

The December 15, 2021 Board Meeting minutes were approved by the MSBA's Board of Directors at the March 2, 2022 meeting.

Massachusetts School Building Authority Board Meeting Minutes of December 15, 2021

A meeting of the Massachusetts School Building Authority (the "Authority" or "MSBA") was held on December 15, 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; Greg Sullivan, appointed member; and Sheila Vanderhoef, 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; Brian Kelley; Colleen Smith; Mike Bergquist; Siobhan Tolman; John Jumpe; Karl Brown; Mike McGurl; Christy Murray; Katie DeCristofaro; 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 10:03 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 October 27, 2021 Board of Directors meeting; remove one project from the Accelerated Repair Program and one project from the MSBA's Capital Pipeline; execute Project Funding Agreements for four projects from two districts in the Accelerated Repair Program, with a combined Estimated Maximum Total Facilities Grant of approximately \$6.2 million; invite four districts into Feasibility Study; authorize one proposed project to proceed into Preferred Schematic Design with an estimated \$78.7 million in total construction costs; and, invite one district to enter into a Project Scope and Budget Agreement and Project Funding Agreement, with an Estimated Maximum Total Facilities Grant of approximately \$145.7 million. The Board will also be voting to approve 11 final audits from four districts with a combined Final Total Facilities Grant of approximately \$52.5 million. Additionally, the Board will be voting on the MSBA Debt Management, Compliance and Continuing Disclosure Policy. Finally, the Board will receive updates from the Executive Director, Capital Planning, Finance and Legal staff.

Acceptance of the October 27, 2021 Minutes

The Chair asked for a motion to accept the minutes of the October 27, 2021 Board meeting. A motion was made by Mr. Sullivan and seconded by Mr. Deninger:

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Approval of the Minutes of the October 27, 2021 Board Meeting

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Minutes of the October 27, 2021 Board meeting.

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

Sheila Vanderhoef – Yes

Sean Cronin – Yes

Matt Deninger – Yes

Greg Sullivan – Yes

Deborah Goldberg – Yes

The motion passed – 7 in favor, 0 against, 0 abstaining.

Project Removal from Accelerated Repair Program

Next, the MSBA's Deputy Director of Capital Planning, Mike McGurl, explained that at the December 16, 2020 Board of Directors meeting, the City of Lowell received an invitation for a roof replacement project at the John J. Shaughnessy School. The schematic design submission for the John J. Shaughnessy School indicated that the existing roof on the building was installed in 1991. Compared to the invitation year of 2020, the roof did not meet the Accelerated Repair Program invitation criteria for roofs of 30 years or more. The District has since executed a Declaration of Removal of a Statement of Interest so that the John J. Shaughnessy School may be authorized for removal from the Accelerated Repair Program. Staff recommend removal of the Statement of Interest from the Accelerated Repair Program.

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

Vote on Removing the City of Lowell's Accelerated Repair Statement of Interest from the MSBA Accelerated Repair Program

VOTED: That, whereas, on December 16, 2020, the Board voted to invite the City of Lowell to participate in the MSBA's Accelerated Repair Program for the John J. Shaughnessy Elementary School; and, whereas, as described in the materials attached hereto as Exhibit A, the City of Lowell has notified the MSBA that it has decided not to further pursue its Accelerated Repair Statement of Interest or Accelerated Repair Program invitation for the John J. Shaughnessy Elementary School, the Board hereby removes the City of Lowell's Accelerated Repair Statement of Interest for the John J. Shaughnessy Elementary School from the MSBA Accelerated Repair Program and authorizes the Executive Director to do all acts necessary and execute and deliver any and all documents and agreements in connection with such removal.

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

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Roll Call Vote:

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

The motion passed – 7 in favor, 0 against, 0 abstaining.

Accelerated Repair Program Project Funding Agreement Authorization

Next, the Deputy Director of Capital Planning explained that prior to today's Board meeting, MSBA staff received Schematic Design submissions from two districts representing four schools. The school projects combine for three roof replacement projects and one window/door replacement project. 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 \$15.2 million, which include total construction estimates of approximately \$9.3 million. The combined Estimated Maximum Total Facilities Grants for these projects are \$6,265,340. Including potentially eligible project contingencies, the combined Maximum Facilities Grants are \$6,540,040.

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. The MSBA is presenting 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, which was previously approved at the October 27, 2021 Board of Directors meeting.

In conclusion, staff recommend that the two 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 Mr. Sullivan and seconded by Ms. Vanderhoef:

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

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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
Plymouth	Federal Furnace Elementary School	Roof	\$3,800,000	\$1,221,088	\$1,271,967
	Indian Brook Elementary School	Roof	\$4,000,000	\$1,235,187	\$1,286,653
	West Elementary School	Roof	\$3,800,000	\$1,170,826	\$1,219,610
Revere	Abraham Lincoln School	Windows/Doors	\$3,639,790	\$2,638,239	\$2,761,810
Totals			\$15,239,790	\$6,265,340	\$6,540,040

Christina Renaud, Facilities Director for Plymouth Public Schools, thanked the Board, the MSBA and the Town's consultants on behalf of the District. She commented that the District is grateful and excited to get the project underway.

Revere Superintendent Dr. Dianne Kelly thanked the Board and the MSBA. She commented that the City is grateful for the MSBA's 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
- Sheila Vanderhoef – Yes
- Sean Cronin – Yes
- Matt Deninger – Yes
- Greg Sullivan – Yes
- Deborah Goldberg – Yes

The motion passed – 7 in favor, 0 against, 0 abstaining.

Project Removal from Capital Pipeline

MSBA Capital Program Manager Katie DeCristofaro explained that the Town of Medfield submitted a Statement of Interest for the Dale Street Elementary School and was invited into the Eligibility Period on December 13, 2017. The Board approved the Town's proposed project at the October 27, 2021 Board meeting to replace the Dale Street Elementary School with a new facility serving grades 4-5 on the Wheelock Elementary School site.

The Town was unable to secure the local authorization necessary to fund the project at its November 7, 2021 Special Town Meeting, which failed to achieve the 66% majority. The Town informed the

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MSBA that it intended to proceed with its Special Election on November 15, 2021, with the results informing the Town of its next steps. On November 15, 2021, at its Special Election, the Town also failed to achieve a majority of votes, with 1,962 votes in favor and 2,109 against. In a written communication to the MSBA, following the Special Election, the Town indicated the vote had failed and that it would be proceeding with removing its SOI for the Dale Street Elementary School.

The Town has submitted its Declaration of Removal for the Dale Street Elementary School indicating agreement with removing this SOI from the Capital Pipeline.

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

**Vote on Removing the Town of Medfield's Statement of Interest
from the MSBA Capital Pipeline**

VOTED: That, whereas, on December 13, 2017, the Board voted to invite the Town of Medfield to collaborate with the MSBA; and whereas, on December 12, 2018, the Board voted to invite the Town of Medfield to conduct a Feasibility Study for the Dale Street Elementary School; and, whereas, on October 27, 2021, the Board voted to approve a Proposed Project to replace the existing Dale Street Elementary School with a new facility serving grades 4-5 on the site of the existing Wheelock Elementary School, and authorized the Executive Director to execute a Project Scope and Budget Agreement and Project Funding Agreement with the Town of Medfield for the Proposed Project; and, whereas, as described in the materials attached hereto as Exhibit B, the Town of Medfield has notified the MSBA that it has decided not to further pursue its Statement of Interest, Feasibility Study invitation, or approval of a Proposed Project for the Dale Street Elementary School, the Board hereby removes the Town of Medfield's Statement of Interest for the Dale Street Elementary School from the MSBA's Capital Pipeline and authorizes the Executive Director to do all acts necessary and execute and deliver any and all documents and agreements in connection with such removal.

Mr. Sullivan commented that Medfield has a reputation as a community that has a great education system, and it is disappointing to have the project removed from the pipeline. He noted that the MSBA has a fair process, adding that it is valuable to be in the MSBA's pipeline. He wished the Town of Medfield well.

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
Sheila Vanderhoef – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

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The motion passed – 7 in favor, 0 against, 0 abstaining.

Invitation to Feasibility Study

MSBA Capital Program Manager Katie DeCristofaro explained that staff are recommending that the Board vote to invite the Town of Hopkinton, the City of Lynn, the City of New Bedford and the City of Newton into Feasibility Study. The four districts were invited into Eligibility Period on April 14, 2021 and have completed all the necessary prerequisites including: the filing of their educational profile questionnaire, finalizing enrollment, and securing feasibility study/schematic funds to proceed.

The first district for consideration is the Elmwood Elementary School in the Town of Hopkinton. The MSBA will be working with the Town to study the following two options: 785 students in the facility's current configuration of grades 2-3 and 1,195 students in grades 2-4.

The second district for consideration is the Pickering Middle School in the City of Lynn. The MSBA will be working with the City to study options that maintain a grades 6-8 configuration for 1,100 students.

The third district for consideration is the John B. DeValles Elementary School in the City of New Bedford. The MSBA will be working with the City to study the following two options: 400 students in the facility's current configuration of grades K-5 and 760 students in grades K-5 to consolidate the John B. DeValles Elementary School and the James B. Congdon Elementary School.

The fourth district for consideration is the Countryside Elementary School in the City of Newton. The MSBA will be working with the City to study the following two options: 340 students in the facility's current grade configuration of K-5 and 465 students in grades K-5 representing a slightly broader neighborhood of students at the Countryside Elementary School.

Based on the completion of the Eligibility Period requirements, staff recommend that the Board vote to authorize the four districts to proceed into Feasibility Study.

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

Vote on Inviting Communities to Collaborate with the MSBA to Conduct a Feasibility Study

VOTED: That the Executive Director is hereby authorized to invite certain communities to collaborate with the MSBA to conduct and/or review a Feasibility Study, as described in 963 CMR 2.00 *et seq.*, and subject to any conditions set forth in Exhibit C, for each of the schools listed in Exhibit C attached hereto.

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 and/or reviewing a Feasibility Study for each of the schools listed in Exhibit C.

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The Executive Director noted that Senate President Karen Spilka, who represents Hopkinton, called the MSBA yesterday to express her support for the proposed Elmwood Elementary School project in Hopkinton.

Hopkinton Superintendent Dr. Carol Cavanaugh thanked the Board and the MSBA for their partnership. She commented that she is excited and looking forward to working on another project with the MSBA.

The Executive Director noted that State Senator Brendan Crighton, State Representative Daniel Cahill, State Representative Peter Capano and State Representative Donald Wong sent a letter offering their support for the proposed project at the Pickering Middle School in Lynn.

Lynn Mayor Thomas McGee introduced others that were on the call. He commented that he is happy to be at this point with the proposed project and thanked the Board and the MSBA for their support. He noted that the City had a failed funding vote years ago, so the City is very excited for this opportunity. He commented that he is stepping down as Mayor in January and that it has been a pleasure to be able to work with the MSBA.

Lynn Mayor-Elect Jared Nicholson thanked the Board and the MSBA for their support. He commented that he wants to thank Mayor McGee for his leadership and support to get the proposed project to this point in the process.

The Chair commented that she visited the Pickering Middle School before she was elected as State Treasurer. She noted that the school is close to her heart.

Lynn Mayor-Elect Jared Nicholson commented that the Chair has been a tremendous ally for the proposed project at the Pickering Middle School.

The Chair commented that it is difficult to see a project not come to fruition, adding that she is glad to see the proposed project back in the MSBA's pipeline.

Ms. Kwan commented that she has visited the Pickering Middle School. She noted that there are disparities across the state, adding that she urges the state legislators to adjust the formula for the distribution of funds to urban and gateway communities.

The Chair commented that she recommended to the state legislature that funding from the 2021 American Rescue Plan Act (ARPA) go to cities and towns that are not able to pass a debt exclusion for a school project. She explained that this was not included in the spending bill, but it was an idea that was put forward.

New Bedford Assistant Superintendent of Finance and Operations, Andrew O'Leary, introduced others that were on the call. He commented that he wants to extend his appreciation for the MSBA's support and the professionalism of the MSBA staff. He thanked Diane Sullivan and Katie DeCristofaro.

Newton Mayor Ruthanne Fuller introduced others that were on the call. She noted that the MSBA is different from other state agencies. She commented that the MSBA has made every project better for the City, adding that she loves working with the MSBA. She thanked the Board and the MSBA for their support.

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Newton Superintendent Dr. David Fleishman thanked the Board and the MSBA.

Mr. Sullivan commented that Mayor Fuller's comments regarding the MSBA is high praise.

Then, Mr. Sullivan noted that Mayor McGee is stepping down as Mayor of the City of Lynn. He commented that Mayor McGee has had a tremendous impact across the Commonwealth and is a great leader. He commented that he wants to acknowledge Mayor McGee and thank him for his leadership.

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
Sheila Vanderhoef – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 7 in favor, 0 against, 0 abstaining.

Recommendation for Preferred Schematic Design

Next, the MSBA's Director of Project Management, John Jumpe, explained that the Board is being asked to approve the Preferred Schematic Design for the David Prouty High School in the Spencer-East Brookfield Regional School District. The recommendation is for an addition and renovation project that includes a 100,011 square foot addition and renovation of 34,800 square feet of the existing high school. The proposed project is designed to serve 305 students in grades 9-12 and has an estimated construction budget of approximately \$78.8 million.

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

Vote on Moving the Spencer-East Brookfield Regional School District to Schematic Design

VOTED: That the Board of Directors hereby 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 assist the Spencer-East Brookfield Regional School District with, in concept, the development of schematic designs for an addition/renovation project at the existing David Prouty High School that will continue to serve students in grades 9-12 and will incorporate district-wide pre-kindergarten, as further described in the materials presented to the Board and attached hereto, in accordance with G.L. c. 70B and 963 CMR 2.00 *et seq.* and all other guidelines and policies of the Authority.

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The Executive Director noted that State Senator Anne Gobi called the MSBA to offer her support for the proposed project at the David Prouty High School in the Spencer-East Brookfield Regional School District.

Spencer-East Brookfield Regional School District Superintendent Dr. Paul Haughey thanked the Board and the MSBA, adding that he is excited for the project. He noted that he is grateful to move forward in the process and very proud of everyone who has worked hard to get to this point. He commented that working with the MSBA has been an honor and he looks forward to the continued partnership.

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
Sheila Vanderhoef – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 7 in favor, 0 against, 0 abstaining.

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

Next, 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 Diman Regional Vocational Technical High School in the Greater Fall River Vocational School District. The recommendation is to replace the existing Diman Regional Vocational Technical High School with a new facility on the existing site. The proposed project has a design enrollment of 1,500 students serving grades 9-12. The District provided a Total Project Budget of approximately \$293.5 million, which includes an estimated construction cost of approximately \$242.3 million.

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

Vote to Authorize the Executive Director to Execute a Project Scope and Budget Agreement and Project Funding Agreement with the Greater Fall River Vocational School District

VOTED: That the Board of Directors of the Massachusetts School Building Authority hereby approves the Potential Project to replace the existing Diman Regional Vocational Technical High School with a new facility 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 Greater Fall

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River Vocational School District, in such forms as he may determine to be acceptable, for the Diman Regional Vocational Technical High School project at a reimbursement rate of seventy-nine and seventy-seven hundredths percent (79.77%) of approved, eligible costs, up to an Estimated Maximum Total Facilities Grant of \$145,772,694, 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 \$148,671,938, 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.

Greater Fall River School Building Committee Chair Donald DiBiasio thanked the Chair, the Board, the Executive Director, Allison Sullivan and Jennifer Flynn. He commented that he looks forward to the continued support.

The Executive Director noted that State Senator Michael Rodrigues called the MSBA to offer his support for the proposed project at the Diman Regional Vocational Technical High School in the Greater Fall River Vocational School District.

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
Sheila Vanderhoef – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 7 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 Erin Sullivan for her help with the PowerPoint slides. She began her audit update by explaining that the MSBA has completed final audits for 598 Capital Pipeline Program projects plus the eleven projects that are being presented for final approval to the Board today, all together representing approximately \$7.2 billion in submitted and audited costs.

She continued, explaining that the MSBA has also audited approximately \$5.2 billion in submitted costs for the 214 projects currently submitting monthly requests for reimbursement. Based on the Total Project Budget information and submitted costs to date of approved projects, the MSBA

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estimates that approximately \$3.8 billion in additional costs will be submitted for audit for these projects.

The Chief Financial Officer then explained that monthly submitted costs have averaged \$137.0 million over the 12 months preceding this Board meeting, and the total amount submitted and audited in this 12-month period equals approximately \$1.64 billion.

Approval of Audits, New Program

The Chief Financial Officer explained that the Board is being asked to approve eleven Capital Pipeline Program audits listed on Exhibit D. She explained that the total combined grant amount for these eleven projects is \$52,492,627.

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

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 D 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
Sheila Vanderhoef – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 7 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 October 27, 2021 Board meeting, the MSBA has visited or had meetings with individuals from 26 projects. As of December 10, 2021, nine districts have voted affirmatively to appropriate feasibility study funds or full project funds. He explained that the MSBA anticipates 18 project visits or meetings in January and February 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 groundbreakings, one

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topping off ceremony, and three ribbon cutting ceremonies. He presented a list of the events as part of his PowerPoint presentation.

Next, the Executive Director explained that the MSBA held a virtual program on December 2, 2021 called Massachusetts Schools Embrace a Sustainable Future and a Story of a Building Renovation presentation on December 8, 2021 regarding the Bartlett High School.

The Executive Director then explained that the MSBA held a Joint Roundtable with the Massachusetts Office of Campaign and Political Finance on October 28, 2021 regarding the Communication Ground Rules of Municipal Ballot Question Elections and a Contractor Roundtable on December 9, 2021 regarding Geothermal Systems and Lessons Learned.

Next, the Executive Director congratulated Zhanna Pekelis on her promotion to Project Manager III and Patrick DeAngelo on his promotion to Project Manager II. He then congratulated Gianpiero Tirella and his wife on the birth of their daughter Bianca on October 27th and Evan Levesque and his wife on the birth of their son Lawson on November 7th.

Then, the Executive Director wished everyone a happy holiday season and presented a picture of artwork displayed at the entrance of the MSBA office by MSBA staff member Chizoba Ezeigwe as part of his PowerPoint presentation.

Project Status Updates

The MSBA's Director of Capital Planning, Mary Pichetti, provided an update on the proposed project in the Northeast Metropolitan Regional Vocational School District. She explained that the Northeast Metropolitan Regional School District received Project Scope and Budget approval at the August 25, 2021 Board of Directors Meeting. The 120-day deadline for the District to secure local authorization is December 23, 2021. The District has reported that they secured affirmative action, or non-disapproval, from ten of the district's 12 member communities with the funding disapproved by the Town of Saugus at their October 18, 2021 Special Town Meeting and the City of Chelsea at their October 18, 2021 City Council meeting. Per M.G.L. Chapter 71, Section 16 (d), this constitutes an overall failed (project) vote. The District requests an extension to conduct a District-wide referendum under Chapter 71, Section 16 (n).

Staff supports an additional extension of time through March 2, 2022 so that the District can conduct a referendum vote for the proposed project on January 25, 2022.

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. The MSBA has received certificates of substantial completion from 16 projects: Middleborough, Ludlow, Harvard, Worcester, Shrewsbury, Danvers, Northbridge, Framingham, Springfield, Westport, Manchester Essex Regional, Marblehead, Foxborough, Central Berkshire, Westborough and Wareham. Staff anticipates receipt of the certificate from Fall River after the project reportedly reached substantial completion. Meanwhile, staff will continue to monitor the remaining project, Bristol County.

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The Deputy Director of Capital Planning then provided bid data for the MSBA's Accelerated Repair Program. Staff have received the final bid result for the 2019 program. The final bid was over budget by approximately 1%. In total, 37 of the 38 reported bids were within their estimated budget.

For the 2020 program, two of the three reported projects bid within the estimated budget. An additional seven projects are anticipated to bid with results reported by the March 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 twelve projects received sub-bids in 2021. Since the October Board of Directors meeting, two projects revised their bid schedules moving into early 2022. As a result, the total projects reporting for 2021 has been reduced from 14 to 12. The total projects anticipated for 2022 is 18.

He explained that the second slide shows the two projects that have reported bids since the October Board of Directors meeting. Springfield reported its GMP execution while Braintree reported its DBB bid. Eight of nine projects have now reported bids within budget. The nine projects consist of two Construction Manager at Risk projects and seven DBB projects. In square foot cost, the 2021 results continue to range from \$428/sf (Easton Center School) to \$513/sf (Millbury Raymond E. Shaw Elementary School).

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 December, January and February and anticipated DBB Bids or GMP Executions in December, January and February.

Next, MSBA Project Manager Christy Murray presented slides for bidding information regarding MSBA projects. She explained that the MSBA is currently tracking 27 projects for filed sub bidding during 2022 and 2023. This includes all projects that have been approved for Preferred Schematic Design prior to today. The 27 projects have a total estimated construction budget of approximately \$2.9 billion. With the receipt of filed sub bids for Gloucester and Braintree, 2021 bidding is complete.

Coming up in 2022, 18 projects are scheduled for filed sub bids. With those 18 projects, the MSBA is tracking a total estimated construction budget of just over \$1.6 billion. 2022 bidding will begin with Ashland and Worcester followed by Somerset, Boston, Nauset and Westwood in the first half of the year.

2023 currently has nine projects within an estimated construction budget of about \$1.2 billion. Following today's Board vote, the MSBA will remove Medfield from the 2023 scheduled bids; however, the MSBA anticipates more projects in 2023 as they are approved for Preferred Schematic.

Finance

Sales Tax Collection Update

The Chief Financial Officer presented a PowerPoint and provided an FY2022 SMART Collections update. The FY2022 collections for July through October are \$39.5 million (11.61%) 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.

Grant Payments Update

The Chief Financial Officer provided an update regarding MSBA grant payments for projects, noting that the MSBA has made \$260,586,415 in grant payments to date in Fiscal Year 2022. This is for 134 Capital Pipeline Program projects in 101 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.

There was a brief discussion regarding the sales tax collections and the impact on the MSBA.

Mr. Sullivan commented that Mr. Cronin received an award two years ago from the Governor for his work at the Division of Local Services. He noted that he wants to congratulate Mr. Cronin for his hard work and membership on the MSBA's Board.

Debt Management, Compliance and Continuing Disclosure Policy

Then, the Chief Financial Officer presented a PowerPoint and provided an update on the MSBA's Debt Management, Compliance and Continuing Disclosure Policy. She explained that there is a biennial filing obligation with the State Finance Governance Board. The MSBA's Board of Directors voted to adopt the MSBA's current debt management policy at its December 2019 Board meeting. This policy merged debt management policies, post-issuance compliance requirements and continuing disclosure obligation procedures to better reflect the overall debt management program, consolidate necessary and required policies and procedures to meet both state and federal compliance obligations, and update and incorporate compliance procedures with recent amendments to material events regarding SEC 15c2-12. Staff have reviewed recent changes that have occurred in tax and disclosure regulations that impact the MSBA's compliance obligations, the relevant provisions of the MSBA's existing policy, as well as the policies and best practices of other similar quasi-public entities. She noted that the updated 2021 Policy removes the reference to the Arbitrage Rebate Fund, which was eliminated in December 2020, and includes current financial information.

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

Approval of Massachusetts School Building Authority's Debt Management, Post-Issuance Compliance and Continuing Disclosure Obligations Policies and Procedures

VOTED: That the Board hereby approves the MSBA Debt Management, Post-Issuance Compliance and Continuing Disclosure Obligations Policies and Procedures in substantially the same form as attached hereto and authorizes the Executive Director to do all acts necessary to comply with this Policy and to establish any additional

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policies and procedures for the management of the Authority's debt as he may deem appropriate or necessary.

Mr. Sullivan commented that the MSBA is a model agency, and he wants to give credit to the Chair for her leadership.

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
Sheila Vanderhoef – Yes
Sean Cronin – Yes
Matt Deninger – Yes
Greg Sullivan – Yes
Deborah Goldberg – Yes

The motion passed – 7 in favor, 0 against, 0 abstaining.

FY21 Financial Audit Update

The Chief Financial Officer provided an update regarding the Fiscal Year 2021 Financial Audit. She explained that the draft audit is complete and with RSM for their final review; however, due to staffing and resource issues with RSM, the process has been delayed. The MSBA is waiting for the review and sign-off of the audit. She explained that she hopes to reschedule the Administration, Operations, and Finance Subcommittee meeting to sometime in January in order to bring the results of the audit to the March Board of Directors Meeting.

The Chair commented that she looks forward to the rescheduled Administration, Operations, and Finance Subcommittee meeting.

Legal

Litigation Update

The MSBA's General Counsel Christine Nolan spoke about two projects in the MSBA's pipeline that have been affected by project related litigation. She thanked the Legal department for all their work in analyzing and monitoring the cases.

First, she noted that, in past Board updates, she reported that reimbursement payments for Worcester have been placed on hold because of pending litigation related to the project. Placing payments on hold is standard when there is pending litigation. Currently, 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. As reported at the last Board meeting, on July 27th, the Superior Court allowed the City's motion for dismissal, but the Plaintiffs are appealing the decision. New since the last meeting, is that the Plaintiffs re-filed a motion to substitute parties, which was granted, and the Plaintiffs-Appellants were given leave to file a revised brief and appendix to substitute the Plaintiffs. The City is working on finalizing their brief, which is

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due in the Appeals Court on December 22, 2021. The City is also evaluating whether to file a motion for expedited review. The MSBA has been periodically updated by the City's legal department. We 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, in December 2020, the Authority was named as a defendant in a lawsuit related to the East Gloucester Elementary School project in the City of Gloucester. The MSBA was named along with the City of Gloucester and the Massachusetts Executive Office of Environmental Affairs. The plaintiffs were not seeking any monetary relief against the MSBA and the suit appeared aimed solely at stopping the project. 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. 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. As reported at the last Board meeting, the Plaintiffs appealed the decision and had indicated an intention not to pursue the appeal against the MSBA, but the dismissal was not yet official. She noted that she is pleased to report that the appeal has been dismissed as against the MSBA. It is also dismissed as against the Executive Office of Environmental Affairs but not the City of Gloucester. The MSBA may file an amicus brief, also called a friend of the court brief, clarifying the meaning of the MSBA's regulations cited in the Plaintiffs' brief and possibly other matters of institutional interest to the MSBA. This brief would likely be due in the Spring. As the appeal remains pending against the City of Gloucester, the Project Funding Agreement that was authorized for this Project by the MSBA, has not been executed. MSBA staff will continue to update the Board.

The Chair thanked the General Counsel for her update.

Ms. Kwan asked if the litigation would have an impact on the total budgets for the projects.

The General Counsel explained that since the projects are proceeding, the MSBA does not expect there to be any major impact to the budgets.

The Chair wished everyone a happy holiday season. She thanked the MSBA staff.

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

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

Roll Call Vote:

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

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The motion passed – 7 in favor, 0 against, 0 abstaining.

The meeting was adjourned at 11:30 a.m.

List of documents and exhibits used at the meeting:

- PowerPoint Presentation
- October 27, 2021 Board Meeting Minutes
- Project Removal from the Accelerated Repair Program
- Project Funding Agreement Recommendations for the Accelerated Repair Program
- Project Removal from the Capital Pipeline
- Invitation to Feasibility Study
- Recommendation for Preferred Schematic Design
- Invitation to Project Scope and Budget
- Audit Status Report
- Recommendation for Approval of Final Audits, Capital Pipeline Program
- Project Overview Report
- Sales Tax Collection Update
- Grant Payments Update
- FY22 Budget Update
- Recommendation for Approval of the MSBA's Debt Management, Compliance and Continuing Disclosure Policy