

MINUTES

TWO HUNDRED AND SIXTY FIRST MEETING

of the

EXECUTIVE COMMITTEE

of the

MASSACHUSETTS TECHNOLOGY PARK CORPORATION

February 6, 2019
Boston, Massachusetts

The Two Hundred and Sixty First Meeting of the Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“Mass Tech Collaborative”) was held on February 6, 2019, at the Massachusetts Technology Collaborative, Two Center Plaza, Suite 200, Boston Massachusetts, pursuant to notice duly given to the Directors and publicly posted on the Mass Tech Collaborative website with corresponding notice provided to the Office of the Secretary of State.

The following members of the Mass Tech Collaborative Executive Committee were present and participated: Secretary of Housing and Economic Development (Jay Ash (represented by Damon Cox of the Executive Office of Housing and Economic Development or “EOHED”), Rupa Cornell, Alexandra Drane, Anne Margulies and Pam Reeve.

The following additional Mass Tech Collaborative Directors attended the meeting: Bogdan Vernescu.

The following Mass Tech Collaborative staff was present: Michael Baldino, Lisa Erlandson, Holly Lucas Murphy, Brian Noyes, Jennifer Saubermann and Laurance Stuntz.

The following individuals attended the meeting: Carolyn Kirk, Executive Office of Housing and Economic Development.

Mr. Cox observed the presence of a quorum of the Executive Committee and called the meeting to order at 10:20 a.m.

Agenda Item I Approval of Minutes

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously and without abstention VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation, acting on behalf of the full Board pursuant to section three of Chapter Forty J of the General Laws of the Commonwealth, hereby adopts the Draft Minutes of the open session portion of the Two Hundred Fifty Ninth Meeting of the Executive Committee, held on November 20, 2018, in Boston, Massachusetts, as the formal Minutes thereof.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously and without abstention VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation, acting on behalf of the full Board pursuant to section three of Chapter Forty J of the General Laws of the Commonwealth, hereby adopts the Draft Minutes of the executive session portion of the Two Hundred Fifty Ninth Meeting of the Executive Committee, held on November 20, 2018, in Boston, Massachusetts, as the formal Minutes thereof.

Agenda Item II Report of the Chairperson

Mr. Cox delivered the report of the Chairperson. He thanked the members of the Executive Committee for taking time out of their busy schedules to attend this special meeting. He indicated that Mike Kennealy, who started his tenure as the Secretary of the Executive Office of Housing and Economic Development (“EOHED”) in late December, has made resolving the leadership situation at the Mass Tech Collaborative a top priority. Mr. Cox stated that Secretary Kennealy reached out to the members of the Search Committee and received feedback that Ms. Kirk was doing an excellent job as Interim Executive Director.

Agenda Item III Appointment of Executive Director

Mr. Cox informed the Executive Committee that Governor Baker and Secretary Kennealy have jointly recommended the appointment of Ms. Kirk as Executive Director.

Ms. Kirk commented that the staff has been very supportive during her tenure as Interim Executive Director. She expressed her optimism and hope that she will be able to continue to work with the Mass Tech Collaborative staff. Ms. Kirk explained that the search process commenced with high expectations but hit a bump in the road in the fall. She mentioned that guidance from the Board was very helpful during this period and she discussed the challenges of simultaneously serving as Interim Executive Director of the Mass Tech Collaborative and Deputy Secretary at EOHED.

During the ensuing discussion of Ms. Kirk’s experience, qualifications and background, each member of the Executive Committee expressed his/her support for Ms. Kirk’s appointment as Executive Director. Ms. Cornell, for example, highlighted Ms. Kirk’s level of experience, which exceeded her expectations and noted that Ms. Kirk meets all of the requirements for the position. Ms. Drane emphasized Mr. Kirk’s history

of working on behalf of people who are not wealthy dating back to Ms. Kirk's time as the Mayor of Gloucester. Ms. Reeve spoke approvingly about Ms. Kirk's inclusive leadership style.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously and without abstention VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (the "Corporation"), acting pursuant to the section 7 of Chapter 40J of the General Laws of the Commonwealth and Article 5.5 of the By-Laws of the Corporation, does hereby appoint Carolyn Kirk as Executive Director of the Corporation. The appointment of Ms. Kirk as the Corporation's Executive Director shall be subject to the execution by Ms. Kirk of a contract of employment that includes a starting salary of \$230,000. Ms. Kirk's contract of employment shall be negotiated and executed by the Chairperson of the Board of Directors on behalf of the Corporation. The Chairperson of the Board of Directors (i) shall conduct annual performance reviews of the Executive Director; (ii) shall adjust Ms. Kirk's compensation within the parameters established by the Personnel and Governance Committee on an annual basis; and (iii) is delegated the authority to execute amendments to Ms. Kirk's contract of employment from time to time, as he deems to be in the best interests of the Corporation.

Mr. Cox thanked Mr. Baldino, Ms. Lucas Murphy and Ms. Erlandson for their assistance and contributions during the search process.

Agenda Item IV Report of the Executive Director

Ms. Kirk delivered the report of the Executive Director. She provided an update on the work of the Massachusetts Broadband Institute. Ms. Kirk discussed a meeting convened in January by Governor Baker with executives of utility companies to discuss make-ready work for last mile broadband projects. She noted that Governor Baker is very engaged on this matter and secured the commitment of utility executives to cooperate on the development of an integrated make-ready schedule that will be populated with make-ready completion dates provided by the utilities for each last mile town. Ms. Kirk also discussed plans to provide Secretary Kennealy with a briefing on the work of the Mass Tech Collaborative and each of its divisions.

Agenda Item V Discussion Items

Ms. Saubermann provided a brief update on the status of litigation with KCST USA, the operator of the Mass Broadband 123 network, and Axia NetMedia, KCST's parent company. She informed the Executive Committee that KCST filed a reorganization plan in federal bankruptcy court and KCST indicated that they will accept the network operator agreement. Ms. Saubermann noted that the Mass Tech Collaborative is working on a response to the reorganization plan, which may include

objections and requests for clarification. She also mentioned that there will be a hearing in federal district court in mid-May on the Mass Tech Collaborative's motion to modify a portion of the arbitrator's ruling with the goal of reinstating the parental guaranty.

Ms. Kirk indicated that her anticipated start date as Executive Director is February 11. However, she noted that her successor at EOHEd will not start until March 4 and that she has agreed to provide support and assistance to EOHEd during the transition.

There being no other business to discuss and upon a motion duly made and seconded, it was unanimously and without abstention voted to adjourn the meeting at 10:45 a.m.

A TRUE COPY

ATTEST: (Secretary)

DATE:

Materials and Exhibits Used at this Meeting:

1. Draft Minutes – Open Session of the November 20, 2018 Executive Committee meeting
2. Draft Minutes – Executive Session of the November 20, 2018 Executive Committee meeting
3. Motion – Appointment of Executive Director
4. Resume – Carolyn Kirk