

ESSEX NORTH SHORE AGRICULTURAL & TECHNICAL SCHOOL DISTRICT

REGULAR MEETING

MINUTES

AUGUST 30, 2012

MEMBERS PRESENT: M. Patterson, Department of Agriculture, Vice Chairman  
L. Bonfanti, Peabody, Secretary  
D. Porteous, Beverly  
R. Fravel, Danvers  
M. Teixeira, Gloucester  
D. Ketcham, Hamilton  
P. Anderson, Lynnfield  
M. Sweeney, Marblehead  
T. St. Pierre, Salem  
W. Jackson, Swampscott  
C. Robinson, Topsfield  
W. Nichols, Wenham

MEMBERS ABSENT: G.R. Harvey, Essex, Chairman  
D. Cahill, Department of Agriculture  
L. Siewko-Story, Department of Agriculture  
M. Crowe, Boxford  
J. Sabella, Manchester  
E. Weitzler, Middleton  
Nahant  
Rockport

OTHERS PRESENT: D. O'Connell, Superintendent-Director, NSRVSD  
R. Bourgeois, Superintendent-Director, EATHS  
C. Worth, District Treasurer  
K. Nigro, PMA  
P. Frazier, Sr. Vice President, FirstSouthwest  
C. Worth, District Treasurer  
C. Levesque, Recording Secretary  
Others

1. Call to Order

The meeting was called to order at 7:00 p.m.

2. Tentative Regular Meeting Minutes for Approval

It was moved by Mrs. Sweeney and seconded by Ms. Teixeira and VOTED to approve the Tentative Special Meeting Minutes of July 19, 2012 as amended. Abstentions: Mr. Bonfanti, Dr. Anderson, Mr. Jackson, Mr. Ketcham, Mr. Nichols, Mr. Porteous, Mr. Robinson, Ms. Teixeira.

- Amend Ms. Sweeney as Absent

A motion was made by Mrs. Sweeney and seconded by Ms. Teixeira and VOTED unanimously to move Agenda Item 5 Out of Order.

5. Review and Approve the Results of the District's Bond Anticipation Note Sale

Mr. Frazier, Senior Vice President, FirstSouthwest, reported to the Committee that the sale of Bond Anticipation Notes of \$19,000,000 to Morgan Stanley & Co., LLC.

Mr. Frazier explained that it would not be beneficial for the District to permanent bond. The advantage is that the longer the District is in the market it is beneficial to the credit rating. The District's financing plan strives to keep the member communities debt service costs as low as possible during the construction phase of the project and to permanently finance the District's share (start to pay back principal) once the school opens. However, plans are subject to change and can be reviewed and modified each year prior to the maturity of the Notes.

A motion was made by Mr. Bonfanti and seconded by Ms. Teixeira and vote taken by Roll Call:

I, the Secretary, of the Essex North Shore Agricultural and Technical School District School Committee (the "Committee"), certify that at meeting of the Committee held August 30, 2012, of which meeting all members of the Committee were duly notified and at which a quorum was present, the following votes were unanimously passed, all of which appear upon the official record of the Committee in my custody:

Voted: to approve the sale of a \$19,000,000 2.00 percent General Obligation Bond Anticipation Note (the "Note") of the District dated August 31, 2012, and payable August 30, 2013, to Morgan Stanley & Co., LLC at par and accrued interest, if any, plus a premium of \$267,710.00.

Further Voted: that in connection with the marketing and sale of the Note, the preparation and distribution of a Preliminary Official Statement dated August 16, 2012, and a final Official Statement dated August 23, 2012, each in such form as may be approved by the District Treasurer, be and hereby are ratified, confirmed, approved and adopted.

Further Voted: that the District Treasurer and the Chairman of the Committee be, and hereby are, authorized to execute and deliver a significant events disclosure undertaking in compliance with SEC Rule 15c2-12 in such form as may be approved by bond counsel to the District, which undertaking shall be incorporated by reference in the Notes for the benefit of the holders of the Notes from time to time.

Further Voted: that we authorize and direct the District treasurer to establish post issuance federal tax compliance procedures in such form as the District Treasurer and bond counsel deem sufficient, or if such procedures are currently in place, to review and update said procedures, in order to monitor and maintain the tax-exempt status of the Notes.

Further Voted: that each member of the Committee, the District Secretary and the District Treasurer be and hereby are, authorized to take any and all such actions, and execute and deliver such certificates, receipts or other documents as may be determined by them, or any of them, to be necessary or convenient to carry into effect the provisions of the foregoing votes.

I further certify that (i) the votes were taken at a meeting open to the public, that no vote was taken by secret ballot, that a notice stating the place, date, time and agenda for the meeting (which agenda included the adoption of the above votes) was filed with the Town or City Clerks (as applicable) of each of the member municipalities of the District (collectively, the "Municipal Clerks") and copies thereof posted in a manner conspicuously visible to the public at all hours in or on the municipal buildings in which the offices of the Municipal Clerks and the District Secretary are located, at least 48 hours, not including Saturdays, Sundays and legal holidays, prior to the time of the meeting and remained so posted at the time of the meeting, that no deliberations or decision in connection with the sale of the Notes were taken in

executive session, all in accordance with G.L. c.30A, §§18-25 as amended; and (ii) notice of the meeting was given to each member of the Committee in accordance with the District's By-laws adopted on January 6, 2011.

Roll Call Vote:

Yes-

Mr. Porteous, Mr. Fravel, Ms. Teixeira, Mr. Ketcham, Dr. Anderson, Mrs. Sweeney, Mr. Bonfanti, Mr. St. Pierre, Mr. Jackson, Mr. Robinson, Mr. Nichols, Dr. Patterson.

No-

None

Motion carries unanimously.

3. Treasurer's Report

Ms. Worth reported that the FY11 and FY12 Report on Financial Statements performed by Powers & Sullivan, LLC were included in member's packets. Ms. Worth stated that the firm was responsive and completed the audit in a timely manner.

Mr. Bourgeois asked if a management letter was available. After discussion, a Motion was made by Ms. Teixeira and seconded by Mrs. Sweeney and unanimously VOTED that the District Treasurer request that the auditing firm issue a management letter.

It was moved by Dr. Anderson and seconded by Mrs. Sweeney and unanimously VOTED to place the July 31, 2012 Balance Sheet on file for audit.

It was moved by Dr. Anderson and seconded by Mrs. Sweeney and unanimously VOTED to place the July 31, 2012 Profit and Loss Report on file for audit.

4. Owner's Project Manager Report

Mr. Nigro referred to the Concrete Summary dated August 24<sup>th</sup> that was included in the packet.

A recent inspection by the State Plumbing Inspector went well and now those approved sections can be backfilled.

Mr. Nigro referred to the June 18, 2012 Progress Schedule that was included in the packet.

Mr. Nigro reported that no bids were received for Glass and Glazing. Three bids were received for Electrical, but the lowest responsive bidder withdrew due to a major math error. At this time, these three bids are not affecting the construction progress.

Mr. Nigro reported that a meeting for the Guaranteed Maximum Price (GMP) has been scheduled with Gilbane Co. for September 5<sup>th</sup>.

A Motion was made by Mr. St. Pierre and seconded by Mrs. Sweeney to approve the Amendment #3 from DesignPartnership of Cambridge (DPC) that authorizes DPC to proceed with consultant services for survey, environmental site assessments, endangers species study, traffic engineering, geo-technical investigation and design and site permitting services.

	Previous amount	Amended Amount
EDG - Structural Peer Review	\$ 0	\$ 15,950.00

Essex North Shore Agricultural & Technical School Committee

August 30, 2012

Approved: September 13, 2012

Pare – Traffic Light Design	\$ 0	\$ 27,995.00
CDW – Construction Phase for 21E (*)	\$ 0	\$ 15,290.00
Weber Assoc. Geo-tech Athletics (*)	\$ 0	\$ 10,780.00
Weber Assoc. CA Services (*)	\$ 0	\$ 24,948.00
Holmberg & Howe Riverfront	\$ 0	\$ 6,820.00
Vesper Sparrow – Basbanes	\$ 0	\$ 660.00
Universal Engineering CA (*)	\$ 0	\$ 42,350.00
FF&E design, procurement & install	\$ 0	\$ 449,900.00
<b>Total Fee</b>		<b><u>\$9,468,320.00</u></b>

The authorized value under Amendment #3 to the DPC Contract is \$594,693, which brings the total current contract value to \$9,468,320, as recommended by the School Building Committee.

Roll Call Vote:

Yes-

Mr. Porteous, Mr. Fravel, Ms. Teixeira, Mr. Ketcham, Dr. Anderson, Mrs. Sweeney, Mr. Bonfanti, Mr. St. Pierre, Mr. Jackson, Mr. Robinson, Mr. Nichols, Dr. Patterson.

No-

None

Motion carries unanimously.

A motion was made by Mr. St. Pierre and seconded by Mrs. Sweeney and unanimously VOTED to approve the Gilbane Amendment #3 “Recommendation to Award” (RTA) for the following early trade contractor construction packages:

Amendment # 3 letter shall serve as our recommendation to increase our contract per the control budget values for Masonry, Misc. Metals, Waterproofing, Roofing, Tiling, Acoustical Ceilings, Resilient Floors, Painting, Plumbing and HVAC scopes of work.

Current Contract (Trough Amendment #2): \$36,660,135

<u>Recommended Contract Adjustments:</u>	<u>Budget:</u>
RTA #04A - Masonry – Fernandes Masonry	\$4,065,000
RTA #05B – Misc. Metals – NH Steel Fabricators	\$1,327,425
RTA #07A – Waterproofing – PJ Spillane	\$1,544,000
RTA # 07C – Roofing – PJ McKenna	\$1,830,325
RTA #09A – Tiling – Bonomo Tile Co.	\$634,000
RTA #09B – Acoustical Ceilings – H. Carr & Sons	\$944,400
RTA # 09D – Resilient Floors – West Flooring	\$928,817
RTA #09G – Painting – Homer Contracting	\$707,355
RTA #22A – Plumbing – Sagamore Plumbing	\$6,256,000
RTA #23A – HVAC – P. J. Kennedy	\$10,523,000

Total Value Authorized This Amendment #1: **\$ 28,760,322**

Total Contract To Date Including Amendment #1: **\$ 65,420,457**

Roll Call Vote:

Yes-

Mr. Porteous, Mr. Fravel, Ms. Teixeira, Mr. Ketcham, Dr. Anderson, Mrs. Sweeney, Mr. Bonfanti, Mr. St. Pierre, Mr. Jackson, Mr. Robinson, Mr. Nichols, Dr. Patterson.

No-

None

Motion carries unanimously.

A Motion was made by Mr. Robinson and seconded by Mrs. Sweeney that Essex North Shore Agricultural and Technical School Committee will not consider or approve future Contract Amendments without receiving the complete Guaranteed Maximum Price from Gilbane Co. with exception to Electrical, Glass, Glazing, Elevator and Windows bids.

Roll Call Vote:

Yes-

Mr. Porteous, Mr. Fravel, Ms. Teixeira, Mr. Ketcham, Dr. Anderson, Mrs. Sweeney, Mr. Bonfanti, Mr. St. Pierre, Mr. Jackson, Mr. Robinson, Mr. Nichols, Dr. Patterson.

No-

None

Motion carries unanimously.

6. Essex North Shore Agricultural and Technical Foundation, Inc. Report – Mr. Dean Porteous

Mr. O’Connell reported that the July 16<sup>th</sup> Golf Tournament earned over \$27,000 and after expenses \$18,000 was raised for the scholarship fund.

7. Superintendents’ Report – Mr. O’Connell

There was no report.

8. Sub-Committee Reports

There was no meeting or report by the **Finance & Property Policy**  
There was no meeting or report by **District Policy**.

**Personnel Policy**

Mr. Porteous reported that the Sub-Committee met on July 19, 2012 to open the Letters of Intent for the positions of Superintendent-Director and Business Manager to the new school.

Mr. Porteous explained that before moving forward the District needs to obtain an insurance policy for Employment Practices, issue an RFP to hire a legal firm and develop job descriptions.

Mr. Nichols asked who responded to the Letters of Intent and Mr. Porteous stated that the four employees currently holding those positions responded.

9. Other

There was no discussion.

11. Warrant

It was moved by Dr. Anderson and seconded by Mrs. Sweeney and unanimously VOTED to approve the Warrant of August 30, 2012 and place on file for audit.

## 12. Adjourn

It was moved by Mrs. Sweeney and seconded by Dr. Anderson and VOTED unanimously to adjourn.

The Chairman declared the meeting adjourned at 8:45 p.m.

Respectfully submitted,

Secretary

### Hand-outs

- Vote of the School District School Committee
- \$19,000,000 General Obligation Bond Anticipation Note, FirstSouthwest