

MINUTES

Present

CRA Board members: K. Born (Chair), M. Drury, C. Bator, B. Zevin, and C. Crawford

Others: J. Tulimieri (Exec. Director of the CRA), B. Murphy (Deputy City Manager, City of Cambridge), and J. Mullan (Counsel to the CRA)

Summary of the Discussion

The Executive Session began at approximately 9:00 pm. Mr. Mullan took the notes of the session.

The Chair explained that the session would be limited to a discussion about a personnel strategy and negotiations with non-union personnel. Mr. Mullan explained to those present that a review of some past actions prior to the appointment of the current members of the CRA has revealed that one particular issue needs to be brought to the Board's attention - the status of its Executive Director. He explained that he would like to discuss Mr. Tulimieri's employment status and potential negotiations with Mr. Tulimieri regarding his continued service in that role.

The Chair thanked Mr. Tulimieri for his work for the Authority over a period of many years and discussed in general terms the success of Kendall Square.

Mr. Mullan explained that Mr. Tulimieri had an employment contract with the CRA that was originally executed on April 1, 1999 and expired by its terms on December 31, 2011, as may have been most recently amended by the Board. An unsigned copy of this amendment was included in materials that have been reviewed. He retired from the CRA effective as of January 1, 2011 and thereafter reduced his work hours in a manner that would permit him to continue to provide services to the CRA for a payment that he calculated could not exceed approximately \$76,000 per year. Mr. Tulimieri also received a gross payment upon his retirement on the order of \$400,000 (prior to deductions for taxes and the like). It was noted that Mr. Tulimieri is currently receiving his full retirement benefits.

Mr. Tulimieri explained that his work is limited to approximately 12 hours per week. There are two staff members who assist in the day to day affairs of the CRA – one an administrative assistant and one a financial specialist (these are not the official job titles). Mr. Tulimieri also explained that there is a consultant on board who assists with IT services. Mr. Tulimieri explained that at least some CRA employees have the benefit of civil service status.

The members decided to create a sub-committee (called at the meeting a "Transition Committee" or "Personnel Committee") to discuss Mr. Tulimieri's status with him, to develop a plan for a transition in leadership, and to report back to the Board. The Chair (K. Born) and Vice Chair (M. Drury) were appointed to the Committee.

The Chair then asked Mr. Tulimieri to prepare a staffing plan that would address current workload and staff, future expected work, and would summarize the consultant team that currently assists the CRA.

The Board also discussed third party contracts, including arrangements with Jonathan Orlov (lobbying) and Kelly Courtney (communications). Mr. Tulimieri was asked, and agreed, to put together a plan for third party contracts. The Chair asked that the plan include current contracts and the status of each, and a recommendation for third party services in the future.

Conclusion of Meeting

On a roll call vote of 5-0 following a motion by Ms. Drury and a second by Mr. Bator, the members voted to end the Executive Session. Time was approximately 10:15 pm.

Submitted: J. Mullan, Counsel to the CRA

MINUTES

Present

CRA Board members: K. Born (Chair), M. Drury, C. Bator, B. Zevin, and C. Crawford

Others: J. Tulimieri (Exec. Director of the CRA), B. Murphy (Deputy City Manager, City of Cambridge), and J. Mullan and S. Shapiro (Counsel to the CRA)

Summary of the Discussion

The Executive Session began at 9:35 pm. Mr. Mullan took the minutes of the session.

The Chair explained that the session would be limited to a discussion about a personnel strategy and negotiations with non-union personnel. She said that the Transition (or Personnel) Committee had met and had developed a work plan for a transition in leadership and that it was apparent that the CRA has to make some fundamental decisions on candidate profiles (temporary, permanent). It was not clear to the Committee whether a permanent Executive Director is required at this time. The Committee presented three options: (a) maintaining the status quo while a new Executive Director (ED) is recruited; (b) retain a temporary ED who would not be a candidate for the position; or (c) recruit a temporary ED who might or could be a candidate for the position.

The Committee has met with the CRA staff to gain a general understanding of their duties, responsibilities, and objectives. It has also received from Mr. Tulimieri a draft Staffing Plan that lays out the current work of the CRA, its staff, some ideas for the future, and a general sense of the issues facing the CRA both now and in the immediate future. The Committee explained that it has discussed the transition with City of Cambridge officials, who have expressed a willingness and desire to help and to work toward evaluating in more detail the potential for a stronger relationship with the City in the future. The members discussed the need for a Transition Plan to determine the best course of action and expressed general agreement that a Transition Consultant would be helpful toward getting that work completed. Ms. Kathy Spiegelman was identified as the potential candidate.

The sense of the Board was to authorize the Committee to negotiate with the City of Cambridge on the matter and to report back to the full Board in August.

The Committee indicated that it will meet with Mr. Tulimieri to interview him for the purpose of advancing negotiations with him regarding his status.

Conclusion of Meeting

On a roll call vote of 5-0 following a motion by Mr. Bator and a second by Mr. Crawford, the members voted to end the Executive Session. The Executive Session ended at 10:55 pm.

Submitted: J. Mullan, Counsel to the CRA

MINUTES

Present

CRA Board members: K. Born (Chair), M. Drury, C. Bator, B. Zevin, and C. Crawford

Others: J. Mullan and S. Shapiro (Counsel to the CRA)

Summary of the Discussion

The Executive Session began at 9:10 pm. Mr. Mullan took the minutes of the session.

The Chair explained that the session would be limited to a discussion about a personnel strategy and negotiations with non-union personnel.

Mr. Mullan explained that the "Look Back Report" had revealed evidence that salary increases and (potentially) benefit adjustments to CRA employees, including the Executive Director, were not properly authorized. This includes a vote purported to have been taken at the March 17, 2010 meeting of the Authority which, as the Board had been made aware, must be treated as void. More specifically, during and immediately prior to the "Look Back Period", it appears that there were three increases in Mr. Tulumieri's salary:

(1) Effective July 1, 2009, his salary increased to \$204,100. This increase is described in a memo dated December 15, 2009;

(2) Effective January 1, 2010, his salary increased to \$214,100. This increase resulted from converting this annual automobile allowance, which by then was \$10,000 per year, to salary. This action is described in the December 15, 2009 memo as well as an unsigned contract amendment dated December 31, 2009 marked with notes of a vote. Items (1) and (2) were addressed in the March 17, 2010 meeting; and

(3) Effective July 1, 2010, his salary increased to \$220,480. This increase is described in a memo dated November 15, 2010. There appears to be no vote associated with this increase in salary.

It was also explained that the full employment records had not been reviewed. The records that have been reviewed, including the salary increases, are in some respects incomplete and also pertain to other CRA staff. When it was discovered during the completion of the "Look Back Report" that the personnel actions taken at the March 17, 2010 meeting were not properly authorized, additional salary information was requested and provided. It was this information

that revealed the additional salary increases during the "Look Back Period." It was explained that no further review prior to the "Look Back Period" had yet been completed.

Board members asked about their reporting responsibilities in light of this information and asked counsel to immediately put together a plan of action and recommended next steps for further consideration.

Conclusion of Meeting

On a roll call vote of 5-0, the members voted to end the Executive Session. The Executive Session ended at 10:05 pm.

Submitted: J. Mullan, Counsel to the CRA

MINUTES

Present

CRA Board members: K. Born (Chair), C. Bator, B. Zevin, and C. Crawford

Others: J. Tulimieri (Exec. Dir. of the CRA), J. Mullan and D. Richlin (Counsel to the CRA)

Summary of the Discussion

The Executive Session began at 4:40 pm. Mr. Mullan took the minutes of the session.

The Chair explained that the purpose of the Executive Session was to discuss the Executive Director and a concern that has arisen regarding Mr. Tulimieri's employment. In accordance with the requirement of the Open Meeting Law, Mr. Tulimieri has been notified of these concerns and about this meeting, and was present at the meeting.

The Chair turned the meeting over to Dean Richlin of Foley Hoag.

Mr. Richlin explained the timing of events, the preparation of the Look Back Report; the discovery of concerns about salary increases; the discussion in Executive Session on September 19; a meeting of the Transition Committee and counsel with Mr. Tulimieri on September 24; the gathering of documents (37 boxes) and copying of computer files at the CRA's offices on September 24; and the decision to hold this meeting.

Mr. Richlin explained that Mr. Tulimieri is an at will employee and the CRA may terminate his employment for any reason or no reason. It nevertheless appears that if cause were required, the CRA would have grounds to terminate his employment.

Mr. Tulimieri said that he voluntarily provided the employment and compensation materials to counsel during the preparation of the Look Back Report and wanted that fact on the record. He also said that he always assumed the March 17, 2010 actions would be ratified by the Board following the completion of the Look Back Report, and that the November 2010 action would be ratified as well. Mr. Tulimieri acknowledged that he serves at the pleasure of the Board and said that he is prepared to resign if so requested.

Mr. Tulimieri further explained that, during the Look Back Period, he was trying to keep the program running, and prepared a list of actions that must be taken by the Board during that time. He was uncertain of the location of that list. Mr. Tulimieri offered to stay, resign, or respond to a request for resignation.

C. Bator expressed his concern about the facts and the appearances that the facts gave rise to, and expressed a preference for Joe to resign effective immediately.

Following more discussion, the Board took the following vote following a motion and second. The vote passed by a roll call vote of 4-0:

That the Cambridge Redevelopment Authority requests the resignation of its Executive Director, Joseph Tulimieri, effective immediately and authorizes the Chair of the Authority to take all such actions as may be necessary or appropriate pertaining to this vote.

Mr. Tulimieri then resigned his position as Executive Director of the CRA, effective immediately, and stated that he would confirm his resignation by letter to be delivered the next day. Mr. Tulimieri then left the room.

The Board then discussed potential follow-up actions and voted to end the Executive Session by a 4-0 roll call vote. The Executive Session concluded at 5:45 pm.

Submitted: J. Mullan, Counsel to the CRA