

The October 27, 2021 Board Meeting minutes were approved by the MSBA's Board of Directors at the December 15, 2021 Board meeting.

Massachusetts School Building Authority Board Meeting Minutes of October 27, 2021

A meeting of the Massachusetts School Building Authority (the “Authority” or “MSBA”) was held on October 27, 2021. The meeting was held remotely via Zoom.

Members Present: Deborah Goldberg, State Treasurer and Chair; Sean Cronin, Designee of the Secretary of Administration and Finance; Matt Deninger, Designee of the Commissioner of Education; Terry Kwan, appointed member; Anne Brockelman, appointed member; and Greg Sullivan, appointed member.

Others Present: James MacDonald, Chief Executive Officer; Jack McCarthy, Executive Director/Deputy Chief Executive Officer; Mary Pichetti; Laura Guadagno; Christine Nolan; Matt Donovan; Maria Puopolo; Stacy Patino; Brian Kelley; Colleen Smith; Mike Bergquist; Siobhan Tolman; Briana Malloy-Walker; Karl Brown; Mike McGurl; Christy Murray; Kevin Collins; Elena Seiti; municipal representatives; legislative representatives; local elected officials; and other members of the MSBA and the public.

Call to Order

The Chair called the meeting to order at 10:02 a.m. and asked if anyone is recording the meeting. No one announced that they were recording the meeting.

She then explained that the meeting is being held subject to Chapter 20 of the Acts of 2021 signed into law by Governor Baker on June 16, 2021, which permits remote participation by all Board members and allows the MSBA to use adequate alternative means, such as a conference call line, to ensure public access to the deliberations of the Board.

Next, the Chair provided a brief overview of the items on the agenda for the meeting. She explained that the Board will be voting to: approve minutes from the August 25, 2021 Board of Directors meeting; invite 28 projects from 16 districts into the Accelerated Repair Program; execute Project Funding Agreements for four projects from four districts in the Accelerated Repair Program, with a combined Estimated Maximum Total Facilities Grant of approximately \$3.6 million; and invite six districts to enter into Project Scope and Budget Agreements and Project Funding Agreements, with a combined Estimated Maximum Total Facilities Grant of approximately \$277.6 million. Additionally, the Board will be voting to approve eight final audits from six districts with a combined Final Total Facilities Grant amount of approximately \$95.1 million, and the Board will be voting on Model School recommendations. Finally, the Board will receive updates from Capital Planning, Finance and Legal staff.

Acceptance of the August 25, 2021 Minutes

The Chair asked for a motion to accept the minutes of the August 25, 2021 Board meeting. A motion was made by Mr. Sullivan and seconded by Mr. Deninger:

Approval of the Minutes of the August 25, 2021 Board Meeting

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Minutes of the August 25, 2021 Board meeting.

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There being no Board discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes
Terry Kwan – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Invitation to Accelerated Repair Program

MSBA Project Manager, Kevin Collins, explained that the 2021 Statement of Interest (SOI) process for the Accelerated Repair Program (ARP) again encountered unique challenges this year due to the COVID-19 pandemic. The SOI period opened on April 20, 2021 and closed on June 1, 2021, during which the MSBA received 60 SOIs. The published qualifications for the program included the minimum threshold system age requirements of 25 years for roofs, 30 years for windows/doors, and 25 years for boilers. The annual budget for the ARP was again established as approximately \$75 million. The initial review resulted in 49 qualifying schools. Given the budget impact from the number of SOIs filed for the program in 2021, as noted during the September 22, 2021 Facilities Assessment Subcommittee meeting, MSBA staff recommend only roof systems of 29 years or more, window/door systems of 30 years or more, and boiler systems of 29 years or more.

To complete the 2021 ARP SOI due diligence process for each SOI that was considered for a site visit, staff conducted a combination of virtual meetings and in-person site visits while adhering to the MSBA Building and Site Visit protocols, in order to maximize safety for all participants. To limit time spent on-site, the MSBA held conference calls with districts ahead of the physical site visit to review the terms and conditions of the program, field any questions from district personnel, and ensure understanding of the districts COVID-19 protocols.

The Project Manager then explained that using the revised criteria of 29 years for roofs, 30 years for windows/doors, and 29 years for boilers, MSBA staff are recommending 28 schools from 16 districts for invitation into the 2021 Accelerated Repair Program. The 28 schools include the replacement of 14 roofs, 11 windows and doors, and eight boiler projects.

The Chair asked for a motion, and the following motion was made by Mr. Sullivan and seconded by Ms. Kwan:

Vote on Inviting Communities into the Accelerated Repair Program

VOTED: That the Executive Director is hereby authorized to invite certain communities into the Accelerated Repair Program to collaborate with the MSBA to conduct a Feasibility Study, as described in 963 CMR 2.00 et seq., for each of the schools listed in Exhibit A attached hereto, the purpose of which Study shall be to better understand

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the problems identified in the Statement of Interest submitted to the MSBA and explore options to repair said problems.

VOTED: That the Executive Director is hereby authorized to do all acts, to execute and deliver any and all documents and agreements, and to expend all funds necessary or desirable in connection with conducting said Feasibility Study for each of the schools listed in the Exhibit A.

David Bloom, Deputy Chief Financial Officer for Boston Public Schools, thanked the Board and MSBA staff for their continued support and partnership.

The Executive Director noted that State Senator Walter Timilty, State Senator John Keenan, and State Representative Mark Cusack sent a letter offering their support for the proposed projects in the Town of Braintree.

Interim Superintendent of Braintree Public Schools James Lee commented that he wants to express his appreciation to the Board and the MSBA.

Everett Superintendent Priya Tahiliani thanked the Board for its consideration. She commented that the proposed project is supported by the Mayor and the City Council.

State Senator Sal DiDomenico, who represents Everett, thanked the Board and MSBA and commented that he supports the proposed project.

Fitchburg Mayor Stephen DiNatale thanked the Board and the MSBA for the support.

The Executive Director noted that State Representative Michael Kushmerek sent a letter offering his support for the proposed project at the Arthur M. Longsjø Middle School in Fitchburg.

Freetown-Lakeville Regional School District Superintendent Richard Medeiros introduced others that were on the call and thanked the Board and MSBA. He commented that he is excited to collaborate with the MSBA on this much needed project at the Assawompset Elementary School.

Gloucester Superintendent Ben Lummis commented that he is very appreciative of the MSBA. He thanked the legislative delegation for their support. He also thanked James MacDonald for attending the groundbreaking at the Veterans Memorial Elementary School in Gloucester.

The MSBA's Chief Executive Officer, James MacDonald, commented that it was impressive to see the children from the two schools in Gloucester exchange letters to each other. He noted that staff are doing a great job and offered his best wishes.

Haverhill Assistant Superintendent of Finance and Operations Mike Pfifferling thanked the Board and the MSBA for the years of support. He commented that he is excited to be working with the MSBA again.

Lowell City Manager Eileen Donoghue commented that she appreciates the support of the MSBA with the aging systems in the City. She commented that the proposed project would not be possible without the assistance of the MSBA, adding that she looks forward to working together. She also sent a letter of support to the MSBA.

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The Executive Director noted that State Senator Brendan Crighton, State Representative Daniel Cahill, State Representative Peter Capano, State Representative Lori Ehrlich, and State Representative Donald Wong sent a letter offering their support for the proposed project at the Captain William G. Shoemaker Elementary School in Lynn.

Lynn Mayor Thomas McGee thanked the Board and the MSBA for welcoming the City into the Accelerated Repair Program.

Mansfield Superintendent Teresa Murphy introduced others who were on the call and thanked the Board for its consideration.

Melrose Mayor Paul Brodeur thanked the Board and introduced others who were on the call. He commented that he wants to express his thanks to the MSBA staff, noting that it was a challenging season with COVID-19. He commented that he looks forward to the partnership and thanked the Board and MSBA staff for this opportunity.

Shrewsbury Town Manager Kevin Mizikar thanked the Board and MSBA for their continued support and successful partnership. He commented that at the recent Town Meeting, funding for the Schematic Design phase of the proposed project was approved.

The Executive Director noted that State Senator Michael Moore and State Representative Hannah Kane sent a letter offering their support for the proposed project at the Oak Middle School in Shrewsbury.

Springfield Director of Capital Asset Construction Peter Garvey thanked the Board and MSBA, commenting that he appreciates the help from the MSBA.

The Executive Director noted that State Senator Adam Gomez sent a letter offering his support for the proposed projects at the Springfield Central High School and the Thomas M. Balliet School in Springfield.

Wareham High School Principal Scott Palladino thanked the Board and the MSBA for their consideration.

Westford Director of Facilities Paul Fox thanked the Board and MSBA, commenting that he wants to express his gratitude for their consideration. He noted that he looks forward to a great partnership and another great project with the MSBA.

A staff member from State Senator John Keenan's office spoke offering the Senator's support for the proposed projects in the Town of Braintree. He thanked the Chair and the Board.

There was a brief discussion regarding the requests that the MSBA receives relating to climate change and climate friendly repairs. Ms. Kwan commented that the MSBA should look to the state for support with such efforts, adding that this responsibility should not be the responsibility of the MSBA.

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Mr. Sullivan noted that he supports Ms. Kwan's comments. He commented that the MSBA is a great state agency and is operating very efficiently. He noted that he is proud of the Chief Executive Officer, the Executive Director, and MSBA staff.

The Chair commented that MSBA staff have been meeting with legislators, adding that she wants to compliment the MSBA staff.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes

Terry Kwan – Yes

Sean Cronin – Yes

Matt Deninger – Yes

Greg Sullivan – Yes

Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Accelerated Repair Program Project Funding Agreement Authorization

Next, the Deputy Director of Capital Planning, Mike McGurl, explained that prior to today's Board meeting, MSBA staff received Schematic Design submissions from four Districts representing four schools. The school projects combine for two roof replacement projects, one window/door replacement project and two boiler replacement projects. MSBA staff have reviewed the existing conditions analysis and proposed schedule provided by each District and have discussed the scope and budget with the Districts and their consultants. The Districts have provided combined Total Project Budgets of approximately \$6.6 million, which include total construction estimates of approximately \$5.0 million. The combined Estimated Maximum Total Facilities Grants for these projects are \$3,627,605. Including potentially eligible project contingencies, the combined Maximum Facilities Grants are \$3,777,639.

The City of Revere received an invitation to the Accelerated Repair Program at the December 16, 2020 Board of Directors meeting for a potential window/door replacement project at the Abraham Lincoln School and a potential boiler replacement project at the Beachmont Veterans Memorial School. MSBA staff plans to present the potential window/door replacement project at the Abraham Lincoln School for authorization to enter into the same Project Funding Agreement with the Beachmont Veterans Memorial School at the December 15, 2021 Board of Directors Meeting.

In conclusion, staff recommend that the four Districts, representing four schools, receive authorization to enter into Project Funding Agreements with the MSBA.

The Chair asked for a motion, and the following motion was made by Ms. Kwan and seconded by Mr. Deninger:

**Vote to Authorize the Executive Director to Execute Project Funding Agreements
for the Proposed Accelerated Repair Projects**

VOTED: That the Board of Directors hereby approves the Proposed Accelerated Repair Projects, as set forth below and as further described in the materials presented to the Board and attached hereto, and as such the Proposed Projects shall be further defined in the Project Funding Agreements, and authorizes the Executive Director to take all steps necessary to execute and deliver Project Funding Agreements with the Districts set forth below, in such forms as he may determine to be acceptable, and expend funds in accordance with such Project Funding Agreements, in accordance with the following:

District	School	Scope	Total Project Budget	Estimated Maximum Total Facilities Grant	Maximum Total Facilities Grant
Peabody	West Memorial Elementary School	Partial Roof	\$688,398	\$337,755	\$349,476
Revere	Beachmont Veterans Memorial School	Boiler	\$2,589,358	\$1,607,077	\$1,674,038
Taunton	Harold H. Galligan School	Boilers; Windows/Doors	\$1,865,513	\$1,310,789	\$1,365,405
Weston	Weston High School	Partial Roof	\$1,407,068	\$371,984	\$388,720
Totals			\$6,550,337	\$3,627,605	\$3,777,639

Peabody Superintendent Dr. Josh Vadala thanked the MSBA on behalf of others in the City.

Revere Superintendent Dr. Dianne Kelly thanked the Board and the MSBA and introduced others who were on the call. She commented that she appreciates the work and support of the MSBA.

Taunton Mayor Shaunna O’Connell thanked the Board and the MSBA for this opportunity. She introduced others who were on the call and commented that she wants to express her appreciation for the support over the years.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

- Anne Brockelman – Yes
- Terry Kwan – Yes
- Sean Cronin – Yes
- Matt Deninger – Yes
- Greg Sullivan – Yes
- Deborah Goldberg – Yes

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The motion passed – 6 in favor, 0 against, 0 abstaining.

Approval of Project Scope and Budget Agreement and Authorization for Project Funding Agreement

Then, the MSBA's Design Director, Karl Brown, explained that the Board is now being asked to approve a Project Scope and Budget Agreement and to authorize the MSBA to enter into a Project Funding Agreement for a project at the Bristol-Plymouth Regional Vocational Technical High School in the Bristol-Plymouth Regional Vocational Technical School District. The recommendation is to replace the existing Bristol-Plymouth Regional Vocational Technical High School with a new facility on the site of the existing school. The proposed project has a design enrollment of 1,434 students serving grades 9-12. The District provided a Total Project Budget of approximately \$305.6 million, which includes an estimated construction cost of approximately \$240.9 million.

The Chair asked for a motion, and the following motion was made by Ms. Kwan and seconded by Mr. Deninger:

Vote to Authorize the Executive Director to Execute a Project Scope and Budget Agreement and Project Funding Agreement with the Bristol-Plymouth Regional Vocational Technical School District

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Potential Project to replace the existing Bristol-Plymouth Regional Vocational Technical High School with a new facility on the site of the existing school, as further described in the materials presented to the Board and attached hereto and as such Proposed Project shall be further defined in the Project Scope and Budget Agreement, and authorizes the Executive Director to take all steps necessary to execute and deliver a Project Scope and Budget Agreement and Project Funding Agreement with the Bristol-Plymouth Regional Vocational Technical School District, in such forms as he may determine to be acceptable, for the Bristol-Plymouth Regional Vocational Technical High School project at a reimbursement rate of sixty-two and twenty-five hundredths percent (62.25%) of approved, eligible costs, up to an Estimated Maximum Total Facilities Grant of \$123,320,490, which shall not include any funds for owner's or construction contingency expenditures; that the Board of Directors hereby further authorizes the Executive Director to increase the Estimated Maximum Total Facilities Grant up to a Maximum Total Facilities Grant of \$125,569,759, in the event that the MSBA determines, in its sole discretion, that any owner's and/or construction contingency expenditures are eligible for reimbursement pursuant to MSBA regulations, guidelines, or policies; that the Board of Directors hereby further authorizes the Executive Director to expend funds in accordance with such Project Funding Agreement.

Mr. Cronin asked whether every municipality within the District will need a debt exclusion.

Bristol-Plymouth Regional Vocational Technical School District Superintendent Alex Magalhaes explained that the School Committee needs to decide at its next meeting whether the District will hold a District-wide election or have each individual municipality approve the borrowing. He added

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that there has been some back and forth discussion regarding the need for a debt exclusion. He then thanked the Board and the MSBA. He commented that the MSBA has done a fabulous job guiding the District through the process. He noted that he looks forward to continuing the partnership and working with the team.

The Executive Director noted that State Representative Carol Doherty sent a letter offering her support for the proposed project at the Bristol-Plymouth Regional Vocational Technical High School.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes

Terry Kwan – Yes

Sean Cronin – Yes

Matt Deninger – Yes

Greg Sullivan – Yes

Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Next, the Design Director explained that the Board is now being asked to approve a Project Scope and Budget Agreement and to authorize the MSBA to enter into a Project Funding Agreement for a project at the Francis M. Leahy Elementary School in the City of Lawrence. The recommendation is to replace the existing Francis M. Leahy Elementary School with a new facility serving students in grades K-8 on the existing site. The proposed project has a design enrollment of 1,000 students. The District provided a Total Project Budget of approximately \$103.7 million, which includes an estimated construction cost of approximately \$81.8 million.

The Chair asked for a motion, and the following motion was made by Mr. Sullivan and seconded by Mr. Deninger:

Vote to Authorize the Executive Director to Execute a Project Scope and Budget Agreement and Project Funding Agreement with the City of Lawrence

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Potential Project to replace the existing Francis M. Leahy Elementary School with a new facility serving students in grades K-8 on the existing site, as further described in the materials presented to the Board and attached hereto and as such Proposed Project shall be further defined in the Project Scope and Budget Agreement, and authorizes the Executive Director to take all steps necessary to execute and deliver a Project Scope and Budget Agreement and Project Funding Agreement with the City of Lawrence, in such forms as he may determine to be acceptable, for the Francis M. Leahy Elementary School project at a reimbursement rate of eighty percent (80.00%) of approved, eligible costs, up to an Estimated Maximum Total Facilities Grant of \$60,308,143, which shall not include any funds for owner's or construction contingency expenditures; that the Board of Directors hereby further authorizes the Executive Director to increase the Estimated Maximum Total Facilities Grant up to a Maximum Total Facilities Grant of \$61,290,298, in the

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event that the MSBA determines, in its sole discretion, that any owner's and/or construction contingency expenditures are eligible for reimbursement pursuant to MSBA regulations, guidelines, or policies; that the Board of Directors hereby further authorizes the Executive Director to expend funds in accordance with such Project Funding Agreement.

Juan Pablo Jaramillo, Lawrence Mayor's Chief of Staff, thanked the Board and the MSBA on behalf of the Mayor. He noted that the Mayor supports the proposed project.

There was a brief discussion regarding the City's decision to have a debt exclusion for the proposed project. Mr. Cronin commented that a debt exclusion is not needed for the project, noting that the City has the financial capacity to fund the project. He commented that it would be unfortunate if the vote fails and asked whether the City would move forward with the project if this occurred.

Lawrence Chief Administrative and Finance Officer Mark Ianello commented that the City recently approved funding for the Henry K. Oliver School project. He noted that the City does have the financial capacity but that a debt exclusion is normal for a project of this size, adding that the capacity is a cushion for the future. He commented that if the debt exclusion fails, it would be up to the Mayor and City Council to decide if the City would proceed with the project.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes

Terry Kwan – Yes

Sean Cronin – Yes

Matt Deninger – Yes

Greg Sullivan – Yes

Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Next, the Design Director explained that the Board is now being asked to approve a Project Scope and Budget Agreement and to authorize the MSBA to enter into a Project Funding Agreement for a project at the Dale Street Elementary School in the Town of Medfield. The recommendation is to replace the existing Medfield Dale Street Elementary School with a new facility serving grades 4-5 on the Wheelock Elementary School site. The proposed project has a design enrollment of 575 students. The District provided a Total Project Budget of approximately \$81.9 million, which includes an estimated construction cost of approximately \$64.5 million.

The Chair asked for a motion, and the following motion was made by Ms. Brockelman and seconded by Mr. Deninger:

Vote to Authorize the Executive Director to Execute a Project Scope and Budget Agreement and Project Funding Agreement with the Town of Medfield

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Potential Project to replace the existing Dale Street Elementary School

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with a new facility serving grades 4-5 on the Wheelock Elementary School site, as further described in the materials presented to the Board and attached hereto and as such Proposed Project shall be further defined in the Project Scope and Budget Agreement, and authorizes the Executive Director to take all steps necessary to execute and deliver a Project Scope and Budget Agreement and Project Funding Agreement with the Town of Medfield, in such forms as he may determine to be acceptable, for the Dale Street Elementary School project at a reimbursement rate of forty-four and ninety hundredths percent (44.90%) of approved, eligible costs, up to an Estimated Maximum Total Facilities Grant of \$19,165,418, which shall not include any funds for owner's or construction contingency expenditures; that the Board of Directors hereby further authorizes the Executive Director to increase the Estimated Maximum Total Facilities Grant up to a Maximum Total Facilities Grant of \$19,599,995, in the event that the MSBA determines, in its sole discretion, that any owner's and/or construction contingency expenditures are eligible for reimbursement pursuant to MSBA regulations, guidelines, or policies; that the Board of Directors hereby further authorizes the Executive Director to expend funds in accordance with such Project Funding Agreement.

The Executive Director noted that Congressman Jake Auchincloss sent a letter offering his support for the proposed project at the Dale Street Elementary School in Medfield.

The Executive Director noted that State Senator Paul Feeney, State Representative Denise Garlick and State Representative Shawn Dooley sent a letter offering their support for the proposed project at the Dale Street Elementary School in Medfield.

Medfield Superintendent Jeff Marsden thanked the Board and the MSBA for the assistance and introduced others who were on the call. He commented that the Town spent a lot of time on the educational plan for the school, which led to the design of the building.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes
Terry Kwan – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Next, the Design Director explained that the Board is now being asked to approve a Project Scope and Budget Agreement and to authorize the MSBA to enter into a Project Funding Agreement for a project at the William A. Welch Elementary School in the City of Peabody. The recommendation is for an addition and renovation project to the existing William A. Welch Elementary School in Peabody, with a design enrollment of 390 students, for a project that will serve grades PK-5. The District provided a Total Project Budget of approximately \$29.9 million, which includes an estimated construction cost of approximately \$23.3 million.

The Chair asked for a motion, and the following motion was made by Mr. Sullivan and seconded by Mr. Deninger:

Vote to Authorize the Executive Director to Execute a Project Scope and Budget Agreement and Project Funding Agreement with the City of Peabody

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Potential Project for an addition and renovation project at the existing William A. Welch Elementary School, as further described in the materials presented to the Board and attached hereto and as such Proposed Project shall be further defined in the Project Scope and Budget Agreement, and authorizes the Executive Director to take all steps necessary to execute and deliver a Project Scope and Budget Agreement and Project Funding Agreement with the City of Peabody, in such forms as he may determine to be acceptable, for the William A. Welch Elementary School project at a reimbursement rate of sixty-three and thirty-three hundredths percent (63.33%) of approved, eligible costs, up to an Estimated Maximum Total Facilities Grant of \$17,184,400, which shall not include any funds for owner's or construction contingency expenditures; that the Board of Directors hereby further authorizes the Executive Director to increase the Estimated Maximum Total Facilities Grant up to a Maximum Total Facilities Grant of \$17,628,004, in the event that the MSBA determines, in its sole discretion, that any owner's and/or construction contingency expenditures are eligible for reimbursement pursuant to MSBA regulations, guidelines, or policies; that the Board of Directors hereby further authorizes the Executive Director to expend funds in accordance with such Project Funding Agreement.

Peabody Superintendent Dr. Josh Vadala introduced others who were on the call. He commented that the City is very excited for the project and thanked the Board and the MSBA for their support.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes
Terry Kwan – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Next, the Design Director explained that the Board is now being asked to approve a Project Scope and Budget Agreement and to authorize the MSBA to enter into a Project Funding Agreement for a project at the Elizabeth G. Lyons Elementary School in the Town of Randolph. The recommendation is to replace the existing Elizabeth G. Lyons Elementary School with a new facility serving grades PK-5 on the site of the former Charles G. Devine Elementary School. The proposed project has a design enrollment of 315 students. The District provided a Total Project Budget

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of approximately \$50.4 million, which includes an estimated construction cost of approximately \$41.6 million. As noted in the Board memo, MSBA staff accept the District's Schematic Design, contingent upon the District confirming full ownership, control, and exclusive use of the proposed site.

The Chair asked for a motion, and the following motion was made by Mr. Sullivan and seconded by Mr. Deninger:

Vote to Authorize the Executive Director to Execute a Project Scope and Budget Agreement and Project Funding Agreement with the Town of Randolph

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Potential Project to replace the existing Elizabeth G. Lyons Elementary School with a new facility serving grades PK-5 on the site of the former Charles G. Devine Elementary School contingent upon the District confirming full ownership, control, and exclusive use of the proposed site, as further described in the materials presented to the Board and attached hereto and as such Proposed Project shall be further defined in the Project Scope and Budget Agreement, and authorizes the Executive Director to take all steps necessary to execute and deliver a Project Scope and Budget Agreement and Project Funding Agreement with the Town of Randolph, in such forms as he may determine to be acceptable, for the Elizabeth G. Lyons Elementary School project at a reimbursement rate of eighty percent (80.00%) of approved, eligible costs, up to an Estimated Maximum Total Facilities Grant of \$27,059,330, which shall not include any funds for owner's or construction contingency expenditures; that the Board of Directors hereby further authorizes the Executive Director to increase the Estimated Maximum Total Facilities Grant up to a Maximum Total Facilities Grant of \$27,558,249, in the event that the MSBA determines, in its sole discretion, that any owner's and/or construction contingency expenditures are eligible for reimbursement pursuant to MSBA regulations, guidelines, or policies; that the Board of Directors hereby further authorizes the Executive Director to expend funds in accordance with such Project Funding Agreement.

The Executive Director noted that State Senator Walter Timilty sent a letter offering his support for the proposed project at the Elizabeth G. Lyons Elementary School in Randolph.

Randolph Superintendent Thea Stovell thanked the project team for their time, effort, and continued support and introduced others who were on the call. She commented that the project has the full support of the School Committee and Town Council. She thanked the Board for their consideration into the next phase.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes

Terry Kwan – Yes

Sean Cronin – Yes

Matt Deninger – Yes

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Greg Sullivan – Yes

Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Next, the Design Director explained that the Board is now being asked to approve a Project Scope and Budget Agreement and to authorize the MSBA to enter into a Project Funding Agreement for a project at the Franklin Avenue Elementary School in the City of Westfield. The recommendation is to replace the existing Franklin Avenue Elementary School and the existing Abner Gibbs Elementary School with a new facility on the site of the existing Franklin Avenue Elementary School. The proposed project has a design enrollment of 395 students, serving grades PK-4. The District provided a Total Project Budget of approximately \$62.2 million, which includes an estimated construction cost of approximately \$50.4 million.

The Chair asked for a motion, and the following motion was made by Ms. Kwan and seconded by Mr. Deninger:

Vote to Authorize the Executive Director to Execute a Project Scope and Budget Agreement and Project Funding Agreement with the City of Westfield

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Potential Project to replace the existing Franklin Avenue Elementary School and the existing Abner Gibbs Elementary School with a new facility serving grades PK-4 on the site of the existing Franklin Avenue Elementary School, as further described in the materials presented to the Board and attached hereto and as such Proposed Project shall be further defined in the Project Scope and Budget Agreement, and authorizes the Executive Director to take all steps necessary to execute and deliver a Project Scope and Budget Agreement and Project Funding Agreement with the City of Westfield, in such forms as he may determine to be acceptable, for the Franklin Avenue Elementary School project at a reimbursement rate of seventy-seven percent (77.00%) of approved, eligible costs, up to an Estimated Maximum Total Facilities Grant of \$30,562,787, which shall not include any funds for owner's or construction contingency expenditures; that the Board of Directors hereby further authorizes the Executive Director to increase the Estimated Maximum Total Facilities Grant up to a Maximum Total Facilities Grant of \$31,145,259, in the event that the MSBA determines, in its sole discretion, that any owner's and/or construction contingency expenditures are eligible for reimbursement pursuant to MSBA regulations, guidelines, or policies; that the Board of Directors hereby further authorizes the Executive Director to expend funds in accordance with such Project Funding Agreement.

The Executive Director noted that State Senator John Velis sent a letter offering his support for the proposed project at the Franklin Avenue Elementary School in Westfield.

The Executive Director noted that State Representative Kelly Pease sent a letter offering his support for the proposed project at the Franklin Avenue Elementary School in Westfield.

Westfield Mayor Donald Humason thanked the Board and the MSBA for their patience, hard work, and help. He then introduced others who were on the call.

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Westfield Superintendent Stefan Czaporowski thanked the Board and MSBA. He commented that this is a great opportunity for the City, and the City is very excited for the project.

State Senator John Velis thanked the Board and offered his support for the proposed project at the Franklin Avenue Elementary School.

State Representative Kelly Pease thanked the MSBA for the support.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes
Terry Kwan – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Audit

The MSBA's Chief Financial Officer, Laura Guadagno, thanked Wei Xu and the Audit team, in conjunction with the Capital Planning team, for their hard work. She also thanked Gianpiero Tirella and the Treasury team. She began her audit update by explaining that the MSBA has completed final audits for 590 Capital Pipeline Program projects plus the eight projects that are being presented for final approval to the Board today, all together representing approximately \$7.1 billion in submitted and audited costs.

She continued, explaining that the MSBA has also audited approximately \$5.1 billion in submitted costs for the 222 projects currently submitting monthly requests for reimbursement. Based on the Total Project Budget information and submitted costs to date of approved projects, the MSBA estimates that approximately \$4.0 billion in additional costs will be submitted for audit for these projects.

The Chief Financial Officer then explained that monthly submitted costs have averaged \$135.1 million over the 12 months preceding this Board meeting, and the total amount submitted and audited in this 12-month period equals approximately \$1.62 billion.

Approval of Audits, New Program

The Chief Financial Officer explained that the Board is being asked to approve eight Capital Pipeline Program audits listed on Exhibit B. She explained that the total combined grant amount for these eight projects is \$95,160,802.

The Chair asked for a motion, and the following motion was made by Ms. Kwan and seconded by Mr. Deninger:

Approval of Audit Costs for Several Projects

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the final audited approved grant amounts for the projects listed in the spreadsheet attached hereto as Exhibit B and authorizes the Executive Director to make payments consistent with this vote.

There being no Board discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes

Terry Kwan – Yes

Sean Cronin – Yes

Matt Deninger – Yes

Greg Sullivan – Yes

Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

MSBA Updates

Executive Director's Report

The Executive Director began his report by thanking MSBA staff members for their hard work in preparing for the Board meeting. He noted that, since the August 25, 2021 Board meeting, the MSBA has visited or had meetings with individuals from 31 projects. As of October 22, 2021, two districts have voted affirmatively to appropriate feasibility study funds or full project funds. He explained that the MSBA anticipates 26 project visits or meetings in October, November and December and presented a list of upcoming district outreach plans as part of his PowerPoint presentation. He also noted that since the last Board meeting, the MSBA has participated in two topping off ceremonies, nine ribbon cutting ceremonies, and three groundbreaking. He presented a list of the events as part of his PowerPoint presentation.

Next, the Executive Director welcomed new hire Christopher Rogers Jr. as Project Manager II – Post Occupancy Evaluation. He then congratulated Emma Parish on her engagement, Erin Sullivan on her engagement, Siobhan Tolman on her wedding on April 30, 2021, Chizoba Ezeigwe on her wedding on September 11, 2021, Elena Seiti on her wedding on September 25, 2021, and Rich Hudson on his daughter Mary's wedding on September 25, 2021. He congratulated Brittany Gomes and her husband George on the birth of their daughter Charlotte Elizabeth on October 14, 2021 and Allison Sullivan and her husband Dan on the birth of their daughter Nora Kathleen on October 19, 2021.

Project Status Updates

Reconciliation of Approved Projects to the Annual Program Funding Cap – Update

The Deputy Director of Capital Planning provided an update on the reconciliation of approved projects to the annual program funding cap. He explained that this is not a voting item. As the MSBA

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has done in prior years, this year's reconciliation of the calculated annual grant funding cap space and total grants is summarized in a Reconciliation of Approved Projects to the Annual Program Funding Cap memorandum. For FY21, the available grant cap space was \$888 million, which combines the annual cap space with final audit savings of \$30.0 million and failed project savings of \$41.5 million (Hull (Core project) and Leicester (Core project)). He then provided an overview of how the MSBA allocated the FY21 grant cap space.

Model School Recommendations

MSBA Program Manager, Elena Seiti, provided a procurement update and staff recommendation for the Model School Program. She explained that the MSBA received five responses to the Request for Qualifications (RFQ) that was issued on July 31, 2019. Staff completed the evaluation of two of the five schools, which were approved by the Board of Directors for inclusion in the Model School Program on February 11, 2021, while site visits for the remaining three schools were postponed due to public health concerns. The MSBA re-issued the Model School RFQ on February 24, 2021 and received eight responses from six design firms on May 26, 2021. The Model School selection committee completed the Phase I evaluation of these additional eight applications in June 2021 in accordance with the selection criteria outlined in the RFQ and determined that all eight designs should proceed to Phase II, which would include a site visit to each school.

The selection committee has completed the evaluation of the eleven applicants for which site visits were conducted. Staff were pleased to see so many schools effectively delivering the districts' educational programs. The site visits provided opportunities for the MSBA team to see first-hand how designers can provide educationally appropriate designs in a thoughtful manner. As part of the model school selection process, the MSBA's focus is on future adaptability and even though staff saw some wonderful schools, not all have been recommended for the model school program. All of the schools, however, were very welcoming and incorporated features that provide good models for breakout areas, storage and natural light that should be considered by designers in future projects.

She then provided a brief overview of the eleven applicants for which site visits were conducted.

Based on the review and findings, staff are recommending the five elementary schools and one high school listed for inclusion in the Model School Program.

The Chair asked for a motion, and the following motion was made by Mr. Kwan and seconded by Mr. Deninger:

Approval of the Model School Program Recommendations

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the schools listed below to be included in the Authority's Model School Program, as further described in the memorandum attached hereto and incorporated by reference herein, and authorizes the Executive Director to do all acts necessary, execute and deliver any and all documents and agreements, and expend funds as deemed appropriate by the Executive Director to implement and administer the Model School Program.

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Hurd-Wyman Elementary School	Woburn
James L. Mulcahey Elementary School	Taunton
Maria Hastings Elementary School	Lexington
Plains Elementary School	South Hadley
North Middlesex Regional High School	North Middlesex
Dr. Thomas J. Curran Early Childhood Center	Dedham

Mr. Sullivan commented that he wants to commend Elena for her presentation, adding that it shows a very thorough process to select model schools. He then asked the Executive Director to explain the benefits of the Model School Program. He noted that the Executive Director and Barbara Hansberry, the MSBA's Director of Strategic Planning, were both instrumental in the development of the MSBA's Model School Program.

The Executive Director explained that model schools cost less, as they have already been designed. He added that the same construction company is often bidding on the project. He noted that, with the Model School Program, districts can get a quality building more quickly and it will cost less. Districts can potentially see the building beforehand as well. He commented that, while the Minuteman Regional Vocational Technical High School was not selected to be a model in the Program, the MSBA is exploring whether vocational technical schools should be looked at differently in the Model School Program.

There being no more discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

- Anne Brockelman – Yes
- Terry Kwan – Yes
- Sean Cronin – Yes
- Matt Deninger – Yes
- Greg Sullivan – Yes
- Deborah Goldberg – Yes

The motion passed – 6 in favor, 0 against, 0 abstaining.

Project Overview Report

The Deputy Director of Capital Planning provided an update for substantially completed projects. Eighteen projects are scheduled to achieve substantial completion in 2021. MSBA has received certificates of substantial completion from 13 projects: Middleborough, Ludlow, Harvard, Worcester, Shrewsbury, Danvers, Northbridge, Framingham, Springfield, Westport, Manchester Essex Regional, Marblehead, and Foxborough. Staff will continue to monitor the remaining five projects. The remaining five include Fall River (8/24), Central Berkshire (10/4), Westborough (10/14), Wareham (11/5), and Bristol County (Phase 3 Dairy Barn 1/31/22).

The Deputy Director of Capital Planning then provided bid data for the MSBA's Accelerated Repair Program. He explained that for the 2019 Accelerated Repair Program, all 37 of the reported projects

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bid within the estimated budget. The final project is evaluating its schedule to bid for construction in 2022. The bid results will not be reported by the December 2021 Board of Directors meeting.

The 2020 program has its first bid result, and it is within the estimated budget. An additional two projects are anticipated to bid with results reported by the December Board of Directors meeting.

Next, the Deputy Director of Capital Planning presented a PowerPoint, including a summary of bid results for the Core Program. He reported that seven of the 14 Core Program projects scheduled to receive sub-bids in 2021 have reported their bid amounts. No additional projects have reported results since the August Board of Directors meeting. The seven projects consist of six Design-Bid-Build projects and one Construction Manager at Risk project. In square foot cost, the results range from \$428/sf (Easton Center School) to \$513/sf (Millbury Raymond E. Shaw Elementary School) which is unchanged since the June Board meeting.

Then, the Deputy Director of Capital Planning presented a PowerPoint, including a bid summary for the Core Program. He summarized available data for anticipated sub-bids in October, November and December and anticipated DBB Bids or GMP Executions in October, November and December.

Next, MSBA Project Manager Christy Murray presented slides for bidding information regarding MSBA projects. She explained that the MSBA is currently tracking 29 projects for filed sub bidding over the next three years. This includes all projects that have been approved for Preferred Schematic Design prior to today. The 29 projects have a total estimated construction budget of approximately \$3 billion.

For 2021, ten projects have already filed sub bids, leaving four projects remaining for the year. Those four projects have a total estimated construction budget of approximately \$429 million. For the remainder of the year, the MSBA is expecting sub bids for Gloucester, Braintree, Ashland, and Worcester Doherty.

Moving into 2022, the MSBA is currently tracking 16 projects for filed sub bids. Those 16 projects have a total estimated construction budget of approximately \$1.3 billion. The MSBA anticipates that 2022 bidding will begin in late February and March with Andover, Boston Josiah Quincy Upper, and Somerset. The schedule for the first half of the year also includes Nauset, Westwood and Lawrence Oliver.

She explained that for 2023, the MSBA now has nine projects scheduled to bid with an estimated construction budget of approximately \$1.2 billion. The 2023 map will continue to fill in as MSBA staff add the projects as they are approved for Preferred Schematic Design.

Finance

Sales Tax Collection Update

The Chief Financial Officer thanked the MSBA's Treasurer, Gianpiero Tirella, for his hard work. Then, she presented a PowerPoint and provided an FY2022 SMART Collections update. The FY2022 collections for July through September are \$32.4 million (12.73%) higher than the same period of FY2021.

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She presented a slide with a graphical depiction of FY2018 – FY2022 Monthly SMART collections, and then year-to-date SMART collections by year from FY2018 – FY2022, as well as quarterly.

Grant Payments Update

The Chief Financial Officer provided an update regarding MSBA grant payments for projects, noting that the MSBA has made \$168,914,508 in grant payments to date in Fiscal Year 2022. This is for 116 Capital Pipeline Program projects in 92 districts.

FY22 Budget Update

Next, the Chief Financial Officer thanked the MSBA's Director of Budget and Finance Administration, Julie Leonard, and provided the Board with an update on the FY2022 budget. She presented a PowerPoint with the FY2022 budget compared to the actuals for salaries and benefits, administrative expenses, and grant program expenditures. Then, she provided the Board with an update on FY2022 spending to date.

Defeasance and Refunding Transactions

The Chief Financial Officer provided an update regarding the MSBA's recent financing transactions. She explained that in June 2021, the MSBA executed a cash defeasance of \$200 million in par amount of outstanding bonds in Series 2015 B and C, 2016A and 2018A. The MSBA realized net present value dollar savings of approximately \$24.98 million, and a net value percentage savings of nearly 12.5%.

The structuring of the defeasance was combined in a plan of finance that included executing a taxable advanced refunding for selection of the bonds yielding the highest amount of savings to the MSBA, including bonds from the Senior Series 2016A, Series 2018A and Series 2019A Bonds. On September 14, 2021, the MSBA held a competitive bid for the issuance of \$341,520,000 in taxable advance refunding bonds, pursuant to the MSBA's Subordinated Lien. The MSBA received 11 bids. JP Morgan submitted the winning bid at an all-in TIC of 2.647%. \$295.8 million (or approximately 87%) of the refunding bonds were structured with a 10-year par call date on February 15, 2031. The refunding bonds have an average life of approximately 18.4 years, and so are mostly long dated. The MSBA realized net present value dollar savings of approximately \$59.5 million, and a net present value percentage savings of over 20.0%.

Mr. Sullivan noted that the MSBA is saving the taxpayers money. He commented that the MSBA is a great organization, adding that he wants to congratulate the MSBA for saving millions of dollars.

There was then a brief discussion regarding the defeasance and refunding transactions.

Legal

Litigation Update

The MSBA's General Counsel spoke about two projects in the MSBA's pipeline that have been affected by project related litigation. First, she noted that, as detailed at previous Board meetings, reimbursement payments for the Doherty High School in Worcester have been placed on hold

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because of pending litigation related to the project. She added that placing payments on hold is standard when there is pending litigation. The General Counsel explained that the City is proceeding with the project at its own risk and without receiving reimbursement payments. The MSBA has continued to work with the City to receive project submittals and provide feedback. She noted that, on July 27th, the Superior Court allowed the City's motion for dismissal but the Plaintiffs are appealing the decision. She explained that the MSBA has been updated by the City's legal department and will continue to monitor this case, and provide updates to the Board while the appeal is pending.

Next, the General Counsel spoke about litigation that is related to the East Gloucester Elementary School project in Gloucester. She explained that, as reported at prior Board meetings, the Authority was named as a defendant in a lawsuit related to this project in December 2020. The MSBA was named along with the City of Gloucester and the Massachusetts Executive Office of Environmental Affairs. She noted that the plaintiffs are not seeking any monetary relief against the MSBA and the suit appears aimed solely at stopping the project. The General Counsel explained that the defendants, including the Authority, filed dispositive motions, all of which were heard and taken under advisement by the Superior Court on July 22, 2021. The General Counsel then explained that, on August 2, 2021, the Superior Court ordered that the City of Gloucester's Motion for Summary Judgment was allowed; the Massachusetts Executive Office of Environmental Affairs' Motion to Dismiss was allowed; and the Authority's Motion for Summary Judgment was allowed. Furthermore, the Plaintiffs' Complaint for Declaratory and Injunctive Relief was dismissed. Following the last Board meeting, the Plaintiffs have appealed the decision but have indicated an intention not to pursue the appeal against the MSBA. She noted that a dismissal is not official. She added that the plaintiffs' appeal brief was filed this week and the MSBA is reviewing it with outside counsel to determine if any issues of institutional interest to the MSBA remain in the case. She explained that the MSBA is working to develop our strategy on how to best proceed explaining that, although the Authority has authorized a Project Funding Agreement with Gloucester, pursuant to Authority policy, the PFA has not been executed while the appeal is pending. She concluded the legal presentation by explaining that MSBA staff will continue to update the Board on the status of the East Gloucester Elementary School project and any appeals.

The Chair thanked the Board and MSBA staff.

The Chair asked for a motion to adjourn the meeting. A motion was made by Ms. Kwan and seconded by Mr. Sullivan:

There being no discussion, the Chair asked for a roll call vote of the Board.

Roll Call Vote:

Anne Brockelman – Yes
Terry Kwan – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

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The motion passed – 6 in favor, 0 against, 0 abstaining.

The meeting was adjourned at 12:09 p.m.

List of documents and exhibits used at the meeting:

- PowerPoint Presentation
- August 25, 2021 Board Meeting Minutes
- Invitation to Accelerated Repair Program
- Project Funding Agreement Recommendations for the Accelerated Repair Program
- Invitations to Project Scope and Budget
- Audit Status Report
- Recommendation for Approval of Final Audits, Capital Pipeline Program
- Executive Director Report
- Reconciliation of Approved Projects to the Annual Program Funding Cap Update
- Model School Recommendations
- Project Overview Report
- Sales Tax Collection Update
- Grant Payments Update
- FY22 Budget Update
- Update: Defeasance and Refunding Transactions
- Update on Projects with Pending Litigation