

Amendments to the Enabling Legislation Establishing the
East Boston Project Advisory Committee

(Excerpt of Chapter 33 of the Acts of 1991 - Sections 121
through 139)

Legislation creating the mechanism for the creation and
funding of Phase I and Phase II of the Piers Park

Chapter 33.

AN ACT PROVIDING FOR AN ACCELERATED TRANSPORTATION DEVELOPMENT AND IMPROVEMENT PROGRAM FOR THE COMMONWEALTH.

Whereas, The deferred operation of this act would tend to defeat its purpose, which is to immediately provide for an accelerated transportation development and improvement program for the commonwealth, therefore it is hereby declared to be an emergency law, necessary for the immediate preservation of the public convenience.

Be it enacted, etc., as follows:

SECTION 1. The state department of public works, hereinafter called the department, is hereby authorized and directed to expend a sum not to exceed two billion nine hundred three million nine hundred sixty-two thousand four hundred twenty-six dollars for the following purposes:

Projects for the laying out, construction, reconstruction, resurfacing, relocation or necessary or beneficial improvement of highways, bridges, bicycle paths or facilities, telecommunications, parking facilities, auto-restricted zones, scenic easements, grade crossing eliminations and alterations of other crossings, traffic safety devices on state highways and on roads constructed under the provisions of section thirty-four of chapter ninety of the General Laws, highway or mass transportation studies including, but not limited to, traffic, environmental or parking studies, the establishment of school zones in accordance with section seventeen of said chapter ninety, improvements on routes not designated as state highways without assumption of maintenance responsibilities, and notwithstanding the provisions of any general or special law to the contrary, projects to alleviate contamination of public and private water supplies caused by the department's storage and use of snow removal chemicals which are necessary for the purposes of highway safety, and for the relocation of persons or businesses, or replacement of dwellings or structures including, but not limited to, the provision of last resort housing under federal law and such functional replacement of structures in public ownership as may be necessary for the foregoing purposes and for relocation benefits to the extent necessary to satisfy the requirements of the Uniform Relocation Assistance and Real Property Acquisition Act, 42 USC 4601 et seq., PL 90-646, and to sell any structure the title to which has been acquired for highway purposes. When dwellings or other structures are removed, in furtherance of any of the foregoing projects, the excavations or cellar holes remaining shall be filled in and brought to grade within one month after such removal. In planning projects funded by this section and section three, consideration shall be made, to the extent

thousand seven hundred forty.

SECTION 117. Clause (a) of section 2 of said chapter 637 is hereby amended by striking out, in line 1, "two hundred million" and inserting in place thereof the words:- one hundred ninety-eight million four hundred sixty-three thousand seven hundred twenty-six.

SECTION 118. Clause (b) of said section 2 of said chapter 637 is hereby amended by striking out, in line 1, the words "two hundred million" and inserting in place thereof the words:- one hundred ninety-nine million seven hundred fifty-three thousand and fourteen.

SECTION 119. The second paragraph of section 13 of said chapter 637 is hereby amended by striking out the first sentence and inserting in place thereof the following sentence:- Said secretary may, from funds provided for such purposes, meet the costs to administer said program, and provide grant funds to any regional transit authority established under the provisions of chapter one hundred and sixty-one B of the General Laws to any public agency or political subdivision of the commonwealth for the specific purpose of providing improved transportation services to elderly and handicapped persons and also for said purposes to any nonprofit corporation only from urban mass transportation funds.

SECTION 120. Subsection (c) of section 1 of chapter 240 of the acts of 1984 is hereby amended by striking out the first paragraph and inserting in place thereof the following paragraph:-

Any operating agreement with the tenant pertaining to said garage shall be for a term, including all options for extension, that is coterminous with the termination date of the lease with tenant authorized in subsection (b).

SECTION 121. Paragraph (6) of section 1 of chapter 349 of the acts of 1986 is hereby amended by inserting after the word "operation", in line 2, the words:- ; the citizens of the commonwealth have a right to public access and open space for waterfront areas and the use of such areas for active and passive park uses is desirable.

SECTION 122. Said paragraph (6) of said section 1 of said chapter 349 is hereby further amended by inserting after the word "uses", in line 4, the words:- serve a proper public purpose, which uses are hereby deemed water dependent-industrial uses or uses accessory thereto and.

SECTION 123. Said section 1 of said chapter 349 is hereby further amended by adding the following paragraph:-

(8) The authority has divided the development of the Piers into two phases (Phase I and Phase II) for planning purposes and for review in accordance with sections sixty-one to sixty-two H, inclusive of chapter thirty of the General Laws with the approval of the secretary of environmental affairs. Phase I includes the area of the piers referred to as piers 4 and 5 and associated upland areas and consists of a lobster terminal and park. Phase II includes the remainder of the piers

and associated upland areas. The authority has completed the final environmental impact report (FEIR) with respect to Phase I. The secretary of environmental affairs certified on August second nineteen hundred and ninety that the said report adequately and properly complied with section sixty-two of chapter thirty of the General Laws and associated implementing regulations.

SECTION 124. Section 2 of said chapter 349 is hereby amended by striking out the definition of "PAC" and inserting in place thereof the following definition:-

"PAC", the East Boston Project Advisory Committee, Incorporated consisting of nineteen members, eight of whom shall be appointed by the mayor of the city of Boston, eight of whom shall be appointed by the commissioner of the department of public works of the commonwealth, one of whom shall be the district's house of representatives member or his designee, one of whom shall be the district's senate member or his designee and one of whom shall be the district city councilor or his designee.

SECTION 125. Said section 2 of said chapter 349 is hereby further amended by striking out the definition of "Plan" and inserting in place thereof the following definition:-

"Plan", for the waterfront park and lobster facility will consist of two phases. Phase I is the plan developed by the authority in the FEIR which consists of a lobster terminal and waterfront park on piers 4 and 5 and associated upland areas (Phase I). Phase II (Phase II) will be a waterfront park on pier 3 and associated upland, as more fully described below. The authority has divided the development of the Piers into two phases (Phase I and Phase II) for planning purposes and for review in accordance with sections sixty-one and sixty-two H, inclusive, of chapter thirty of the General Laws with the approval of the secretary of environmental affairs. It is important to the citizens of the commonwealth and to the potential users of the lobster terminal and park reviewed in Phase I that the construction of said project proceed as soon as possible while Phase II is designed and constructed in accordance with this act. The aforementioned lobster terminal shall provide for between eighteen and twenty commercial lobster vessels.

The area of the Phase II park shall include at least the following as shown on Sheet Nos. 26N-14E and 26N-15E of the "City of Boston Topographic and Planimetric Survey", dated 1962 and on file with the Boston Redevelopment Authority (the BRA Plan); beginning at the eastern-most edge of Pier No. 1 and a line from that edge to Marginal Road; thence returning along said line to the water's edge at Pier 1; thence running in an easterly direction along said water's edge to the midpoint between Pier 1 and the existing Pier 3; thence running parallel to said eastern-most edge of Pier 1 to the "Pierhead and Bulkhead Line" as shown on the BRA Plan; thence running along said Pierhead and Bulkhead Line (but including the full outline of any existing piers) in a southeasterly direction to a point intersecting the line of the southwestern edge of the Phase I Park extended out to

the "Pierhead and Bulkhead Line"; then running along said Private Street and Marginal Street to the point of beginning. The foregoing description is meant and intended to result in a continuous of upland and pier bark and lobster facilities from the edge of Pier 1, to end through Pier 5, as described in the FEIR. The Phase II park shall include all pilings, supports, the bulkheads, conveyors and structures thereon or thereunder, the land underneath said piers, and upland areas located southwest of Marginal Street.

SECTION 126. Said chapter 349 is hereby further amended by striking out section 3 and inserting in place thereof the following section:-

Section 3. The division, on behalf of the commonwealth and in consultation with the department, is hereby authorized and empowered:

(a) to fix and revise from time to time and to charge and collect such fees, rentals or other charges for the use of said lobster facilities, but only to the extent allowed pursuant to the agreement between the division and the authority; provided, however, that any such fees, rentals or other charges collected hereunder shall be applied as required under section eleven; and provided, further, that any lobster pier facilities constructed in accordance with the provisions of this act shall be available to prospective users of the facilities, upon payment of a reasonable fee, in a nondiscriminatory manner;

(b) to enter into any other agreements with any person or entity or to otherwise act in order to effectuate the development of lobster facilities at any site other than the piers deemed suitable by the division and located in the Boston harbor area. The division shall have the powers relative to such a site as those granted under clauses (a), (b) and (c) of this section but without the limitations that apply to agreements with the authority with respect to the piers; and

(c) to do any and all things necessary or convenient to carry out its purposes and exercise the powers conferred by this act; provided, however, that acquisition of any interest in real property pursuant to this act shall be made in accordance with the provisions of sections forty F to forty H, inclusive, of chapter seven of the General Laws and the purposes described in Article XCVII of the Amendments to the Constitution of the Commonwealth; provided, further, that the deputy commissioner of the division may delegate any authority conferred upon him by this act to the commissioner of the department so long as said delegation conforms with section forty E of said chapter seven.

SECTION 127. Paragraph (a) of section 4 of said chapter 349 is hereby amended by striking out, in line 1, the word "division" and inserting in place thereof the word:- PAC.

SECTION 128. Said paragraph (a) of said section 4 of said chapter 349 is hereby further amended by striking out, in line 4, the word "department" and inserting in place thereof the word:- PAC.

SECTION 129. Paragraph (d) of said section 4 of said chapter 349 is hereby

amended by striking out, in line 2, the word "department" and inserting in place thereof the word:- PAC.

SECTION 130. Paragraph (f) of said section 4 of said chapter 349 is hereby amended by striking out, in lines 1 and 7, the word "division" and inserting in place thereof, in each instance, the word:- PAC.

SECTION 131. Said paragraph (f) of said section 4 of said chapter 349 is hereby further amended by striking out, in line 4, the word "department" and inserting in place thereof the word:- PAC.

SECTION 132. Section 5 of said chapter 349 is hereby amended by striking out paragraph (c).

SECTION 133. Said chapter 349 is hereby further amended by striking out section 6 and inserting in place thereof the following section:-

Section 6. The design for the Phase I park and lobster facility shall be as set forth in the FEIR. Development of final plans and specifications and construction of the Phase I park and lobster terminal shall commence immediately. The design of the Phase II park shall be commenced immediately by the authority, in consultation with the PAC. The PAC shall approve all preliminary and final designs for the park and no construction may commence without approval of the PAC. The authority is hereby directed to move as expeditiously as possible to design and construct the Phase II park. Notwithstanding the previous sentence, the authority shall have no obligation to commence construction of the Phase II park until bonds in an amount adequate to meet the expenditure necessary to construct said Phase II park have been issued and sold by the state treasurer, as provided for in this section.

The members of the PAC shall serve without compensation. The PAC shall meet from time to time to review the operation and maintenance of the waterfront park and shall advise the authority on its compliance with the requirements of this act. The PAC shall create its own bylaws and procedures. It shall always consist of the same number of members specified above. In the event that a vacancy in the membership of the PAC occurs, for whatever reason, the remaining members of the PAC shall nominate and elect new members. The PAC is hereby authorized and directed to enter into a contract with the authority which will specify in detail the operational and maintenance requirements of the authority with respect to the Phase I park and lobster terminal and the Phase II park. The PAC shall also advise the authority as to the other issues in East Boston concerning the authority. The authority shall pay for the reasonable operating expenses of the PAC.

SECTION 134. Said chapter 349 is hereby further amended by striking out section 7 and inserting in place thereof the following section:-

Section 7. The provisions of sections sixty-one to sixty-two H, inclusive, of chapter thirty of the General Laws shall apply for all projects proposed at the piers, including the lobster facility and waterfront park to the extent applicable to projects

of the authority; provided, however, that the project for Phase I of the waterfront park and lobster terminal as described in the final environmental impact report certified the secretary of environmental affairs on August second, nineteen hundred and ninety shall not require further environmental review pursuant to said sections sixty-one to sixty-two H, inclusive. For the purpose of the compliance with said sections sixty-one to sixty-two H, inclusive, the authority shall be deemed to be lead agency project proponent.

SECTION 135. Said chapter 349 is hereby further amended by striking out section 8 and inserting in place thereof the following section:-

Section 8. The authority shall fund the final design, construction, operation, and maintenance of the Phase I park, the final design of the lobster facility, and the final design of the Phase II park. Notwithstanding the foregoing, the authority shall have no obligation to fund construction of the Phase II park unless and until bonds are issued to meet the expenditure necessary to construct the Phase II park in accordance with section nine. The authority shall have responsibility for the operation and maintenance of the entire waterfront park and the lobster facility. The authority shall enter into a contract with the PAC setting forth the standards by which said authority shall operate and maintain the waterfront park and the lobster facility, such contracted standards shall be at least comparable to maintenance standards employed by other waterfront parks in the North End of the city of Boston. Said contract shall provide that a penalty shall be assessed against said authority for any failure to comply with said contracted standards. Any and all such penalties shall be paid by said authority to the PAC to be placed in a separate account for the maintenance of the waterfront park and the lobster facility.

It shall be the responsibility of the authority, at all times, to provide adequate staffing levels necessary to operate and maintain the waterfront park and the lobster facility in conformance with the contracted standards.

The entire area to be covered by the Phase I park and the Phase II park, exclusive of the lobster facility, is hereby deemed to be public park land for purposes of Article XCVII of the Amendments to the Constitution. Any use of said area by the authority or any other person or entity for uses other than the Phase I or Phase II park shall be deemed a purpose inconsistent with the use of public park lands, and thereby subject to the terms and conditions of said Article XCVII. The foregoing shall include all associated buildings and facilities and improvements thereon contained on or within the Phase I or Phase II park areas. In the event that the lobster facility is at any time discontinued or is not constructed as a lobster facility, the area where the lobster facility was or would have been constructed shall also be deemed to be a public park land subject to the protection of said Article XCVII. The authority is hereby prohibited from undertaking any use to take place on the Phase I and Phase II parks and the lobster facility if same is not constructed or discontinued, as provided for in the previous sentence which

is not a public park land use.

SECTION 136. Section 9 of said chapter 349 is hereby amended by striking out the first sentence and inserting in place thereof the following three sentences:- The authority shall fund the final design, construction, operation and maintenance of the Phase I park and the operation and maintenance of the Phase II park from its general revenues. To meet the expenditure necessary to design and construct the Phase II park, the state treasurer shall issue and sell bonds of the commonwealth, registered or with interest coupons attached, as he may deem best, to an amount to be specified by the governor, from time to time, but not exceeding, in the aggregate, the sum of seventeen million dollars. Any balance left over shall be paid to the commonwealth by deposit to the fund established hereunder, which revenues shall be applied to payments on the bonds issued pursuant to section nine.

SECTION 137. The first paragraph of section 11 of said chapter 349 is hereby amended by striking out the first sentence and inserting in place thereof the following two sentences:- Any and all revenues received by the authority from the lobster facility and waterfront park at the piers from rentals, fees, or any other charge or source other than grants made for specific purposes relating to the lobster facility and park, shall be deposited with the authority and applied to the operation and maintenance of the lobster facility. Any balance left over shall be paid to the commonwealth by deposit to the fund established hereunder, which revenues shall be applied to payments on the bonds issued pursuant to section nine.

SECTION 138. The second paragraph of section 11 of said chapter 349 is hereby amended by striking out the second sentence.

SECTION 139. Said section 11 of said chapter 349 is hereby further amended by striking out the third paragraph.

SECTION 140. Section 1 of chapter 811 of the acts of 1985 is hereby amended by striking out, in line 3, the words "nine hundred and thirteen million" and inserting in place thereof the words:- eight hundred forty-six million four hundred fifty-five thousand eight hundred forty-seven.

SECTION 141. Paragraph (a) of section 2 of said chapter 811 is hereby amended by striking out, in line 1, the words "three hundred million" and inserting in place thereof the words:- two hundred thirty-three million five hundred four thousand four hundred forty-eight.

SECTION 142. Paragraph (b) of said section 2 of said chapter 811 is hereby amended by striking out, in line 1, the words "five hundred and forty million" and inserting in place thereof the following words:- five hundred thirty-nine million nine hundred fifty-one thousand three hundred ninety-nine.

SECTION 143. Paragraph (c) of said section 2 of said chapter 811 is hereby amended by striking out subparagraph (3) and inserting in place thereof the following subparagraph:-

impact of each such approach on the overall capital financing plans and needs of the commonwealth, (iii) any ratings assigned to outstanding bonds of the commonwealth and any ratings expected to be assigned by any nationally recognized credit rating agency to the bonds proposed to be issued, and (iv) any applicable provisions of a trust agreement or credit enhancement agreement entered into pursuant to said section two O; provided, further, that the aggregate amount of special obligation revenue bonds issued pursuant to this paragraph and general obligation bonds issued pursuant to the preceding two paragraphs shall not exceed nine million dollars.

All special obligation bonds issued pursuant to this section shall be designated on their face the words, Special Obligation Revenue Armed Services YMCA Functional Replacement Loan, Act of 1991 and shall be issued for a maximum term of years, not exceeding twenty years, as the governor may recommend to the general court pursuant to Section 3 of Article LXII of the Amendments to the Constitution of the Commonwealth; provided, however, that all such bonds shall be payable not later than June thirtieth, two thousand and sixteen. All interest and payments on account of principal of such obligations shall be payable from the Infrastructure Subfund established in section two O of said chapter twenty-nine. Special obligation revenue bonds issued pursuant to this section shall be special obligations of the commonwealth payable solely in accordance with the provisions of said section two O of said chapter twenty-nine.

SECTION 155. The provisions of section sixty-five of this act shall take effect as of July first, nineteen hundred and ninety.

This bill was returned on May 10, 1991, by the Governor to the House of Representatives, the branch in which said bill originated, with his objections in writing to the following items therein:

Items Disapproved

Sections 17, 67, 69, 70, 72, 78, 79, 80, 81, 120.

Items disapproved by striking the wording:

Section 3(k) "provided, further, that the secretary of environmental affairs shall develop recommended environmentally sound design and construction standards for said projects and shall submit these recommended standards in the form of a report to the joint committee on natural resources and agriculture and the house and senate committee on ways and means by September first, nineteen hundred and ninety-one;"

Section 135 "The entire area to be covered by the Phase I park and the Phase II park, exclusive of the lobster facility, is hereby deemed to be public park land for purposes of Article XCVII of the Amendments to the Constitution. Any use of said area by the authority or any other person or entity for uses other than Phase I or Phase II park shall be deemed a purpose inconsistent with the use of public lands, and thereby subject to the terms and conditions of said Article XCVII. The foregoing shall include all associated buildings and facilities and improvements thereon contained on or within the Phase I or Phase II park areas. In the event that the lobster facility is at any time discontinued or is not constructed as a lobster facility, the area where the lobster facility was or would have been constructed shall also be deemed to be a public park land subject to the protection of said Article XCVII. The authority is hereby prohibited from undertaking any use to take place on the Phase I and Phase II parks and the lobster facility if same is not constructed or discontinued, as provided for in the previous sentence which is not a public park land use."

Pursuant to Article 56 of the Amendments to the Constitution, the Governor sent a separate letter to the Senate and House of Representatives setting forth recommended amendments to Sections 3(k), 17, 67, 69, 70, 72, 78-81, 120, 135.

The remainder of the bill was approved by the Governor on May 10, 1991.

Chapter 34. AN ACT RELATIVE TO THE FISCAL CONDITIONS OF THE CITY OF CHELSEA.

Be it enacted, etc., as follows:

SECTION 1. Notwithstanding any general or special law to the contrary, the commissioner of revenue is hereby authorized to approve the use of an amortization amount by the city of Chelsea in fixing its tax rate for the fiscal year ending on June thirtieth, nineteen hundred and ninety-one as an estimated receipt in addition to the estimated receipts approved under the provisions of section twenty-three of chapter fifty-nine of the General Laws, and to certify the city's tax rate for that fiscal year based upon the use of such an amortization amount.

SECTION 2. Notwithstanding any general or special law to the contrary, the

Amendments to the Enabling Legislation Establishing the
East Boston Project Advisory Committee

(Excerpt of Chapter 291 of the Acts of 2004 - Section 40)

Legislation transferring control of the Bremen Street
Park to the Massachusetts Port Authority and amending
the PAC Legislation expanding the PAC's advisory role
with respect to operation, security, and maintenance of
the Bremen Street Park.

SECTION 40. Section 113 of chapter 205 of the acts of 1996 is hereby amended by striking out the last sentence and inserting in place thereof the following paragraph:-

In fulfillment of the certificate by the secretary of environmental affairs on January 2, 1991 on the final supplemental environmental impact report on the Central Artery/Third Harbor Tunnel Project, and in order to mitigate the ongoing impact of the operation of the General Edward Lawrence Logan International Airport on the residents of East Boston, and notwithstanding any general or special law to the contrary, upon the completion of construction of the Bremen street park in the East Boston section of the city of Boston, the Massachusetts Turnpike Authority or the commonwealth, acting by and through its department of highways, shall transfer title to said Bremen street park to the Massachusetts Port Authority for \$1, and the Massachusetts Port Authority shall thereafter undertake the operation, maintenance and management of the park. For the purposes of this section, the Massachusetts Turnpike Authority or the commonwealth, acting by and through its department of highways, shall transfer that title of land to be leased to the YMCA of Greater Boston, Inc. pursuant to a Development Agreement between the Massachusetts Turnpike Authority and the YMCA of Greater Boston, Inc. dated November 5, 2002, to the Massachusetts Port Authority, upon the completion of the development of the YMCA facility within the Bremen street park. Any lease between the Massachusetts Turnpike Authority and the YMCA of Greater Boston Inc. regarding such YMCA facility within the Bremen street park shall include provision requiring assignment of the lease to the Massachusetts Port Authority upon the completion of said facility.

The Massachusetts Port Authority shall enter into a contract with the East Boston Project Advisory Committee "PAC", established pursuant to chapter 349 of the acts of 1986, to specify and detail the operational and maintenance requirements of the authority with respect to the Bremen street park; provided, however, that because the land on which the Bremen street park will be built was acquired for the purpose of satisfying the certificate of the secretary of environmental affairs to create a significant open space public amenity in East Boston and to thereafter operate and maintain such open space as a publicly-accessible park and open space area, the Bremen street park, once completed, shall be afforded the protections of Article 97 of the Amendments to the Constitution in all respects. The contract between the Massachusetts Port Authority and the PAC shall be entered into not later than December 31, 2005.

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

East Boston Project Advisory Committee, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

To provide community-based advisory assistance to the Massachusetts Port Authority on planning activities for the revitalization of the East Boston piers and to provide said Authority and others with community input on projects affecting the community and to transact such other lawful business as shall be permissible under the laws of the Commonwealth of Massachusetts, as the same may be amended from time to time.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

ARTICLE III

If the corporation has one or more classes of members, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The Corporation has no members.

ARTICLE IV

• Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Exhibit A attached hereto and made a part hereof.

• If there are no provisions, state "None".

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Articles of Organization

East Boston Project Advisory Committee, Inc.

Exhibit A

1. The by-laws of the Corporation may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, subject to the power of the stockholders to modify or revoke any such amendment as provided by law.
2. No director of the Corporation shall be personally liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director provided that said director acts in compliance with Section 6C of Chapter 180 of the Massachusetts General Laws.

WPPJK:1492

Articles of Organization

East Boston Project Advisory Committee, Inc.

Exhibit B

Officers

<u>Name</u>	<u>Address</u>
<i>President/</i> Chairperson - Elvira Palladino	759 Bennington Street East Boston, MA 02128
Vice Chairperson - Richard Salini	155 Webster Street East Boston, MA 02128
Treasurer - Joesaphine La Blanc	1141 Saratoga Street East Boston, MA 02128
Clerk - Dennis Gordon	816 Border Street #505 East Boston, MA 02128

Directors

Larry Braman	112 Trenton Street East Boston, MA 02128
Peter Cardinale	42 Jeffries Street East Boston, MA 02128
Mary Catino	71 Liverpool Street East Boston, MA 02128
Alice Christopher	972 Bennington Street East Boston, MA 02128
Andrew Fish	199 Webster Street East Boston, MA 02128
Lucy Furullo	23 Haynes Street East Boston, MA 02128
Dennis Gordon	816 Border Street #505 East Boston, MA 02128
Ronald Jordan	181 Falcon Street East Boston, MA 02128

Joesaphine La Blanc

1141 Saratoga Street
East Boston, MA 02128

Sal La Mattina

City Hall Boston
Mayor Office of
Neighborhood Services
Room 708
East Boston, MA 02128

Albert Lombardi, Jr.

176 Webster Street
East Boston, MA 02128

Elvira Palladino

759 Bennington Street
East Boston, MA 02128

Richard Salini

155 Webster Street
East Boston, MA 02128

Larry Scachi

211 Maverick Street
East Boston, MA 02128

Robert Scopa

164 Chelsea Street
East Boston, MA 02128

Sen. Robert Travoglini

51 Saint Andrew Road
East Boston, MA 02128

Henry Vitale

81 St. Andrews Road
East Boston, MA 02128

Mary Ellen Welsh

444 Summer Street
East Boston, MA 02128

Joseph Wardell

1129 Saratoga Street
East Boston, MA 02128

WPPJK:1487

ARTICLE V

By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out below, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

- a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable) Neal B. Glick, Esq.
c/o Tillinghast Collins & Graham
303 Congress Street, Boston, MA 02210
- b. The name, residence and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
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President: See Exhibit B attached hereto and made a part hereof.

Treasurer:

Clerk:

Directors: (or officers having the powers of directors).

NAME	RESIDENCE	POST OFFICE ADDRESS
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c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:
Neal B. Glick, Esq., Tillinghast Collins & Graham, 303 Congress Street, 5FL; Boston, MA 02210

I/~~WE~~the below-signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named principal officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/~~WE~~, whose signature(s) appear below as incorporator(s) and whose names and business or residential address ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this day of April 19 19 93

Elvira Palladino

Elvira Palladino

759 Bennington Street, East Boston, MA 02128

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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SECRETARY OF STATE

1993 APR 20 PM 2:41 THE COMMONWEALTH OF MASSACHUSETTS
CORPORATION DIVISION

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$35.00 having been paid, said articles are deemed to have been filed with me this 20th day of April 19 93.

Effective date

Michael Joseph Connolly

MICHAEL J. CONNOLLY
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: Neal B. Glick, Esq.
Tillinghast Collins & Graham
303 Congress Street
Boston, Massachusetts 02210
Telephone: (617) 261-0555

**DRAFT AMENDED AND RESTATED BY-LAWS
OF
EAST BOSTON PROJECT ADVISORY COMMITTEE**

**ARTICLE I
NAME AND FISCAL YEAR**

Section 1. Name

The name of the committee is the East Boston Project Advisory Committee Inc., (PAC).

Section 2. Fiscal Year

The fiscal year of the PAC shall end on December 31st, unless otherwise decided by the Board of Directors.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership

The membership shall consist of the original 19 members as listed in Exhibit C of “Agreement between Massachusetts Port Authority and Boston Redevelopment Authority”, dated August 26, 1981 and such other members as may be duly qualified and elected per the provisions of Section, Chapter 349 of the Acts of 1991, these By-laws and the laws and regulations governing Corporations in Massachusetts generally.

Section 2. Removal

A member may be removed for cause after that member has not attended three (3) consecutive East Boston Project Advisory Corporation meetings. After a member has not attended three (3) consecutive meetings for which notice has been provided, reasonable notice shall be given to such member to appear and show cause as to any circumstances that should bar his or her removal by a two-thirds (2/3) vote of the members present and voting.

Section 3. Resignation

At any time, a member may resign by delivering his resignation in writing to the President or Clerk of the PAC. Such resignation shall be effective upon receipt; formal acceptance shall not be necessary to make it effective unless it so states.

Section 4. Vacancy

A vacancy in the membership, which shall be deemed to have occurred upon the resignation, death or mental incapacity of a member, may be filled by a majority

vote of the remaining members, but in no event shall a vacancy be filled at the same meeting as nominations are taken for such vacancy.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Conduct of Meetings

All meetings of the members shall be open meetings, held at a suitable time and place within the Commonwealth of Massachusetts as determined by the Board of Directors. Unless otherwise stated, all meetings shall be conducted in accordance with Robert's Rules of Order. A motion by any member if seconded by two members will authorize the President to recognize any member of the public to address the committee on a pertinent issue for a reasonable period of time as determined by the President.

Section 2. Annual Meeting

The Annual Meeting of the members shall be held on the second Thursday in December in each year, or if that day is a legal holiday, then on the next succeeding business day, at an hour fixed by the Board of Directors or by the President. If an Annual Meeting is not held on the date herein provided, a special meeting in lieu of the Annual Meeting may be held at a later date with all the force and effect of an Annual Meeting.

Section 3. Special Meeting

Special Meetings of the members may be called by the President or upon written application of three (3) or more members and shall be called by the Clerk or, in case of the death, absence, incapacity, or refusal of the Clerk, by any other officer. The call and the written application shall state the purposes for which the proposed meeting is to be held and shall be given to each member at least 48 hours prior to such meeting.

Section 4. Notice of Meetings

A notice of each meeting of the members containing the place, date, hour and the purpose for which it is to be held shall be given to each member by the Clerk, or, in case of the death, absence, incapacity, or refusal of the Clerk, by any other officer, at least five (5) days before the meeting. Notice of a meeting need not be given to a member if a written waiver of notice, executed before or after the meeting by such member, is filed with the records of the meeting. Notice of the meeting shall also comply with the requirements of G. L. c. 30A, s. 11A ½ (The Open Meeting Law).

Section 5. Quorum

A majority of members in office shall constitute a quorum. For purposes of this provision majority shall mean one (1) more than half of the members in office at the time of the meeting. No votes shall be taken unless a quorum is present.

Section 6. Voting

Each member shall have one vote to be executed in person. There shall be no proxy voting. Unless upon a passing motion that is made and seconded by at least two (2) members that voting be done by ballot, all voting shall be conducted by ascertaining the yeas and neas on any matter.

Section 7. Presiding and Recording Officers

Meetings of members shall be presided over by the President of the PAC or, in his or her absence, by the Vice President, if any. If there is no Vice President, or he or she is absent, a person shall be chosen at the meeting to preside over the meeting. The Clerk of the PAC shall act as Clerk of the meeting, and in his or her absence, a Temporary Clerk shall be chosen at the meeting.

Section 8. Action By Consent

Any action to be taken by the members may be taken without a meeting if two-thirds (2/3) of all members entitled to vote on the matter consent in writing to the action. The Clerk shall file the written consent with the records of the meetings of the members. Such consent shall be treated for all purposes as a vote at a meeting of the members at which a quorum was present

Section 9. Committee

The members may choose from their own number or otherwise, as it may determine, any committees or advisory boards. The President shall be an ex-officio member of all committees

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Composition

The Board of Directors shall consist of the original nineteen (19) members (those eighteen individuals listed in Exhibit C of “Agreement between Massachusetts Port Authority and Boston Redevelopment Authority”, dated August 26, 1981) or their successors and such other members as may be duly qualified and elected per the provisions of Section, Chapter 349 of the Acts of 1991, these By-laws and the laws and regulations governing Corporations in Massachusetts generally.

Section 2. Removal

A director may be removed for cause after that Director has not attended three consecutive East Boston Project Advisory Corporation meetings. After a member has not attended three (3) consecutive meetings for which notice has been provided, reasonable notice shall be given to such Director to appear and show cause as to any circumstances that should bar his or her removal by two-thirds (2/3) vote of the Board of Directors present and voting.

Section 3. Resignation

Any Director may at any time resign as a Director by delivering his or her resignation in writing to the PAC as its principal office or to the President or Clerk. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 4. Vacancy

A vacancy in the Board of Directors which shall be deemed to have occurred upon the resignation, death or mental incapacity of a member, may be filled by a majority vote of the remaining directors but in no event shall a vacancy be filled at the same meeting as nominations are taken for such vacancy.

**ARTICLE V
MEETING OF THE DIRECTORS**

Section 1. Conduct of Meeting

All meetings of the Board of Directors shall be open meetings, held at a suitable time and place within the Commonwealth of Massachusetts as determined by the Board of Directors. Unless otherwise stated, all meetings shall be conducted in accordance with Robert's Rules of Order. A motion by any Director, if seconded by two Directors, will authorize the President to recognize any member of the public to address the Board on a pertinent issue for a reasonable period of time as determined by the President.

Section 2. Annual Meeting

The Annual Meeting of the Board of Directors shall be held on the second Thursday in December in each year, or, if that day is a legal holiday, then on the next succeeding business day, at an hour fixed by the Board of Directors or by the President. If an Annual Meeting is not held on the date herein provided, a special meeting in lieu of the Annual Meeting may be held at a later date with all the force and effect of an Annual Meeting.

Section 3. Special Meeting

Special Meetings of the Board of Directors may be called by the President or upon written application of three (3) or more members and shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer. The call and the written application shall state the purposes for which the proposed meeting is to be held and shall be given to each member at least 48 hours prior to such meeting.

Section 4. Notice of Meetings

A notice of each meeting of the Board of Directors containing the place, date, hour, and the purposes for which it is to be held shall be given to each member by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by

any other officer, at least five (5) days before the meeting. Notice of a meeting need not be given to a Director if a written waiver of notice, executed before or after the meeting by such Director, is filed with the records of the meeting. Notice of the meeting shall also comply with the requirements of G. L. c. 30A, s. 11A ½ (The Open Meeting Law).

Section 5. Quorum

A majority of members in office shall constitute a quorum. For purposes of this provision majority shall mean one (1) more than half of the members in office at the time of the meeting. No votes shall be taken unless a quorum is present.

Section 6. Voting

Each director shall have one vote to be executed in person. There shall be no proxy voting.

Section 7. Presiding and Recording Officers

Meetings of the Board of Directors shall be presided over by the President of the PAC, or, in his or her absence, by the Vice President, if any. If there is no Vice President, or he or she is absent, a person shall be chosen at the meeting to preside over the meeting. The Clerk of the PAC shall act as Clerk of the meeting, and in his or her absence, a Temporary Clerk shall be chosen at the meeting.

Section 8. Action by Consent

Any action to be taken by the Board of Directors may be taken without a meeting of two-thirds (2/3) of the Directors entitled to vote on the matter consent in writing to the action. The Clerk shall file the written consent with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting of the Board Directors at which a quorum was present and voting.

Section 9. Committees

The Board of Directors may choose from their own number or otherwise, as may determine, any committee or advisory boards. The President shall be an ex-officio member of all committees.

**ARTICLE VI
OFFICERS**

Section 1. Designation

The officers of the PAC shall consist of a President, Vice President, Treasurer, Clerk and such other officers as the Board of Directors may from time to time appoint. The Clerk shall be a resident of the Commonwealth of Massachusetts. A person may hold more than one office at the same time provided that the President and Clerk may not be the same person. If required by the Board of Directors, an officer shall give the PAC a bond for the faithful performance of his

or her duties in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors.

Section 2. Election

The President, Vice President, Treasurer, and Clerk shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors and shall hold office until the next Annual Meeting of the Board of Directors and until their respective successors are chosen and qualified. All other officers shall be elected by the Board of Directors at any time and shall hold office for such terms as the Board of Directors may determine.

Section 3. President and Vice President

The President shall be the chief executive officer of the PAC and shall, subject to the direction of the Board of Directors, exercise general supervision and control of the affairs of the PAC. The President shall have such further powers and duties as the Board of Directors shall determine. The President, when present, shall preside at all meetings of the members and Board of Directors of the PAC. In his or her absence, a Vice President, if any, shall preside. The Vice President shall have such powers and perform such duties as may be determined by the Board of Directors. The Vice President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

Section 4. Treasurer

The Treasurer shall have, subject to the direction of the Board of Directors, general charge of the financial affairs of the AC and shall keep full and accurate records thereof, which shall always be open to the inspection of the President or any Director. He or she shall submit an annual financial statement and such other statements as the President may require. He or she shall further render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they require it, a statement of the accounts of his or her transactions as Treasurer and of the financial condition of the PAC.

Section 5. Clerk

The Clerk shall record and maintain records of the proceedings of all meetings of the members and of the Board of Directors in books kept for that purpose. He or she shall be responsible for insuring notification to the members of all meetings in accordance with By-Laws. If the Clerk is absent from any meeting of the members or of the Board of Directors, a Temporary Clerk shall be chosen to exercise the duties of the Clerk at such meeting. The Clerk shall keep all the records of the PAC not kept by the Treasurer.

Section 6. Delegation of Power

In the case of the absence or disability of any officer of the PAC or for any other reason deemed sufficient by a majority of the Board of Directors, the Board of Directors may delegate an officer's powers or duties to any other officer.

Section 7. Vacancies

A vacancy in any office may be filled by the Board of Directors by the election of a successor to hold office for the unexpired term of the officer whose place is vacant and until his or her successor is chosen and qualified, but in no event shall a vacancy be filled at the same meeting as nominations are taken for such vacancy.

Section 8. Resignation

Any officer may at any time resign his or her office by delivering his or her resignation in writing to the PAC or to the President or Clerk. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 9. Removal

Any officer may be removed from his or her office with cause by a vote of a two-thirds (2/3) majority of the Directors who are in office at that time.

**ARTICLE VII
PERSONAL LIABILITY**

The Board of Directors shall have no power to bind the members of the PAC personally or to call upon them for the payment of any sum of money or any assessment whatsoever. The members, Directors, and officers of the PAC shall not be personally liable for any debt, liability or obligation of the PAC. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the PAC may look only to the funds and property of the PAC for the payment of any such contract or claim, or for the payment of any debts, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the PAC.

**ARTICLE VII
AMENDMENTS**

The By-Laws of the PAC may be amended by a vote of two-thirds (2/3) of the Directors then in office. A copy of the Amendment shall be circulated and discussed at the meeting prior to the scheduled meeting to vote on any Amendment. Changes to the form of the Amendment may be proposed and considered at the meeting at which any amendment shall be voted upon. At the meeting, which any amendment shall be considered, the Amendment as proposed shall be read along with any proposed amendments to the Amendment. The final version shall be voted upon by a two thirds (2/3) vote of the Directors.

**ARTICLE VIII
CONFLICT OF INTEREST**

In the absence of fraud or misrepresentation, no contract or other transaction between this Corporation and any other person or organization, and no act of this Corporation, shall be affected by the fact that a Director, Officer or employee of this Corporation has a financial or other interest in such other person or organization. Notwithstanding the foregoing, any Member, Director, or Officer individually, or any firm or corporation in which such Member, Director, Officer or officer may have an interest, may be party to, or may have a financial or other interest in, any contract or transaction of this Corporation, provided that the fact that such person, firm or corporation has such an interest (other than an interest of less than 1% in any class of securities of a corporation which are publicly traded) shall be disclosed to or shall be known by the Board of Directors or a majority of the members thereof, and provided further, that such person shall not vote or upon such matter or participate.

CERTIFIED TO BE TRUE AND CORRECT

Frances R. Carbone
Clerk