

HOUSE No. 4834

Substituted by the House, on motion of Mr. Speliotis of Danvers, for a bill with the same title (House, No. 4442). July 2, 2020

The Commonwealth of Massachusetts

**In the One Hundred and Ninety-First General Court
(2019-2020)**

An Act relative to the Revere & Son Heritage Trust Corporation.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

1 SECTION 1. The purposes of this act are as follows:

2 (a) The town of Canton has acquired or agreed to acquire the land and buildings of
3 historical significance being the location of a copper mill and related operations of Paul Revere
4 and his sons, a location powered historically by waterpower of the east branch of the Neponset
5 river and related water bodies. From this site were manufactured copper plates used and installed
6 in many places during colonial times or early Republic times, including copper used and
7 installed on the U.S. Frigate Constitution (“Old Ironsides”), and on the state capital building
8 dome in Boston. The town is dedicating this land and buildings as the Paul Revere Heritage Site
9 for the benefit of residents of the town, the commonwealth and the United States and the benefit
10 of visitors and guests.

11 (b) The town of Canton seeks authority to establish a body politic and corporate as an
12 affiliated instrumentality, appointed in part by the board of selectmen, and reporting to the board

13 of selectmen, and using from time to time both public and private funds, to operate a Paul Revere
14 Museum of Discovery and Innovation at this Heritage site, including the control and
15 management of the museum site consisting of the interior of the Revere Barn, the interior of the
16 second floor of the Rolling Mill not leased exclusively to others, and performance, programming
17 and event open space to the east of the barn between the barn and the U.S. Army Corps of
18 Engineers diversion channel, as leased or licensed to the corporation by the board of selectmen,
19 together with the responsibility and authority to operate ancillary supporting activities, such as
20 teaching and educational services and programs, and other amenities and attractions, and the like
21 for guests, employees and visitors, including the installation of interpretive signage at the Paul
22 Revere Heritage Site open space.

23 (c) A public corporation is necessary to ensure that these public purposes are carried out,
24 that public control and public funds may be so spent on this purpose and that the exercise of
25 powers by the corporation and any assistance that may be given by the town, the commonwealth,
26 the United States or any other public body in connection therewith, are public uses and purposes
27 for which public money may be expended.

28 SECTION 2. As used in this act the following words shall, unless a different meaning
29 clearly appears from the context, have the following meanings:-

30 “Board of Selectmen”, the duly elected board of selectmen of the town of Canton.

31 “Corporation”, the Revere & Son Heritage Trust Corporation established by section 3.

32 “Majority vote”, a vote of at least a majority of the voters of the town of Canton present
33 and voting at a town meeting duly called.

34 “Museum premises”, an open-to-the-public Paul Revere Museum of Discovery and
35 Innovation and Paul Revere Heritage Site located in the Revere Barn and Rolling Mill second
36 floor not leased exclusively to others, which buildings are shown on the plan entitled
37 “Subdivision Plan of Land in Canton Massachusetts” prepared by VHB, Inc. and dated October
38 8, 2018, and performance, programming and event open space to the east of the barn between the
39 barn and the U.S. Army Corps of Engineers diversion channel, as leased or licensed to the
40 corporation by the board of selectmen, together with the responsibility and authority to operate
41 ancillary supporting activities, such as teaching and educational services and programs, and other
42 amenities and attractions, and the like for guests, employees and visitors, including the
43 installation of interpretive signage at the Paul Revere Heritage Site open space.

44 “Town”, the town of Canton.

45 SECTION 3. There is hereby created a body politic and corporate to be known as the
46 Revere & Son Heritage Trust Corporation. The corporation is a public instrumentality separate
47 from the town, and is not an authority, board or committee of the town. The corporation is
48 empowered to carry out the provisions of this act, and the exercise by the corporation of the
49 powers conferred by this act are the performance of essential public functions.

50 (a) Notwithstanding any other general or special law to the contrary, the town, acting
51 through the board of selectmen, is may lease to the corporation the barn interior and rolling mill
52 second floor area not leased exclusively by others, upon such terms and conditions as the board
53 of selectmen shall determine. The lease shall also provide that the lease shall terminate if the
54 corporation ceases to use the museum premises for the declared public purpose described in
55 section 1. In addition, the town, acting through the board of selectmen, may lease or license to

56 the corporation, upon such terms as the board of selectmen shall determine, performance,
57 programming and event open space to the east of the barn between the barn and the U.S. Army
58 Corps of Engineers diversion channel, together with the responsibility and authority to operate
59 ancillary supporting activities, such as teaching and educational services and programs, and other
60 amenities and attractions, and the like for guests, employees and visitors, including the
61 installation of interpretive signage at the Paul Revere heritage site open space. Fees charged for
62 the use of the rolling mill second floor area not leased exclusively by others, and for such
63 performance, programming and event open space adjacent to the barn, shall be used as additional
64 funding for museum premises expenses; provided that no fees shall be charged to an authority,
65 board or committee of the town for its use of said spaces. For the purposes of this subsection,
66 such spaces may include the premises conveyed to the town by deed recorded in book 36642,
67 page 27 in the Norfolk county registry of deeds.

68 (b) The town shall not incur any financial obligation as a result of any action by the
69 corporation, absent a majority vote or a vote of the board of selectmen.

70 (c) For the purposes of chapter 30B of the General Laws, the corporation shall be a
71 governmental body. Improvement of any property owned or leased by the corporation or leased
72 by the corporation to another party, including design, development, construction and operation
73 shall be subject to sections 38A to 38O, inclusive, of chapter 7, section 39M of chapter 30 and
74 sections 44A to 44M, inclusive, of chapter 149 of the General Laws. For the purposes of clause
75 Twenty-sixth of section 7 of chapter 4 of the General Laws, and chapter 66 of the General Laws,
76 the records of the corporation shall be public records. For the purposes of chapter 268A of the
77 General Laws, the corporation shall be considered a municipal agency. The members of the
78 board of directors and employees of the corporation, together with any person who performs

79 professional services for the corporation on a part-time, intermittent, or consultant basis, such as
80 those of an architect, attorney, engineer, planner, or construction, financial, or real estate expert,
81 shall be special municipal employees if so designated by the board of selectmen.

82 (d) The corporation shall be subject to all applicable local by-laws and regulations of the
83 town, provided however that employees of the corporation shall not be subject to any applicable
84 personnel local by-laws or regulations of the town except as may be specifically agreed to
85 pursuant to subsection (d) of section 5.

86 (e) The exercise of powers by the corporation and any assistance which may be given by
87 the town, the commonwealth, the United States or any other public body in connection therewith,
88 are public uses and purposes for which public money may be expended.

89 (f) The corporation may be designated by Canton town meeting as a spending authority
90 for municipal revolving accounts pursuant to section 53E1/2 of chapter 44 of the General Laws.
91 Funds payable from municipal revolving accounts established by Canton town meeting, for
92 purposes of the creation and/or operation of the museum premises, Paul Revere Heritage Site
93 rolling mill and Paul Revere Heritage Site open space, shall first be used to provide additional
94 funding for museum premises expenses and, in the event that funding is not needed to provide
95 for museum premises expenses in that fiscal year, such excess funds may be used for rolling mill,
96 museum exterior and open space expenses.

97 (g) The corporation shall submit a plan of service and budget to the board of selectmen
98 on an annual basis, hereinafter referred to as the “annual plan”, to obtain funds payable from
99 municipal revolving accounts regarding which the board of selectmen is the spending authority.
100 The annual plan of Service and Budget shall be a report of the various uses for said expenditures.

101 The annual plan shall reflect the accounts and museum activities for which the money will be
102 spent relative to operating and capital expenses. The report will detail staffing, programs and
103 ongoing expenses for the corporation and will reflect any strategic plan in place at the time of the
104 report. The board of selectmen shall review the annual plan and vote whether to release such
105 funds as the board of selectmen shall determine, prior to 60 days before the corporation's
106 proposed fiscal year.

107 (h) Endowment funds that benefit the museum premises may be established pursuant to
108 section 53A of chapter 44 of the General Laws. Grants, donations or investment income drawn
109 from such endowments may be credited to municipal revolving accounts regarding which the
110 corporation has been designated by Canton town meeting as a spending authority.

111 SECTION 4. The powers, duties and obligations of the corporation shall be vested in and
112 exercised by a board of directors consisting of at least 5 and not more than 25 members, not
113 more than 12 of whom shall be appointed by the board of selectmen and the remainder of whom
114 shall be appointed by the board of directors.

115 (a) The original 5 members of the board of directors shall be appointed by the board of
116 selectmen within 60 days following the effective date of this act. Of the members of the board of
117 directors first appointed, 1 shall be appointed to serve for a term of 1 year, 1 for a term of 2
118 years, 1 for a term of 3 years, 1 for a term of 4 years, and 1 for a term of 5 years. All terms
119 thereafter shall be for 5 years. Upon the expiration of the term of office of any member of the
120 board of directors, or any subsequent member of the board of directors, the successor of such
121 member shall be appointed for a term of 5 years. In the event of a vacancy on the board of
122 directors, a successor member shall be appointed to complete the term of service for the member

123 whose term has not expired; provided, however, that for the purposes of this section, service to
124 complete the term of another member shall constitute service for one term if the balance of said
125 term being completed is more than 50 per cent of the original term. Unless reappointed no
126 member of the board of directors shall hold office after the expiration of his term. Unless waived
127 by the board of selectmen, no member of the board of directors of the corporation shall hold
128 office for more than 2 consecutive terms.

129 (b) Any member of the board of directors of the corporation may be removed by the
130 board of selectmen after reasonable notice and a public hearing by the board of selectmen, unless
131 the notice and hearing are in writing expressly waived by the member of the board subject to
132 removal.

133 (c) The board of directors shall appoint a treasurer who may, but need not be, a member
134 of the board. Said treasurer shall be bonded at the cost of the corporation in an amount
135 satisfactory to the board of selectmen. The corporation shall cause at all times accurate accounts
136 to be kept of all receipts and expenditures of the funds of the corporation and shall make a report
137 annually to the board of selectmen and to Canton town meeting, containing an abstract of such
138 accounts and detailed information of all receipts and expenditures. All corporation funds shall
139 be held in the custody of the treasurer of the town of Canton.

140 (d) The members of the board of directors shall not receive compensation for the
141 performance of their duties hereunder, but each member shall be reimbursed by the corporation
142 for expenses actually incurred in the performance of their duties. Notwithstanding the foregoing,
143 members shall seek and obtain from the treasurer and a majority of the board of directors pre-

144 approval of expenses over \$100. Every such reimbursement shall be open to public inspection
145 from and after the requisition therefor.

146 (e) The corporation may be dissolved only in accordance with the procedure set forth in
147 this subsection. The board of selectmen shall make a finding that the corporation is no longer
148 needed or that the purpose of the corporation as set forth in section 1 of this act has been
149 fulfilled, or that the corporation has failed to fulfill such purposes. If such a finding is made, the
150 board of selectmen shall hold a public hearing on whether the corporation should be dissolved.
151 Notice of the public hearing shall be published no later than 2 weeks prior to the hearing date in
152 2 newspapers having general circulation in the town. After the public hearing, the board of
153 selectmen shall make a recommendation to town meeting as to whether the corporation shall be
154 dissolved. Following a positive vote of dissolution by the town meeting as described herein, the
155 corporation shall transact only such business as is necessary to conclude its affairs. Following
156 dissolution of the corporation, the town shall assume all legal obligations, and liabilities, assets,
157 debts, leases, contracts and all real and other property of the corporation.

158 SECTION 5. The board of directors, on behalf of the corporation, shall have the
159 following powers, duties and obligations:-

160 (i) to adopt a corporate seal for the corporation and designate the custodian thereof;

161 (ii) to sue and be sued in its own name, but only to the extent and upon the same
162 conditions that a city or town may be sued, and to plead and be impleaded;

163 (iii) to adopt rules for the regulation of its affairs and the conduct of its business and to
164 alter the same;

165 (iv) to employ consultants, an executive director, superintendents, managers, legal
166 counsel, financial and technical advisors and such other employees, agents and consultants as
167 may be necessary in its judgment to achieve any of its purposes. Notwithstanding any general or
168 special law to the contrary, employees of the corporation shall not be deemed to be employees of
169 the town, nor shall they be deemed to be “employees” or “public employees” of a governmental
170 or public agency, nor shall they be entitled to participate, by reason of such employment by the
171 corporation, in any benefits provided to such “employees” or “public employees ” under any
172 other general or special law, except as provided as follows: the town and the corporation may
173 agree in writing to allow, at the sole expense of the corporation, employees of the corporation to
174 participate in employee health and life insurance, retirement or other benefit programs offered by
175 the town to town employees. To the extent the town agrees to provide such benefits, then, for
176 those specific benefits only, each such corporation employee shall be deemed and treated for
177 each such benefit as if such employee was classified a town employee;

178 (v) to oversee, manage or operate the museum premises as may be leased to the
179 corporation by the town pursuant to subsection (a) of section 3 and be responsible for the
180 museum collection, including the establishment of ownership, acquisition, accessioning,
181 deaccessioning and disposal policies subject to the requirements of chapter 30B of the General
182 Laws, and those related to exhibit planning, programming, fund raising and event planning;

183 (vi) to engage an individual, corporation or other entity to oversee, manage and or operate
184 the museum premises and Paul Revere Heritage Site pursuant to the terms of a management or
185 operating agreement, subject to the approval of the board of selectmen;

186 (vii) to accept and use as part of its operating or capital budgets any grants, donations,
187 gifts, endowments or contributions intended for the use of or by the museum premises and any
188 rentals, admission receipts or event fees arising from the museum premises, as may be leased to
189 the corporation pursuant to subsection (a) of section 3, or funded by municipal revolving
190 accounts pursuant to subsections (f) and (g) of section 3;

191 (vii) to make and enter into all contracts and agreements necessary or incidental to the
192 performance of its duties or as may be assigned to the corporation by the board of selectmen
193 regarding the museum premises and Paul Revere Heritage Site;

194 (viii) to seek annual operating and capital revenue appropriations for the museum
195 premises and Paul Revere Heritage Site, as needed, by submitting town meeting warrant articles
196 to the board of selectmen for possible consideration and approval of Canton town meeting;

197 (ix) to establish and work with volunteer friends of the museum.

198 (x) to apply for, receive and expend funds and other property in aid of its public purposes
199 whether by gift, contribution, donation, grant, endowment, loan or otherwise, and to invest funds
200 in an investment legally permitted for a city or town provided that the custodian of such funds be
201 the treasurer of the town of Canton;

202 (xi) subject to chapter 30B of the General Laws, to acquire and hold by bequest, devise,
203 grant, gift, purchase, exchange, lease, judicial order or decree, or otherwise, for any of its objects
204 and purposes, any property, either real or personal, or any interest therein; notwithstanding the
205 forgoing the corporation shall seek selectmen approval of the acquisition or disposition of any
206 interest in real property;

207 (xii) to procure insurance against any loss in connection with its property and other assets
208 and operations in such amounts and from such insurers as it deems desirable;

209 (xiii) to improve personal property acquired by or loaned to it, and to engage in or
210 contract for the demolition, construction, reconstruction, development, redevelopment,
211 rehabilitation, remodeling, alteration or repair thereof;

212 (xiv) to sublease, transfer, option, exchange or otherwise dispose of any real property, or
213 any interest therein, as the objects and purposes of the corporation may require, subject to the
214 approval of the board of selectmen and a 2/3 vote of the Canton town meeting provided however
215 that the corporation may enter into leases up to 20 years in duration with the approval of only the
216 board of selectmen;

217 (xv) to establish and collect fees for the use of any properties owned or leased by the
218 corporation including the museum premises and any of its facilities; and

219 (xvi) to do any and all acts and other things necessary or convenient to carry out the
220 powers expressly granted in this act, and all other things incidental or related to the powers of the
221 corporation.

222 SECTION 6. The corporation shall be liable in contract and in tort in the same manner as
223 a municipal corporation. The directors, employees, officers and agents of the corporation shall be
224 liable as such in contracts and tort, in the same manner as municipal employees under the
225 General Laws. The corporation shall indemnify its employees under sections 9 and 13 of chapter
226 258 of the General Laws as public employees.

227 SECTION 7. The real estate and tangible personal property of the corporation shall be
228 deemed public property used for the essential public and governmental purposes and shall be
229 exempt from taxation by the commonwealth or any subdivision thereof and from betterments and
230 special assessments.

231 SECTION 8. This act shall take effect upon its passage.