

**SCHOOL BUILDING COMMITTEE
MEETING MINUTES**



Project:	Tri-County Regional Vocational Technical High School	Project No:	MP20-28
Subject:	School Building Committee Meeting No. 32	Meeting Date:	11/02/2023
Location:	ZOOM	Time:	4:00 PM
Distribution:	Attendees, Project File	Prepared By:	E. Grijalva

Present

Brian Mushnick*	SBC Chair
Karen Maguire*	Superintendent
Dan Haynes*	Business Admin.
Jonathon Dowse*	SBC Member
Harry Takesian*	Facilities Director
Jane Hardin*	SBC Member
Brendan Bowen*	SBC Member
Bob Foley*	Adult Ed. Dir
Dana Walsh	TCRVTHS Principal
Trip Elmore	DWMP- Project Director
Mike Cox	DWMP - PM
Elias Grijalva	DWMP- Assistant PM
Rachel Rincon	DWMP- Assistant PM
Vladimir Lyubetsky	DRA- Project Manager
Carl Franceschi	Principal-in-charge
Kristy Lyons	Consigli- Sr. Pre-con Manager
Lynne Welsh	Unibank Rep
Blake Hazelrigg	Luminace Rep

***SBC Voting Member**

Item No.	Description	Action
32.1	<p>Call to order: 4:02PM_meeting was called to order by SBC Chair B. Mushnick, 8 of 11 voting members in attendance.</p>	Record
32.2	<p>Previous Topics & Approval of October 26, 2023, Meeting Minutes: A motion to approve the <u>October 26, 2023</u>, previous meeting minutes as submitted was made by J. Dowse and seconded by H. Takesian.</p> <p>Discussion: None; Roll Call Vote: J. Dowse (Y), B. Mushnick (Y), J. Hardin (Y), B. Foley(Y), B. Bowen (Y), D. Haynes (Y), K. Maguire (Y), H. Takesian (Y); Abstentions: None</p> <p>All in favor. Motion passes, to approve October 26, 2023, meeting minutes.</p>	Record
32.3	<p>Invoices and Commitments for approval:</p> <p>Invoice 1: DRA October Professional Service Invoice, in the amount of <u>\$1,155.00</u></p> <p>A motion was made by J. Dowse and seconded by J. Hardin for the approval of the DRA October Professional invoice.</p> <p>Discussion: None; Roll Call Vote: J. Dowse (Y), B. Mushnick (Y), J. Hardin (Y), B. Foley(Y), B. Bowen (Y), D. Haynes (Y), K. Maguire (Y), H. Takesian (Y); Abstentions: None.</p> <p>Motion passes to approve DRA October Professional Service Invoice for payment.</p>	Record
32.4	<p>PV Removal relocation plan and agreement</p> <p>B. Hazelrigg introduces himself and shares Luminace corporate overview, termination options, and the proposed rooftop and canopy PV for the Tri-County Regional Vocational Technical High School (TCRVTHS).</p> <p>Corporate Overview Luminace</p> <ul style="list-style-type: none"> • Fully integrated distributed energy resource platform with development, operations, and power marketing capabilities across all power markets in the US. Luminace has built a one-stop-shop of decarbonization as a service solution. <ul style="list-style-type: none"> ○ Distributed Solar (On-site and Off-Site) <ul style="list-style-type: none"> ▪ Proven solar development track record with scale pipeline. ○ Storage Resiliency <ul style="list-style-type: none"> ▪ Growth in core offering as solar-plus-storage increasingly becomes the industry norm. ○ Energy Efficiency <ul style="list-style-type: none"> ▪ Partnership with a leading national ESCO, providing scale entry into synergistic business segment. ○ Grid Services 	Record

- Deep institutional power marketing expertise to capture growing demand for BTM grid services.
- EV Solutions
 - Developing nationwide network of EV charging hubs

Termination Options

- Termination including system removal: **\$3,106,490.00.**
- Termination with no system removal: **\$2,229,970.00**
- We estimate total removal cost to be roughly **\$800,000.00.**
- The numbers listed above are pull from the current contract. Luminace will do all we can to work with Tri-County, but we have significant outstanding financial obligations that must be accounted for. This limits our ability to offer large discounts beyond what is listed above when terminating and not entering into a new agreement.

T. Elmore asks what is the timeframe that you could terminate and remove this system?

B. Hazelrigg replies with 1 ½ Months to 2 months.

T. Elmore asks does the system itself have any value?

B. Hazelrigg replies the fair market value would be there but as far as finding a buyer for our used system, that's going to be hard. I ran an analysis to see if it would make sense to use the used panels on the new rooftop and it simple does not. The current panels now are roughly the same size but the technology now versus 8 years ago has changed, it would be more costly to use the current panels versus new panels because the existing panels are not as efficient.

Proposed Rooftop and Canopy PV (Recommended)

- 1.34 MW Total System Size
- 1.1 MW Rooftop system
- 240 kW Canopy system
- The design would offset approximately 75% of the current school's annual electrical consumption.
- There are many options for where the canopy could be located, and total system size could easily be increased. A larger system would decrease the overall PPA rate.
- New school electric consumption estimates have not been provided to Luminace.

Redevelopment PPA Estimates

- No Upfront payment from Tri-County
 - The full \$3.2 million terminate and removal rate baked into rate: \$.52 per kWh.
 - Reduced termination rate: \$.35 to \$.38 kWh over a 25-year agreement
- Negotiated Termination Payment Issued from Tri-County
 - Partial upfront termination payment would be used to "buy down" rate.
 - Could take rate to anywhere from \$.18 to \$.34 cent per kWh depending on the amount of termination payment issued.

- With a 1.34 MW system roughly every \$125,000 paid upfront lowers the rate close to 1 cent per kWh
- If full termination and removal payment is issued upfront, a rooftop only system (1.1MW) would likely not have a rate higher than \$.15 cent per kWh.

J. Dowse asks what is the size of the current system?

B. Hazelrigg replies with 1.286.

T. Elmore asks does the system has an \$800,000.00 value as is if you could relocate it?

B. Hazelrigg replies if you could find a buyer.

T. Elmore states that the Town of Clinton has a landfill that might be interested in taking this system, transporting, and re-erecting it on top of their landfill.

B. Hazelrigg replies I think it would be worth exploring, just keep in mind there will be additional cost associated with this, new racking hardware, electrical inverters in the panels etc.

Batteries

- MA has one of the best battery incentive programs in the US. MA Smart, MA Clean Peak Certification and Connected Solutions
- If we obtained approval for 8MW of batteries, we could likely be able to reimburse you close to the amount of termination fee using either a single payment OR we could potentially lower the PPA rate for the remainder of the term. This relies on incentive availability.
- Batteries are a slow process. We typically do not get approval for installation until we have a full year of consumption data from site, and it is possible that full 8 MW would not be approved.
- Batteries would likely become operable 3 years after solar. Financial benefit to Tri-County would issues at this time.

B. Mushnick asks about the battery facility in Medway. How would a massive backup facility work in Tri-County with no space left.

B. Hazelrigg states we would want to find a location for it.

B. Mushnick asks how big of a space are talking about?

B. Hazelrigg replies with 50x50 foot space, and it has to be located outside the building.

Pricing Impacts

- Total System size (rate decreases with more kWh produced)
- Downtime length
- Timing of Downtime (Summer more costly to Luminace Vs. Winter)
- Shading
- Canopy vs> Rooftop
- Scope of work
- Market Conditions
- Length of Agreement

	<ul style="list-style-type: none"> Escalator or No Escalator The New School's estimated annual electric consumption <p>Discussion:</p> <p>B. Bowen asks do we have a sense when we would need to have a decision made to consider these elements and potentially get Blake all the needed information.</p> <p>T. Elmore replies that the decision must be made by February 15th, the agreement has to be in place, the subcontractor has to be contracted and ready to start. April 1st would be the targeted start date.</p>	
32.5	<p>Funding Process</p> <p>L. Welsh from Unibank introduces herself and reviews the School Construction Financing Process.</p> <ul style="list-style-type: none"> District is currently in the process of obtaining the Green Light letter from Bond Counsel District can't issue debt until this is completed. <p>Financing:</p> <ul style="list-style-type: none"> Debt Issuance has been revised to reflect the additional MSBA grant funds of \$20,000,000.00 (From \$83 Mil to 103Mil) Short-Term Debt (BANs) – January 2024 - \$25,000,000.00 Cover cost up to construction bid completion. Estimated interest due FY 2025-\$1,250,000.00 (Estimated coupon 5%) Amount of interest will be offset by net premium, if any, on sale date Amount of interest will be offset by net premium, if any, on sale date <p>Bonds</p> <ul style="list-style-type: none"> Bond #1: \$137,000,000.00 issued in FY 2025 <ul style="list-style-type: none"> Full P&I – Fiscal 2026 30 year/level debt Covers approximately 2 years of project cash flow. Bond#2: <ul style="list-style-type: none"> Fiscal 2027- \$28,000,000.00 Bond #3: <ul style="list-style-type: none"> Final Issuance – MSBA Audit completed. <p>Discussion:</p> <p>B. Mushnick asks what if the economy changes and money become cheaper? Can we pay off bonds with new bonds?</p> <p>L. Welsh states that we can refinance, there is a refunding provision in the bond process.</p>	Record
32.6	<p>Contract Extension</p> <p>T. Elmore shares DWMP and DRA extended amendment contracts. We are now submitting these to the school committee for approval so K. Maguire can execute these and we can officially be under contract to keep moving forward.</p> <ul style="list-style-type: none"> DWMP Contract Extension Amendment No.002 	10

	<ul style="list-style-type: none"> ○ Construction Docs: \$1,900,000.00 ○ Bidding: \$200,000.00 ○ Construction: \$4,700,000.00 ○ Closeout: \$200,000.00 ○ Total Amendment: \$7,000,000.00 ● DRA Contract Extension Amendment No.005 <ul style="list-style-type: none"> ○ Design Development Phase: \$7,500,000.00 ○ Construction Docs: \$9,550,000.00 ○ Bidding: \$150,000.00 ○ Construction: \$3,800,000.00 ○ Closeout: \$150,000.00 ○ Total Amendment: \$21,150,000.00 ● Consigli Contract <ul style="list-style-type: none"> ○ T. Elmore states Provisions were made to the Owners and general conditions agreements. Those edits did not take place before today's meeting, but they will be completed in the next week or so. <p>Discussion: None</p> <p>B. Mushnick asks if we must bring this to the school committee in two weeks for approval.</p> <p>T. Elmore replies I believe this is your process.</p> <p>B. Mushnick asks will the amendment to Consigli contract be ready by next week to review?</p> <p>T. Elmore states that I believe Consigli contracts have already been approved, just the provisions that need to be added.</p> <p>B. Mushnick states that the provisions still must be reviewed before we pass it on.</p>	
32.7	<p>Designers workplan review</p> <p>V. Lyubetsky shares the Updated workplan. (refer to slide 22 of presentation for a list of upcoming dates for working group meetings, building committee meetings, Design Team Milestones, Tri-County School meetings, and Regulator Review).</p> <p>Key Points</p> <ul style="list-style-type: none"> ● Design Development MSBA Submission – May 1, 2024 ● Identify monthly building committee meetings, department meetings, color/design selection subcommittee meetings, and permitting phase meetings. ● Conservation Commission Notice of Intent – presenting the design of the building site to the Conservation Commission <p>Discussion:</p> <p>B. Mushnick states that one of the sites that were identified is around the solar panels. Does that mean we can't go back there and dismantle them?</p> <p>V. Lyubetsky replies If the solar arrays are within the buffer zone of the wetlands, then it will have to be discussed with the Conservation Commission.</p> <p>B. Bowen asks, would that have a big impact on the final building? If there's wetland back there within the buffer zone, that would be devastating to the project. What would be the worst-case scenario coming out of this wetland?</p> <p>V. Lyubetsky replies, it would impact the schedule.</p>	Record

32.8	Franklin ISD meeting and Con Com Meeting <ul style="list-style-type: none"> • ISD Meetings Fall of 2023 • Con Com Meetings Spring 2024 Discussion: None	
32.09	Interior Finishes working group, color, and material recommendation. T. Elmore demonstrates a sample board of colors and materials and highly recommends that a group be put together with people from the school or from the committees to assist DRA with the selection of materials, and colors. By the end of April , we'll need a color concept board for May submission to the MSBA. Discussion: K. Maguire states that D. Walsh has a group selected to participate on colors and material feedback.	
32.10	Other Topics not Reasonably anticipated 48 hours prior to the Meeting. Discussion: None	Record
32.11	Public Comment: Discussion: None	Record
32.12	Next Meeting: <u>Building Committee Meeting</u> <ul style="list-style-type: none"> • Building Committee Remote Meeting – December 14 ,2023 @ 4PM. • Building Committee Remote Meeting – January 18,2024; Location: TBD • Building Committee Remote Meeting – February 15, 2024; Location: TBD • Building Committee Remote Meeting – March 21, 2024; Location: TBD Discussion: None	Record
32.13	Adjourn: 5:57PM motion was made by J. Dowse and seconded by B. Bowen to adjourn the meeting. Discussion: None ; Roll Call Vote: J. Dowse (Y), B. Mushnick (Y), J. Hardin (Y), B. Foley(Y), B. Bowen (Y); D. Haynes (Y), K. Maguire (Y), H. Takesian (Y) All in favor, meeting is adjourned.	Record

Sincerely,
DORE + WHITTIER

Elias Grijalva
 Assistant Project Manager
 Cc: Attendees, File

The above is my summation of our meeting. If you have any additions and/or corrections, please contact me for incorporation into these minutes.