greenway Conservancy Board Meeting was adjourned, upon a motion made by Chris Betke and seconded by Jane Pappalardo, and a unanimous vote in favor was held at 7:08pm.