

HRPT PROPERTIES TRUST
Form 8-K
January 27, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8 K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **January 27, 2010 (January 21, 2010)**

HRPT PROPERTIES TRUST

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

1 9317
(Commission File Number)

400 Centre Street, Newton, Massachusetts
(Address of Principal Executive Offices)

04 6558834
(IRS Employer Identification No.)

02458
(Zip Code)

617 332 3990

(Registrant's Telephone Number, Including Area Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

Amendment to Business Management Agreement

On January 21, 2010, HRPT Properties Trust, or the Trust, entered into an amendment to its business management agreement with Reit Management & Research LLC, or Reit Management. The amendment provides for successive automatic one year terms unless notice of non-renewal is given by the Trust or Reit Management before the end of an applicable term. In addition, either party may terminate the business management agreement upon 60 days prior written notice. The amendment also modified certain sections of the arbitration provisions of the agreement for the resolution of certain disputes among the parties. The other terms and conditions of business management agreement, including the fees payable by the Trust to Reit Management, continue as in effect prior to the amendment.

The terms of the amendment to the business management agreement described above were reviewed, approved and adopted by the compensation committee of the board of trustees of the Trust, which is comprised solely of Independent Trustees.

The foregoing description of the amendment to the business management agreement is not complete and is subject to and qualified in its entirety by reference to the amendment, a copy of which is attached as Exhibit 10.1 and is incorporated herein by reference.

Property Management Agreement

Also on January 21, 2010, the Trust entered into an amended and restated property management agreement with Reit Management, which agreement amended and restated the prior property management agreement between the Trust and Reit Management.

Under the property management agreement, the Trust continues to engage Reit Management to provide the Trust and its applicable subsidiaries which own certain properties that are subject to the agreement with property management services substantially consistent with the property management services provided to the Trust by Reit Management historically. The fees payable by the Trust to Reit Management under the property management agreement are the same as under the prior agreement.

The term of the property management agreement expires on December 31, 2010, and automatically renews for successive one year terms annually thereafter unless notice of non-renewal is given by the Trust or Reit Management before the end of an applicable term. Either party may terminate the property management agreement upon 60 days prior written notice, and Reit Management may terminate the property management agreement upon five business days notice if the Trust undergoes a change of control, as determined under the property management agreement. The property management agreement may also be terminated with respect to less than all of the properties comprising the managed premises to accommodate any sales of properties.

The property management agreement includes arbitration provisions for the resolution of certain disputes, claims and controversies and generally restricts a party's ability to assign the property management agreement without the written consent of the other party, except that Reit Management may assign the property management agreement to certain successors which remain under the control of one or more persons who

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controlled the operations of Reit Management immediately prior to the assignment and the Trust and its applicable subsidiaries may assign its rights and obligations under the agreement to a mortgagee with respect to, or certain successor owners of, the managed premises.

Under the property management agreement, unless the Trust, its applicable subsidiaries and Reit Management otherwise agree in writing, all properties of the type covered by the property management agreement from time to time acquired by the Trust or its applicable subsidiaries or their respective affiliates automatically become subject to the property management agreement.

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The terms of the property management agreement described above were reviewed, approved and adopted by the compensation committee of the board of trustees of the Trust, which is comprised solely of Independent Trustees.

The foregoing description of the property management agreement is not complete and is subject to and qualified in its entirety by reference to the property management agreement, a copy of which is attached as Exhibit 10.2 and is incorporated herein by reference.

Information Regarding Certain Relationships and Related Transactions

One of the Trust's Managing Trustees, Barry M. Portnoy, is the Chairman and majority owner of Reit Management. The Trust's other Managing Trustee, Adam D. Portnoy, owns the remainder of Reit Management and is a director, President and Chief Executive Officer of Reit Management. The Trust's executive officers are also officers of Reit Management.

The Trust currently owns approximately 14.29% of the outstanding equity of Affiliates Insurance Company, or Affiliates Insurance. The other shareholders of Affiliates Insurance are Reit Management and five other companies to which Reit Management provides management services, and all of the Trust's trustees are also directors of Affiliates Insurance. Reit Management provides certain management and administrative services to Affiliates Insurance, and an affiliate of Reit Management, RMR Advisors, Inc., acts as Affiliates Insurance's investment adviser.

The Trust understands that Reit Management and the other companies to which Reit Management provides management services also have certain other relationships with each other, including business and property management agreements and lease arrangements. In addition, officers of Reit Management serve as officers of those companies. The Trust understands that further information regarding those relationships is provided in the applicable periodic reports and proxy statements filed by those other companies with the Securities and Exchange Commission. Barry M. Portnoy is a managing trustee or managing director of each of the other publicly traded companies to which Reit Management provides management services, including Senior Housing Properties Trust and Government Properties Income Trust. Adam D. Portnoy is also a managing trustee or managing director of some of those other companies, including Senior Housing Properties Trust and Government Properties Income Trust, and is the president of Government Properties Income Trust. In addition, the Trust's Independent Trustees also serve as directors or trustees of certain of those other companies, including Frederick N. Zeytoonjian, who is one of the Trust's Independent Trustees and also serves as an independent trustee of Senior Housing Properties Trust.

Senior Housing Properties Trust was formerly a 100% owned subsidiary of the Trust until its spin off from the Trust in 1999. The Trust has in the past engaged in transactions with Senior Housing Properties Trust since Senior Housing Properties Trust's spin off, including sales of medical office, clinic and biotech laboratory buildings and related agreements, which have been previously reported by the Trust. Reit Management provides management services to Senior Housing Properties Trust.

Government Properties Income Trust was a 100% owned subsidiary of the Trust prior to the completion of its initial public offering in June 2009. Prior to and in connection with that offering, the Trust engaged in transactions with Government Properties Income Trust, including transfers of certain properties and related agreements. As of the date of this report, the Trust continues to own 31.8% of the issued and outstanding common shares of beneficial interest of Government Properties Income Trust. Reit Management provides management services to Government Properties Income Trust.

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For further information regarding certain relationships and related transactions with respect to the Trust, its trustees and officers, and Reit Management, please refer to the Trust's filings with the Securities and Exchange Commission, including the Trust's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (including the sections captioned Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations Related Person Transactions), the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009 (including the section captioned Management's Discussion and Analysis of Financial Condition and Results of Operations Related Person Transactions), and the Proxy

Statement for the 2009 annual meeting of shareholders of the Trust (including the section captioned Related Person Transactions and Company Review of Such Transactions).

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 21, 2010, the board of trustees of the Trust adopted amended and restated bylaws of the Trust which change Section 2.14.1(b) of the bylaws to provide that, in the event an annual meeting of the Trust is called for a date that is more than 30 days earlier or later than the first anniversary of the preceding year's annual meeting, notice of shareholder nominations and proposals must be given to the Trust no later than 5:00 p.m. on the 10th day following the earlier of the day on which: (i) notice of the date of the annual meeting is mailed or otherwise made available, or (ii) a public announcement of the date of the annual meeting is first made.

The foregoing description of the Trust's amended and restated bylaws is not complete and is subject to and qualified in its entirety by reference to the amended and restated bylaws, a copy of which is attached as Exhibit 3.1, and which amended and restated bylaws are incorporated herein by reference. In addition, a marked copy of the Trust's amended and restated bylaws indicating changes made to the Trust's bylaws as they existed immediately prior to the adoption of those amended and restated bylaws is attached as Exhibit 3.2.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 3.1 Amended and Restated Bylaws of HRPT Properties Trust adopted January 21, 2010
- 3.2 Amended and Restated Bylaws of HRPT Properties Trust adopted January 21, 2010 (marked copy)
- 10.1 First Amendment to Business Management Agreement, dated as of January 21, 2010, by and between HRPT Properties Trust and Reit Management & Research LLC
- 10.2 Amended and Restated Property Management Agreement, dated as of January 21, 2010, by and among Reit Management & Research LLC and HRPT Properties Trust

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HRPT PROPERTIES TRUST

By: */s/ John C. Popeo*
John C. Popeo
Treasurer and Chief Financial Officer

Dated: January 27, 2010

EXHIBIT INDEX

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