

MINUTES

TWO HUNDRED AND FIFTY SEVENTH MEETING

of the

EXECUTIVE COMMITTEE

of the

MASSACHUSETTS TECHNOLOGY PARK CORPORATION

[OPEN SESSION]

June 18, 2018
Boston, Massachusetts

The Two Hundred and Fifty Seventh Meeting of the Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“Mass Tech Collaborative”) was held on June 18, 2018, 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), Rupa Cornell, Annmarie Levins, and Pam Reeve.

The following Mass Tech Collaborative staff was present: Lisa Erlandson, Philip Holahan, Pat Larkin, Holly Lucas Murphy, Brian Noyes, Jennifer Saubermann and Laurance Stuntz.

The following individuals attended the meeting: John Goodhue, Executive Director, Massachusetts Green High Performance Computing Center; Carolyn Kirk, Executive Office of Housing and Economic Development; and Jack Wilson former President, University of Massachusetts.

Mr. Cox observed the presence of a quorum of the Executive Committee and called the meeting to order at 2:07 p.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 Sixth Meeting of the Executive Committee, held on May 18, 2018, in Boston, Massachusetts, as the formal Minutes thereof.

Agenda Item II Report of the Chairperson

Mr. Cox delivered the report of the Chair. He provided a brief update and noted that the Executive Committee had a full agenda with limited time, and asked for the Report of the Acting Executive Director.

Agenda Item III Report of the Acting Executive Director

Mr. Holahan delivered the report of the Acting Executive Director. Mr. Holahan discussed that this was his last meeting as Acting Executive Director and that momentarily Ms. Kirk would take over as Interim Executive Director. A discussion ensued about the transition, which lead to the presentation of Agenda Item IV.

Agenda Item IV Designation of Interim Executive Director (motion item) and Report of the Interim Executive Director

A recommendation was presented to designate Ms. Kirk as Interim Executive Director. Mr. Holahan was thanked for his service as Interim Executive Director. Ms. Kirk discussed that her primary role will be to manage the Executive Director search process and keep things running as usual during the coming months.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“Corporation”), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth and as requested by Secretary of Housing and Economic Development Jay Ash, does hereby designate Carolyn Kirk, Deputy Secretary of the Executive Office of Housing and Economic Development, as Interim Executive Director of the Corporation to serve at the pleasure of the Board of Directors or until such time as a permanent Executive Director is appointed by the Executive Committee. Ms. Kirk shall not receive a salary or benefits from the Corporation, except for reimbursement for expenses reasonably incurred in the performance of her duties as Interim Executive Director and that are not otherwise subject to reimbursement by the Executive Office of Housing and Economic Development.

Agenda Item V Innovation Institute – Collaborative Research Matching Grant Program – Material Modifications to Boston University Grant Award – Massachusetts Open Cloud

Mr. Larkin presented a recommendation to authorize an amendment to the grant agreement with Boston University (“BU”) for the Mass Open Cloud (“MOC”) project, which awarded in Fiscal Year 2015 under the Mass Tech Collaborative’s Research and Development Matching Grant Program. The proposed amendment waives the requirement that BU spin-out a separate non-profit entity that would provide public cloud computing services and shared infrastructure for developing and running computationally intensive data applications. This waiver would allow BU to maintain operation of the MOC within the university.

Mr. Wilson, a member of the Research and Development Matching Grant Program’s Investment Advisory Committee (“IAC”) when it recommended approval of the MOC grant award was asked by Mr. Larkin to review the status of the project and make a recommendation about the soundness of waiving the requirement that BU spin-out a separate non-profit entity. Mr. Wilson discussed his review of the project and meeting at BU. He indicated that cloud computing evolved faster and differently than expected, leading to market changes that have caused the MOC to focus on the ability of the MOC technology to enable research and technology breakthroughs, rather than focus on cloud service offerings. Mr. Wilson stated that he fully supports the proposed waiver and noted this does not preclude the development of a non-profit in the future. Mr. Goodhue also voiced his support of the waiver.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“Corporation”), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth does hereby approve a material modification to the Collaborative Research Matching Grant Program award to Boston University to support the development and implementation of the Massachusetts Open Cloud (“MOC”) project, as presented and as recommended by a three-person review panel convened to review Boston University’s waiver request. The material modification involves a waiver of the requirement that Boston University establish an independent, non-profit entity to house the MOC. The Executive Committee acknowledges that the waiver will allow the MOC to continue to be located within Boston University. The Executive Director is authorized to execute an amendment to the grant award to effectuate the waiver in accordance with this motion.

**Agenda Item VI Fiscal Year 2019 Budget and Operating Plans for the
Massachusetts Technology Collaborative**

Ms. Erlandson presented the FY19 Budget for the Mass Tech Collaborative and each of its Divisions. Ms. Erlandson noted that the FY19 Budget has been developed for the most part as a steady state budget, and once the new Executive Director is on board, we will review the plan and budget and, if necessary, will come back to the Executive Committee with a revised budget, plan, and funding request for the remainder of the fiscal year. It was noted that the FY19 Budget was prepared around the Governor's budget recommendation. To the extent that higher budget amounts are appropriated and authorized by the Baker-Polito Administration, a revised budget would be presented for approval during the fiscal year. It was noted that Mass Tech Collaborative needs to secure a dedicated funding source.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation ("Mass Tech Collaborative"), acting pursuant to the authority delegated by the Board of Directors, does hereby approve the Fiscal Year 2019 plans and budget in a form that substantially comports with all material elements of the plans and budget as presented to the Committee. Furthermore, the Committee hereby delegates to the Interim Executive Director of the Mass Tech Collaborative the authority to approve modifications to the Fiscal Year 2019 budget to reflect adjustments relating to the appropriate allocation between the Fiscal Year 2018 actual results and Fiscal Year 2019 budget following the Fiscal Year 2018 year-end financial closing.

Agenda Item VII Matters Related to Executive Director Search

Ms. Kirk led a discussion about the Executive Director Search. She discussed the ideal candidate, the sourcing of candidates, the membership of the Search Committee, the role of the Search Committee, and how the search process will be managed. Ms. Kirk also noted that the Mass Tech Collaborative's Human Resources Director will be the point-of-contact for individuals that apply for the Executive Director's position. An update on the status of the search process was provided and a brief discussion ensued.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation ("MassTech"), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth does hereby appoint the following individuals to serve on an ad hoc Search Committee that will conduct a search process that will result

in the recommendation of qualified individual(s) to serve as MassTech's Executive Director pursuant to Section 7 of Chapter 40J of the Massachusetts General Laws:

- **Carolyn Kirk, Deputy Secretary, Executive Office of Housing and Economic Development, who shall serve as Chair of the ad Hoc Search Committee**
- **Damon Cox, Chair, MassTech Board of Directors; MassTech Executive Committee; Assistant Secretary of Technology and Innovation, Executive Office of Housing and Economic Development**
- **Pam Reeve, Vice Chair, MassTech Board of Directors; Chair, MassTech Personnel and Governance Committee; MassTech Executive Committee**
- **Rupa Cornell, MassTech Executive Committee; MassTech Personnel and Governance Committee**
- **Julie Chen, MassTech Board of Directors**
- **Christina Royal, MassTech Board of Directors**
- **Don Dubendorf, Chair, Innovation Institute Board of Directors; MBI Board of Directors**
- **Linda Dunlavy, MBI Board of Directors**

Agenda Item VIII Litigation Strategy Discussion and Related Motions

Mr. Cox then requested that the Executive Committee convene in executive session to discuss litigation strategy. Mr. Cox, in his capacity as Chairperson, stated that he would call for a roll call vote of the Executive Committee to go into executive session to discuss strategy with respect to matters involving ongoing disputes in which the Mass Tech Collaborative is currently involved. He stated that the purpose for meeting in executive session to discuss these matters is that discussion of the Mass Tech Collaborative's strategy with respect to these matters in an open meeting may have a detrimental effect on the litigating position of the Mass Tech Collaborative.

A roll call vote was taken to go into executive session. Mr. Cox, Ms. Cornell, Ms. Levins, and Ms. Reeve voted in the affirmative to enter into executive session. All staff that was not needed for the litigation strategy discussion and members of the public left the room.

The meeting proceeded in executive session at 3:35 p.m. The proceedings that occurred in executive session are addressed in a separate set of meeting minutes.

Mr. Cox, in consultation with the members of the Executive Committee, determined that the executive session should conclude at 3:58 p.m. At that point the meeting proceeded in open session.

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 3:59 p.m.

A TRUE COPY

ATTEST: (Secretary)

DATE:

Materials and Exhibits Used at this Meeting:

1. Draft Minutes – Open Session of the May 18, 2018 Executive Committee Meeting
2. Approval Item – Designation of Interim Executive Director
3. Approval Item – Innovation Institute – Massachusetts Open Cloud, Boston University: Waiver of requirement to ‘spin-out’ economic development program
4. Approval Item – Executive Committee Budget Approval Request
5. Approval Item – Appointment of Search Committee Members
6. Presentation – Executive Director Search Process