**Massachusetts Development Finance Agency**

**Meeting of the Board of Directors**

**(*conducted entirely by Remote Participation*)**

**Thursday, July 8, 2021**

**10:00 a.m.**

**M I N U T E S**

DIRECTORS PRESENT: Mike Kennealy, Secretary of Housing & Economic Development, Chair

 Brian Kavoogian, Vice Chair

 James Blake

 James Chisholm

 Joan Corey

 Francesca Maltese

 Juan Carlos Morales

DIRECTORS ABSENT: Mark Attia, Designee for Secretary of Administration & Finance

 Kristina Spillane

 Christopher Vincze

 Ellen Zane

Agency Staff: Dan Rivera, President and CEO

 Theresa Park, SEVP and Deputy Director

 Simon Gerlin, Chief Financial Officer

 Ricks Frazier, General Counsel and Secretary

 Cassandra McKenzie, EVP, Real Estate

 Jessica Strunkin, EVP, Devens

 Marcos Marrero, EVP, Community Development

 Tania Hartford, EVP, Operations and Chief of Staff

 Dena Kavanagh, Deputy General Counsel

 Victoria Stratton, Recording Secretary

John Ambold

Rob Anderson

Roy Angel

Naomi Baruch

Anthony Berry (summer intern, Military Initiatives)

Ammie Boucher, Devens FF

Graeme Brown

Jeff Buckley

Sean Calnan

Frank Canning

Robert Carley

Nicole Casados (summer intern, Office of the President)

Steve Chilton

Laura Christopher

Jennifer Cohen

Sheri Corbeil

Julie Cowan

Mary Ellen DeFrias

Brenda Doherty

Tom Dolan

Carol Edwards

Nick Giaquinto

Amanda Gregoire

Joseph Grivers

Elsa Heil, Devens FF

Brian Horgan

Abdullah Ilyas (summer intern, Finance Programs)

Tim Kelly

Connie Kirby

Noah Koretz

Orlando Lewis

Alejandro Lopez

John Marc-Aurele

Shyla Matthews

Shane Melone

Paul Moran

Rachel Mui (summer intern, Lending)

Lillian Muñoz

Leigh Natola

Thao Nguyen (summer intern, Real Estate)

Jan Nuzzolo

Sarah O'Brien (summer intern, TDI)

Claire O’Neill

Sh'Nardria Peterson (summer intern, Legal)

Doug Robinson

Joel Ross II (summer intern, Lending)

Kelsey Schiller

Robert Seega

Paula Semedo (summer intern, TDI)

Simmee Silton

Pat Sluder

Joe St. Pierre

Ed Starzec

Jessica Tang (TDI intern)

Kaleb Tesfaye (summer intern, Office of the President)

Cynthia Tonucci

Ellen Torres

Eleni Varitimos

Shanta Vaughan

Gary Walker

Matt Wamback

Benny Wong

Unidentified caller (617-981-3675)

Guests: Melissa Barretta, Acting HR Director, consultant

 John Beatty, Executive Director, Military Asset and
Security Strategy Task Force

 Ashley Stolba, Undersecretary of Housing & Economic Development

A Meeting of the Board of Directors of Massachusetts Development Finance Agency (“MassDevelopment” or the “Agency”) was held Thursday, July 8, 2021, by Remote Participation (See Secretary’s Note, below), pursuant to notice duly given.

The Chair welcomed everyone and, confirming the presence of a quorum on the videoconference, he called the meeting to order at 10:05 a.m. He asked if there were any guests present and there were only those identified.

[*Secretary’s Note: It was noted that this Board Meeting was taking place entirely remotely – via zoom videoconference – pursuant to Section 20 of Chapter 20 of the Acts of 2021 Extending Certain COVID-19 Measures Adopted During the State of Emergency, as well as the Agency’s Remote Participation Policy. Access codes for general public use were included in the Public Notice for this meeting.*]

**Minutes**

**1. VOTE – Meeting Minutes (June 10, 2021)**

The Chair asked if there were any comments on the draft minutes of the June 10, 2021 Board meeting, and there were none. He asked for a vote to approve these minutes and, upon motion duly made and seconded, by a roll call of the directors on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves the minutes of its June 10, 2021 Board meeting, which are attached and made a part of the minutes of this meeting.

**President / CEO Report**

Mr. Rivera reported on recent tours of New England Studios and the Ft. Devens Museum in Devens. He spent time with legislators – Rep. Donald Mariano (D – 3rd Norfolk) and Senate President Karen Spilka (D – 2nd Middlesex and Norfolk) – and attended an annual meeting in Fitchburg; he plans to continue outreach to community leaders. Mr. Rivera also visited the Worcester Public Market (“every community should have one,” he remarked) and attended events in Nubian Square.

Mr. Rivera reported that the office is ready for the return of staff and the Future of Work (“FOW”) Committee continues to focus on determining how that will happen and what it will look like. The Committee made a presentation to senior management last week that assumes a hybrid model (to be implemented mindfully and as equitably as possible across the Agency). He explained that MassDevelopment is following the lead of the Executive Office of Housing & Economic Development in this regard. Regional office space needs are also under review. Mr. Rivera indicated that the FOW Committee hopes to have a plan in place by the end of summer. Meanwhile, Diversity, Equality, Inclusion (“DEI”) efforts continue and the Agency’s DEI consultant anticipates presenting a report to the Board in August. In addition, the Agency is investigating the acquisition of Enterprise Resource Planning software and/or additional process improvement tools, as recommended by a recent BlumShapiro report.

With respect to personnel, the Board was reminded that MassDevelopment has not had a formal Human Resources Director for three years and, therefore, an interim Director/ consultant has been retained from Associated Industries of Massachusetts, or AIM, for 20 hours a week. Melissa Barretta has been serving in this capacity for about a month and, among other tasks, she is conducting an audit of the HR Department, bringing training(s) up to date, and increasing awareness of relevant federal HR standards. The Agency’s internship program is well underway and 15 interns are here for the summer, working and learning throughout MassDevelopment.

**2. Employee Introduction(s)**. Mr. Rivera recognized several long-term MassDevelopment employees and the number of years each has worked for the Agency. He then introduced the following employees: Ammie Boucher and Elsa Heil, Devens Firefighters, who recently joined the Fire Department as its first female firefighters, and Shane Melone, who has been promoted to Interim DPW and Recreation Director following six years with the Agency. Each made brief biographical remarks.

**General**

**3. VOTE – Contract Extension for Consulting Services with RSC Insurance Brokerage, Inc.**

Mr. Gerlin described briefly this request to extend the Agency’s contract with RSC Insurance Brokerage, Inc., which provides general support for MassDevelopment’s insurance coverage strategy, for an additional year. Given RSM’s familiarity with Agency policies and protocol, procedures and people, as well as the expected uncertainty of the year to come, related to emerging from the COVID-19 pandemic, specifically, staff advises against making a change at this time. Mr. Gerlin said that a solicitation for bids will be conducted next year. The Chair asked for a vote and, upon motion duly made and seconded, by a roll call of the directors on the videoconference, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment authorizes the contract extension with RSC Insurance Brokerage, Inc., as outlined in the memorandum and vote dated July 8, 2021, which are attached and made a part of the minutes of this meeting.

**4. VOTE – Contract Extension for Securities Market Data Reporting and Analysis Software with Bloomberg L.P.**

Citing extensive market research over several months that did not identify a superior platform, Mr. Chilton described this request to extend for three more years its contract with Bloomberg L.P., which has provided securities market services, information, data, and software to the Agency since 2006. He noted various examples of where and how Bloomberg’s services have informed Agency projects, including and beyond Investment Banking transactions. Board members expressed appreciation of the due diligence efforts, but suggested that staff watch for new entrants because “the data is available.” The Chair asked for a vote and, upon motion duly made and seconded, by a roll call of the directors on the videoconference, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment authorizes the contract extension with Bloomberg L.P., as outlined in the memorandum and vote dated July 8, 2021, which are attached and made a part of the minutes of this meeting.

**Bond Transactions**

**5. Bond Detail Memorandum**. For informational purposes, the Bond Memorandum is attached and made a part of the minutes of this meeting. Mr. Chilton provided a brief summary, noting no changes to the July Board materials. However, he reported a change in the project description of the $80 million bond issuance for Ascentria Care Alliance, Inc., which was approved by the Board last month; specifically, the description omitted the acquisition of an adjacent building.

The Chair then advised that the Board would vote on the approval and findings for the matters in Tabs 6 through 13, to be considered following the opportunity for discussion, pursuant to Section 8 of Chapter 23G of the General Laws, as amended.

**Bonds: Official Action Approvals**

**Official Action Project with Volume Cap Request**

**6.** Upon motion duly made and seconded, by a roll call vote of the directors present on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of Franciscan Hospital for Children, Inc., in Boston, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $35,000,000.

**Bonds: Final Approvals**

**Final Approval Projects without Volume Cap Requests**

**7.** Upon motion duly made and seconded, by a roll call vote of the directors present on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the Official Action / Final Approval (“OA/FA”) resolution that is attached and made a part of these minutes regarding:

a project of the Dana-Farber Cancer Institute, Inc., in numerous Massachusetts locations, for the issuance of 501(c)(3) Tax-Exempt and Taxable Bonds to finance such project in an amount not to exceed $94,350,000.

**8.** Upon motion duly made and seconded, by a roll call vote of the directors present on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of The Fay School, Inc., in Southborough, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $46,000,000.

**9.** Upon motion duly made and seconded, by a roll call vote of the directors present on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of the Equitable School Revolving Fund, LLC, in New Bedford, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $22,400,000.

**10.** Upon motion duly made and seconded, by a roll call vote of the directors present on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of Signature Healthcare Corporation (Obligated Group), in Brockton, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $20,000,000.

[*Secretary’s Note:* *Mr. Blake advised that HarborOne Bank, of which he is President, is the purchaser of the bond for Signature Healthcare Corporation. He, therefore, recused himself from the consideration of this matter; at the time the roll call vote was taken (later in the meeting), he was disconnected from the videoconference and did not participate in any discussion, deliberation, or vote on the matter.*]

**11.** Upon motion duly made and seconded, by a roll call vote of the directors present on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of Holyoke Community Charter School, in Holyoke, Massachusetts, for the issuance of a Tax-Exempt Bond to finance such project in an amount not to exceed $8,500,000.

**12.** Upon motion duly made and seconded, by a roll call vote of the directors present on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of the Maimonides School in Brookline, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $5,600,000.

**Final Approval Project with Volume Cap Request**

**13.** Upon motion duly made and seconded, by a roll call vote of the directors present on the videoconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of Walando Homes Limited Partnership, in several Boston, Massachusetts, locations, for the issuance of a Tax-Exempt Bond to finance such project in an amount not to exceed $13,282,012.

**Standing Board Committee Reports**

***Origination & Credit Committee***

Mr. Blake reported that the Origination & Credit Committee met on Tuesday, July 6.

**Lending**

**14. VOTE – Standard Holdings, LLC (Hyannis) – Loan Guarantee – General Fund**

Mr. Moran referred to the Board’s prior approval of financing to support the conversion of a blighted building that has been vacant for more than ten years in Hyannis, Massachusetts, into a 53 unit year round apartment complex that will consist of 43 units of mid-market / workforce rental units and 10 affordable units. He then described how rising construction costs have led to the restructuring of certain terms of this transaction and a request by the participant bank for an Agency Guarantee. The Chair asked for a vote and, upon motion duly made and seconded, by a roll call of the directors on the videoconference, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves the Guarantee to BankFive Corporation for the benefit of Standard Holdings, LLC, as outlined in the memorandum and vote dated July 8, 2021, which are attached and made a part of the minutes of this meeting.

***WALK-IN*. VOTE – La Colaborativa, Inc. (Chelsea) – Senior Loan and Forgivable Subordinated Loan – General Fund**

Mr. Horgan apologized for this late submission. He then explained the request from La Colaborativa, Inc., formerly Chelsea Collaborative, for $4.1 million in financing (much of which will be in the form of forgivable loan(s) to be reimbursed over time by the Commonwealth) to support the acquisition of land and buildings in Chelsea so that the borrower may consolidate its operations, continue to provide much needed food pantry and other services in Chelsea and Everett, and vacate its current location so that another important project may proceed. A discussion ensued regarding the borrower’s history and the immediate nature of this request. The Chair and Mr. Attia commented on the involvement of other Commonwealth agencies, including the Executive Offices of Housing & Economic Development and Administration & Finance, MassHousing, and MassDevelopment. Certain terms and stipulations of the financing were discussed, as well as the borrower’s abilities to raise significant funds through donations and to continue to offer food pantry services to the Latinx community, in particular, to address ongoing food insecurity issues. The Chair asked for a vote and, upon motion duly made and seconded, by a roll call of the directors on the videoconference, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves the financing for La Colaborativa, Inc., as outlined in the memorandum and vote dated July 8, 2021, which are attached and made a part of the minutes of this meeting.

***Real Estate Development & Operations Committee***

Mr. Kavoogian reported that the Real Estate Development & Operations Committee also met on Tuesday, July 6.

**15. – VOTE – Devens – Compass Facility Services, Inc. – Renewal of Custodial Contract**

Complementing the excellent quality of custodial services currently provided, Ms. Strunkin requested authority to extend Compass Facility Services’ contract for an additional year. The Chair asked for a vote and, upon motion duly made and seconded, by a roll call of the directors on the videoconference, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves the contract extension with Compass Facility Services, Inc., as outlined in the memorandum and vote dated July 8, 2021, which are attached and made a part of the minutes of this meeting.

**16. Devens Updates**. For informational purposes, the Devens Updates are attached and made a part of the minutes of this meeting. Ms. Strunkin reported that a meeting took place involving people from the U.S. Army, the Pentagon, the Massachusetts Department of Transportation, and others, to discuss the *Lovell Street Bridge* project and potential sources of funding. She explained that there is no pool of funding available currently, but if the project meets certain criteria, an appropriation of federal funds will be sought, which will come to the Agency through MassDOT.

Ms. Strunkin again congratulated Shane Melone, newly promoted to Interim DPW and Recreation Director, who is doing a great job already during the busy recreation season. She thanked Hillary Andrews, Recreation Manager, for making the 2021 Devens Family Fun Day the best one so far, with record attendance. Ms. Strunkin also commended Roy Herzig, Devens Environmental Engineer, Rob Carley in Legal, and others in Real Estate for recent efforts related to the relocation of *soil from construction sites*, which continues to be a matter of priority for numerous development projects in Devens. Ms. Strunkin expects to be able to introduce the new Devens Deputy Fire Chief at the August Board meeting.

Ms. Strunkin advised of a Change of Command/Responsibilities ceremony that she attended on July 1 at *Ft. Devens*, to welcome new commanders Lt. Colonel Trent Colestock and Command Sergeant Major Jamie Rogers. She hopes to arrange a meeting with them soon to discuss shared interests.

**17. Statewide Real Estate Projects Updates**. For informational purposes, the Statewide Updates are attached and made a part of the minutes of this meeting. Ms. McKenzie reported lots of activity in ***Devens***: Land Disposition Agreements are being finalized for 16 Bulge Road and 11 Grant Road; two sites – 105 Sherman Ave. (5 acres) and 77 Saratoga Blvd. (2 acres) – are being looked at by potential buyers; the Emerson Green project is at the halfway point, with 60 units sold and 3 more under agreement. When asked about sales prices, Mr. Starzec advised that the single family homes are selling in the mid $600,000s, while the duplex units are selling in the mid $400,000s. Staff is busy reviewing responses to a request for proposals to provide services for homeless veterans in Devens and the first round of master planning exercises is underway for Salerno Circle and the Shirley Village Growth Area.

In ***Taunton***, the Taunton Development/MassDevelopment Corporation met on June 23 to approve its FY2022 budget. During that meeting, the project’s manager Mike Mitchell suggested that the TD/MDC board consider (i) amending the FY2021 budget to reimburse MassDevelopment $2 million for staff time, rather than reimbursing over time in the years ahead as was planned, and (ii) advancing the schedule of anticipated revenue sharing; both of these items were approved by the TD/MDC board. With respect to the ***New Bedford State Pier***, staff is completing the review of bids for the North Wharf design, while also continuing to refine the Request for Interest to be issued soon for the redevelopment of other portions of the Pier.

Ms. McKenzie advised of the hiring of a Construction Engineer and VP, Planning & Predevelopment. Interviews are taking place to fill the positions of Program Manager, VP, Asset Management, and Sr. VP, Development. She noted that staff members from Real Estate and Community Development are preparing to evaluate 100 applications for the Underutilized Properties Program and 27 applications for the Site Readiness Program submitted/received through the *Commonwealth One Stop for Growth* portal.

***Community Development***

Mr. Marrero reported that roles and responsibilities in the CD Department continue to be tweaked, and staff has started the conversation regarding a metrics to measure success. Regional Team meetings, or, listening sessions, have begun with communities in Massachusetts, and Mr. Rivera said all the big cities want to participate and it is very exciting. When asked if there is a strategic plan in the queue for the CD Department, Mr. Rivera advised of follow-ups to come.

**Strategic Planning**

* **Strategic Planning Update.**

Mr. Rivera confirmed that discussions are happening regarding overall strategy, and specific strategies are being refined with respect to Finance Programs, Real Estate, and organizational excellence. He said a Strategic Planning presentation is in production and he hopes to present it next month.

**Informational / Reports**

**18. Delegated Authority Report for Loan Approvals (May 2021)**. For informational purposes only, the Delegated Authority Report regarding Loan Approvals is attached and made a part of the minutes of this meeting. There was no discussion of this report.

**19.** **Media Report (June 2021)**. For informational purposes only, the Selected Press Clips, Media Report, and Web Statistics for the previous month are attached and made a part of the minutes of this meeting. No discussion of these items took place.

[*Secretary’s Note: At this time in the meeting the Chair asked for one roll call vote, upon motion duly made and seconded, to approve the following: the minutes (Tab 1); the contract extensions to RSC and Bloomberg (Tabs 3 and 4); the bond transactions (Tabs 6 through 9 and 11 through 13); the lending requests (Tab 14 and the request for La Colaborativa); and the Devens contract extension (Tab 15). An individual vote was taken for the bond issuance for Signature Healthcare Corporation (Tab 10), due to the recusal identified above. Accordingly, all items were approved as indicated above.*]

**Miscellaneous: Old Business / New Business**

The Chair asked if there was any new or old business to consider, and there was none. The Chair advised that the Commonwealth received $5 billion from the Cares Act, and the legislature will control where the funds go. The Governor has asked the Legislature to authorize $2.9 billion for immediate disbursement to support housing creation, worker retraining, downtown revitalization, tourism, and more. He said the Executive Office of Housing & Economic Development will make its case to the legislators by citing proven existing programs. He said there is no need for new programs for these funds, when there are existing successful programs with pipelines of projects that are eager put the funds to work. The Chair then explained certain stipulations regarding these federal funds, including that they must be allocated by 2024 and spent by 2026. While there have been no substantive discussions to date, the Chair advised, “no one has said these ideas are bad.” When asked about assistance for small businesses, the Chair advised that small businesses are included in the dollars for downtowns and outdoor spaces. Additional federal funding for small businesses, specifically, is also available from the State Small Business Credit Initiative. The Chair advised that he has been “back on the road more” in the last few weeks, and he said there is lots of optimism out there. Mr. Blake was hopeful and pleased to hear that funds are being reserved for homeownership, including down payment assistance.

**Executive Session**

**20. VOTE – Jodrey State Pier (Gloucester) – Cape Seafoods, Inc. Lease**

Due to components involving the value of real property in Gloucester, the discussion of this item was reserved for Executive Session.

* **Real Estate Technical Services Discussion**

Due to components involving the value of real property in Leicester and Worcester, the discussion of this item was reserved for Executive Session.

The Chair advised, at 11:21 a.m., that, pursuant to Mass. General Laws Chapter 23G, Section 2(l), and Chapter 30A, Sections 21 & 22, the Board of Directors of MassDevelopment was going into Executive Session, following a roll call vote, which was taken and unanimously voted in favor, for discussion and vote on a real property transaction in Devens, Leicester, and Worcester. The Chair advised that the Open Meeting portion of the Board meeting would adjourn at this time; Board members and staff involved in the discussion(s) were instructed to remain on the videoconference while all others disconnected. He noted that the Board will not reconvene in Open Session following Executive Session.

[*Executive Session held*]

There being no further discussion or business before the Board of MassDevelopment, the Board Meeting and its Executive Session were adjourned in Executive Session at 11:27 a.m.