

BOSTON GROUNDWATER TRUST (BGwT)
BOARD MEETING
June 16, 2005
The Lenox Hotel – Copley Room

The meeting of the Board of Trustees of the Boston Groundwater Trust was called order at 4:10pm in the Copley Room at The Lenox Hotel. The meeting notice was posted at City Hall in accordance with provision of the Commonwealth's Open Meeting Law.

Trustees in attendance, comprising a quorum, were:

Mr. Tim Mitchell, Neighborhood Association of the Back Bay
Mr. Gary Saunders, Boston Back Bay Association
Mr. Peter Sherin, Greater Boston Chamber of Commerce
Mr. Paul Chan, Greater Boston Real Estate Board
Mr. Galen Gilbert, Fenway Community Development Corp.
Mr. James Stetson, Beacon Hill Civic Association

Also present were:

Elliott Laffer, BGwT Executive Director; Christian Simonelli, BGwT Technical Coordinator; Jim Hunt, City of Boston; Jim Lambrechts, BGwT Technical Committee; Mike Paster, BGwT Technical Committee; John Kastrinos, BGwT Technical Committee; Roger Cassin, Winn Development; Will Woodruff, Winn Development

1. Special Presentation-Columbus Center Project

Roger Cassin and Will Woodruff of Winn Development presented a proposed 4-parcel development and the proposed recharge system and monitoring wells that will be installed as part of it.

2. Adoption of the minutes of the May 16, 2005 Meeting

A motion was made by Trustee Gilbert to accept the minutes of the May 16, 2005 meeting.

Trustee Chan moved to accept the motion, trustee Saunders seconded the motion.

VOTED: To accept the minutes of the May 16, 2005 meeting.

3. FY06 Operating Budget

Mr. Laffer distributed the FY06 operating budget. Discussion followed. A copy of the budget is attached to these minutes.

A motion was made by Trustee Chan to accept the FY06 budget as presented.

Trustee Gilbert moved to accept the motion, trustee Saunders seconded the motion.

VOTED: To accept the FY06 budget as presented.

4. Revisions to the Declaration of Trust

Mr. Laffer distributed the revisions that have been made to the declarations of trust.

A motion was made by Trustee Saunders to open discussion of changes to the declaration of trust described in the attached draft motion, trustee Stetson seconded the motion. Discussion followed.

Trustee Saunders motioned to amend the draft motion Section 3.8.2 with the attached alternate language.

Trustee Gilbert moved to accept the motion, trustee Mitchell seconded the motion.

VOTED: To adopt the change that was made to section 3.8.2 of the declaration of trust.

Subsequent to the adoption of the amendment, a vote was taken on the original motion.

VOTED: To adopt the draft motion revising the Declaration of Trust, as amended.

A motion was made by Trustee Saunders to ask the mayor to request the Boston City Council to adopt technical changes to the Statement of Purpose in the Declaration of Trust to recognize the need to change geographical and geotechnical limitations included in the original document in light of information on groundwater problems gathered subsequent to its adoption.

Trustee Mitchell moved to accept the motion, trustee Stetson seconded the motion.

VOTED: To ask the mayor to request the Boston City Council to adopt the technical changes to the Statement of Purpose.

5. STATUS OF TRUSTEES

Mr. Laffer reported that the Law department is in the process of determining if the Trustees of the Boston Groundwater Trust qualify as Municipal Employees.

A motion was made by Trustee Saunders that, if the Trustees are found to be Municipal Employees, the City Council be asked to designate them as Special Municipal Employees.

Trustee Stetson moved accept the motion, trustee Mitchell seconded the motion.

VOTED: If the Trustees are found to be Municipal Employees, the City Council be asked to designate them as Special Municipal Employees.

5. Acceptance of BY-Laws Revision D

Mr. Laffer presented the revisions made to BY-Laws revision D, as attached. Discussion followed. Trustee Saunders suggested that the last sentence in section 2.1 be deleted.

A motion was made by Trustee Gilbert to adopt the revised by-laws, along with Trustee Saunders suggestion that the last sentence in section 2.1 be deleted.

Trustee Saunders moved accept the motion, trustee Chan seconded the motion.

VOTED: To adopt the revised by-laws, along with Trustee Saunders suggestion that the last sentence in section 2.1 be deleted.

6. Finance Report

Trustee Sherin reviewed the BGWT *Financial Report 5/17/05-6/16/05*. Discussion followed.

7. City Budget Update

Mr. Laffer noted that the BGWT is closely working with Jim Hunt and other city officials on the funding for the BGWT. Discussion followed.

8. Problem on Beacon Street

Mr. Laffer presented a recent discovery of woodpile rotting at 416-430 Beacon Street. Discussion followed.

9. Executive Director's Report

BGWT Executive Director Mr. Elliott Laffer distributed his report and reviewed his activities of the past month. Refer to the attached *Executive Director's Report: June 16, 2005*, for a complete list of all activities.

10. Technical Coordinator's Report

BGWT Technical Coordinator Mr. Christian Simonelli distributed and presented his activities of the past month. Refer to the attached *Technical Coordinator's Well Monitoring & Installation Report BGWT Meeting: June 16, 2005* for a complete list of what was distributed and presented.

The meeting adjourned at 6:25 p.m.

Submitted by Christian Simonelli, BGWT Technical Coordinator, on 06/17/05

FY06 Operating Budget

INCOME		EXPENSE	
City + BWSC	180	Executive Director	75
114 well overhead	45	Technical Coor	50
180 well overhead	78	Engrg Coops	50
		Benefits &	
interest	5	Insurance	40
		Workman's Comp	10
		Rent	8
		Office Supplies	3
		Phone	3
		Website	9
		Accounting	6
		Office Equipment	2
		Well Maintenance	20
		Level Logging	20
Total	308		296
Surplus/Deficit	12		

NOTES

Budget does not include installation costs of wells

Overhead is based on 15% of each contract

PROPOSED MOTION ON DECLARATION OF TRUST

Move to make the following changes to the Declaration of Trust. After approval and filing with the Secretary of State's office, the document shall be entitled "Revised Declaration of Trust as adopted May 16, 2005".

In Article III

Section 3.1 Composition

In the first line, delete nine (9) and substitute eleven (11).

In the second paragraph after "...shall be and remain", delete "a resident of the City of Boston" and substitute "a City resident or maintain their place of business within the City of Boston"

After "...qualification of their successor", delete items a) through j) and substitute:

- 3.1.1 One Trustee shall be appointed by the Mayor of Boston upon recommendation of the President of the Greater Boston Real Estate Board; and
- 3.1.2 One Trustee shall be appointed by the Mayor of Boston upon recommendation of the President of the Fenway Community Development Corporation; and
- 3.1.3 One Trustee shall be appointed by the Mayor of Boston upon recommendation of the President of the Neighborhood Association of the Back Bay, Inc.; and
- 3.1.4 One Trustee shall be appointed by the Mayor of Boston upon recommendation of the Chairman of the Greater Boston Chamber of Commerce; and
- 3.1.5 One Trustee shall be appointed by the Mayor of Boston upon recommendation of the President of the Beacon Hill Civic Association, Inc.; and
- 3.1.6 One Trustee shall be appointed by the Mayor of Boston upon recommendation of the President of the Back Bay Association; and
- 3.1.7 One Trustee shall be appointed by the Mayor of Boston upon recommendation of the President of the Ellis Neighborhood Association; and
- 3.1.8 One Trustee shall be appointed by the Mayor of Boston upon recommendation of the Chinatown Neighborhood Council.

These eight (8) Trustees shall be known as Constituent Trustees.

- 3.1.9 The Mayor of Boston shall appoint one City official from the executive branch of City government who shall serve ex-officio as the Mayor's representative; and
- 3.1.10 The Collector-Treasurer of the City of Boston, or his or her designee, ex officio; and
- 3.1.11 The President of the Boston City Council, or his or her designee Member of the City Council, ex officio.

Section 3.2 Term

In the first paragraph, delete "and shall expire on the second Friday in January in each even numbered year; provided, however, that the term in office of the initially appointed Trustees shall expire on January 10, 1988."

In the second paragraph, second sentence, after "President of the organization", add "designated to nominate the Trustee".

In the second paragraph, second sentence, after “or the Mayor”, delete “, as the case may be, entitled to appoint such Trustee”.

In the second paragraph, third sentence, after “organization”, add “designated to nominate the trustee”.

In the second paragraph, third sentence, after “or the Mayor” delete “, as the case may be, entitled to appoint such Trustee”.

Section 3.3 Custodian

In the fourth line, delete “porperty” and substitute “property”.

At the end of the section, add “The Custodian may choose to delegate those functions to a treasurer who shall be elected by the Trustees from among their members”.

Section 3.4 Officers

In the first line, delete “shall” and substitute “shall”.

In the first line, delete “of the Board” and substitute “, or several thereof”.

Section 3.5 Secretary

Delete the first sentence.

In the second sentence (first after the deletion), delete “secretary” and substitute “secretary”.

Section 3.6 Trustee’s Powers

Reformat paragraph designations by deleting “(a)” and substituting “3.6.1”, deleting “(b)” and substituting “3.6.2”, deleting “(c)” and substituting “3.6.3”, deleting “(d)” and substituting “3.6.4”, deleting “(e)” and substituting “3.6.5”, deleting “(f)” and substituting “3.6.6”, deleting “(g)” and substituting “3.6.7”, deleting “(h)” and substituting “3.6.8”, deleting “(i)” and substituting “3.6.9”, deleting “(j)” and substituting “3.6.10”, deleting “(k)” and substituting “3.6.11”, and deleting “(k)” and substituting “3.6.12”.

In section 3.6(c) line 4, delete “inciome” and substitute “income”.

In section 3.6(g) line 10, delete “subscption” and substitute “subscription”.

In section 3.6(h) last word, delete “appropriate” and substitute “appropriate”.

Section 3.6.1, renumber as Section 3.7.

Section 3.6.2, renumber as Section 3.8 and, in the title, delete “Fuduciary” and substitute “Fiduciary”.

Section 3.7, renumber as Section 3.9.

Section 3.8, renumber as Section 3.10.

Section 3.8.1, renumber as Section 3.10.1, and at the end of the last sentence, add “in attendance at any meeting at which a quorum is present”.

Section 3.8.2, renumber as Section 3.10.2, and delete the section and substitute “A quorum shall be constituted at each meeting if a majority of the Constituent Trustees who have been properly appointed are present in person”.

Section 3.8.3, renumber as Section 3.10.3, and in the second line, before Trustees, add “Constituent” and, in the last line, delete “permanant” and substitute “permanent”.

Section 3.9, renumber as Section 3.11, and, in the second line, delete “writtn” and substitute “written”.

In section 5.1, second paragraph, before “Trustees”, add “Constituent”.

In section 6.2, delete “goverened” and substitute “governed”.

In section 6.3, delete “exucuted” and add “executed”.

In section 6.4, in the first line, after “in”, delete “in”, and, in the third line, delete “fo” and substitute “of”.

Alternative to Section of Proposed Motion on Revision of Declaration of Trust

Section 3.8.2, renumber as Section 3.10.2 and delete the section and substitute “A quorum shall be constituted at each meeting if at least a number of Trustees equal to a majority of the Constituent Trustees are present in person.

THE BOSTON GROUNDWATER TRUST BYLAWS

Revised June 2005

These Bylaws supplement the Declaration of Trust and contain more detailed instruction for the governance of the Boston Groundwater Trust.

ARTICLE 1. MEETINGS

- 1.1 **Special Meetings:** Special meetings of the Trust shall be called by the Chairperson or when requested in writing by a majority of the Constituent Trustees.
- 1.2 **Notice of Meetings:** Written or printed notice stating the place, day and hour of any meeting shall be delivered either personally or by mail, fax or e-mail to each Trustee not less than five (5) days before the date of such meeting, by or at the direction of the Chairman, or the Trustees calling the meeting. When special meetings are called, the purpose or purposes for which the meetings are called shall be stated in the notice.
- 1.3 **Meeting Procedures:** The Chairperson shall call each meeting to order when a quorum is present. The Secretary shall note the attendance of each meeting in the minutes. Business shall be initiated by a motion brought to the floor for debate and voting.

ARTICLE 2. BOARD OF TRUSTEES

- 2.1 **Constituent Trustees:** Trustees nominated by neighborhood or business organizations shall be referred to as Constituent Trustees to distinguish them from ex officio trustees. Only constituent trustees shall be counted in determining a quorum for meetings.

ARTICLE 3. BOARD OF ADVISORS

The Board may designate certain persons or groups of persons as members of a Board of Advisors, or such other title as they deem appropriate, to further the goals of the Trust. Such persons shall serve in a fiduciary capacity and shall have whatever powers the Board shall serve in a fiduciary capacity and shall have whatever powers the Board shall designate.

ARTICLE 4. AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the members of the Board of Trustees present and voting at any meeting of the Board, provided that notice of the substance of the proposed amendment is given in the call for the meeting. Such notice must be given in accordance with these Bylaws.

ARTICLE 5. DIVISIONS AND AFFILIATES

The Trust may from time to time affiliate itself with such other organizations as the Board of

Trustees may deem appropriate. The Board may adopt such rules and procedures as it may deem appropriate for the administration of such divisions.

ARTICLE 6. CHECKS, CONTRACTS AND OTHER INSTRUMENTS

- 6.1 All checks drawn on bank accounts of the Trust shall be signed on its behalf by the Collector-Treasurer, *ex officio*, or the Chairperson, or the Secretary or by such officer or agents as the Board may designate.
- 6.2 The Board may authorize any officer in the name of or on behalf of the Trust to enter into any contract or execute and deliver any deed, note, or other instrument. Such authority shall be confined to specific instances.
- 6.3 Unless so authorized, no officer or agent shall have the power or authority to bind by any such contract or instrument to render the Trust financially liable for any purpose or to any amount.
- 6.4 The Trust may make contracts with financial institutions for electric transfer of Trust funds to Trust employees for their salaries (direct deposit).

ARTICLE 7. ACCOUNTING PROCEDURES

7.1 **Expense Procedure**

- 7.1.1. Checks, except for regular straight time payroll, shall only be issued after expense is approved.
- 7.1.2. All invoices, except those for expenses of the executive director, shall be approved by the executive director.
- 7.1.3. Expenses of the executive director shall be approved by one of the co-chairs.
- 7.1.4. Checks below \$5000 require one signature of either a cochair or the treasurer.
- 7.1.5. Checks \$5000 or above require two signatures from cochairs and/or treasurer.
- 7.1.6. Under no circumstances may a trustee who approves payment be a signature on the check.

7.2 **Bank Statement Procedure**

- 7.2.7. Bank statement is sent directly to Trust office.
- 7.2.8. Treasurer opens and preliminarily reviews statement.
- 7.2.9. Treasurer matches checks to approved bills.
- 7.2.10. Executive director prepares reconciliation.
- 7.2.11. Treasurer and cochairs review reconciliation.
- 7.2.12. Reconciliation presented to Board as part of Treasurer's Report.

ARTICLE 8. OFFICES

- 8.1 **Principal Office:** 234 Clarendon Street, third floor, Boston, Mass. 02116
- 8.2 **Other Offices:** The Trust may also have offices at such other place or place within the City of Boston as the Board of Trustees may from time to time to determine or as the activities of the Trust may require

ARTICLE 9. COMMITTEES

The Board of Trustees may create and abolish any standing or special committees and define their charge and duties. The chairperson shall appoint members and leaders of each committee.

ARTICLE 10. WEBSITE

The Trust shall maintain an Internet website where it shall post all well readings, meeting announcements, and other materials for public use.

ARTICLE 11. OPEN MEETINGS

The Trust shall comply with the Open Meeting Law in accordance with the requirements and procedures of G.L. 30A, §11A.5.

ARTICLE 12. EMPLOYMENT OF STAFF

The Trust may hire qualified people to do its work and maintain a proper payroll system for such employment. The Trust may delegate to an Executive Director the hiring and contractual terms of all subordinate employees.

EXECUTIVE DIRECTOR'S REPORT

June 16, 2005

1. **Technical Advisory Committee** – Don Goldberg has asked to step back from his active involvement in the committee. He has promised to remain available to offer us his wise counsel on big picture items. I hope to have a replacement committee member on board shortly.
2. **Budget Support** – The Mayor increased the City's support of the Trust to its highest level ever. Using administrative funding included as part of our construction contracts, we're able to fully fund the Trust's operations for the next fiscal year.
3. **105 Well Contract** – We completed installation of the wells on this contract, partially completed before construction was suspended last November. We have yet to receive final invoices, but it appears that the contract will be completed under budget.
4. **114 Well Contract** – Vacuum truck work prior to initial drilling began this week, with drilling to follow next week. We have received reimbursement from US EPA for our upfront costs. Payment was processed through both the State and Federal governments and entered electronically into our checking account in just over three weeks.
5. **180 Well Contract** – This contract, the final one under our Environmental Bond Bill funding, is out for bid, with bids due on June 20. We expect work on this contract to begin around the middle of August, depending on progress on the 114 well contract.
6. **Beacon Street** – We were informed of a new case of underpinning at the Mass. College of Optometry at 416-430 Beacon St. Pilings in this multiple building property have been cut off at four different heights, with the higher cut off pilings failing. Also on Beacon, the well at the corner of Dartmouth where BWSC repaired their manhole showed a reading that was up about two feet from the prior reading before the repair. Farther down on Beacon St, the well in front of 166 shows an even lower reading than before. This well and others nearby showed day to day fluctuations (sometimes within a few hours) of over a foot.
7. **Website Database Upgrade** – We have received a revised quotation to modify our website to directly use the database that has been constructed by Christian and his coops. This will allow a user to get data on a well by clicking on it directly on the map, without the need to write the well number and switch screens. We will move our disclaimer to before the map screen. Overall, the well data on the site will be much easier to use. Ultimately, we'll be able to directly upload well readings into the system, speeding the availability of the latest data and eliminating the transcription errors that can sometimes occur with our current system.
8. **Strategic Planning** – Peter Sherin and I met with Rob Anthony, a strategic planning consultant, about convening a process of looking at how the Trust should operate after we have largely completed our well installation process. He will have a proposal to me by the end of the week. The process will include a guided retreat where the trustees, staff, and possibly a few other invited guests will sit down for probably half a day to discuss what role we see the Trust fulfilling post construction and how we should be structured to best fulfill that role.
9. **The Newb'ry** – We will install the two wells to be funded by the project in the old New England Life building early in the 114 well contract. We'll be reimbursed after installation.
10. **Copley Station** – I wrote to the MBTA to advise them that we had not been contacted by their team prior to their advertising for bids. In their Environmental Assessment filing with the Federal Transit Administration which was ruled adequate as the final environmental work prior to construction at the station, the T said that it was going to consult with the Trust on coordination issues related to groundwater during the final design stage. No such consultation took place. I have not heard back from the T.

- 11. The Clarendon** – I filed comments on the DEIR/DPIR on this project. The groundwater/geotechnical section is the most thorough that I've reviewed since I joined the Trust. The project, located on the parking lot and post office site at Clarendon and Stuart Streets, promises to help us understand what is causing the severe groundwater depression in the area and to recharge water to help solve the problem. As always, the comments can be found on our website.
- 12. Silver Line Phase III** – I have read the Supplemental Draft Environmental Impact Statement recently issued by the MBTA. At least two of the potential portal locations studied, those at Columbus Avenue and at Charles Street, have significant potential to exacerbate groundwater problems. The groundwater threat from the Columbus Avenue portal, which would be located between Arlington and Berkeley Streets in the heart of one of the biggest groundwater depressions in the City, is of particular concern. I expect to speak at the June 30 public comment session.
- 13. Ward 5 Republican Committee** – As part of my effort to reach out to groups in the affected area that might have an interest in the groundwater issue, I spoke on Tuesday to the Ward 5 Republican Committee. We had a good opportunity to share thoughts, and I thought they had good questions about the problem and how one might attempt solutions.
- 14. Website** – While down from the peaks of April (Groundwater Educational Forum) and May (Channel 7 story), traffic to the site remains high, exceeding all other prior months. We have posted our policies, a new link to a good article on pervious pavements, and my executive director's reports.

TECHNICAL COORDINATOR

WELL MONITORING

Most recent set of readings were made in May/June, 2005
Of the 529 o.w.'s in the network:

- 114 Wells @ Elevation >7'
- 214 Wells @ Elevation 5'- 7'
- 113 Wells @ Elevation 3'-5'
- 48 Wells @ Elevation <3'
- 40 Wells @ No Reading

Added 6 o.w.'s to the network that were installed by others on public property.

DATABASE

Met with Jessica Baker and Elliott Laffer about upgrading website.

INSTALLATIONS

Completed the 105 o.w. contract by installing the remaining 59 o.w.'s.

Incorporated 59 new BGwT o.w.'s and 6 existing o.w.'s installed by others into the network.

Obtained building permit, PIC permits, and traffic permits for the next group of 114 o.w.'s to be installed.

Started 114 contract on June 14, 2005.

Sent out 180 Bid Doc to 7 drillers for bidding on May 27, 2005.