

Valley Collaborative Board of Directors
General Session Meeting Minutes
May 9, 2019
10:05 a.m. – 10:49 a.m.
25 Linnell Circle, Billerica, MA

Board Members Present: Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Jay Lang, Mr. Christopher Malone, Mr. Brad Morgan, Mr. Everett Olsen

Board Members Absent: Dr. Laura Chesson, Dr. Denise Pigeon, Mr. Steven Stone

Collaborative Representatives Present: Dr. Chris Scott, Executive Director; Mr. James George, Collaborative Accountant

Also Present: Thomas Lent, Marathas Barrow Weatherhead Lent LLP; Jim Rogers, Leftfield Project Management

Call to Order: Mr. Timothy Piwowar, Chairman, convened the Collaborative Board Meeting at 10:05 a.m.

Mr. Timothy Piwowar indicated for the record that Mr. Everett Olsen would initially be joining the meeting remotely by telephone due to his geographical location. He further indicated that he understood that Mr. Olsen would eventually be physically present at the meeting.

Mr. Timothy Piwowar provided the Board an update with respect to the two recent meetings held by the Executive Committee to review and consider the issues presented by Tyngsborough with respect to the Lease Agreement for Valley Collaborative's Elementary School within the Lakeview Elementary School and the costs of the Capital Improvement costs.

Mr. Piwowar and Dr. Chris Scott explained that under the terms of the Lease Agreement the Collaborative and Tyngsborough both committed to funding \$800,000 towards the Capital Improvements. Dr. Scott explained that she had been recently advised by Dr. Michael Flanagan and Tyngsborough that the responses to the bids were reviewed with the HVAC system proposal totaling more than \$700,000 than the initial estimate, which estimate was used to set the Capital Improvement funding contribution amounts within the Lease Agreement. Dr. Scott further stated that she had been informed that Tyngsborough will not be able to fund the difference between the Lease Agreement amounts and the actual bid amounts. She provided the Board with her understanding of the other amounts of the other Capital Improvements, including the window replacement project, electrical system, painting, and security, which bids were either at, near or under budget. The Board discussed.

Mr. Timothy Piwowar requested that Dr. Michael Flanagan provide the Board with an update as to status of the quotes and bids for the Capital Improvements at the Lakeview Elementary School. Dr. Flanagan explained that the Tyngsborough Public Schools had

consulted Leftfield Project Management regarding the bid for the HVAC system project. He introduced Jim Rogers from Leftfield Project Management.

[Mr. Olsen arrived at the meeting at 10:30 a.m.]

Mr. Rogers presented Leftfield Project Management's opinion with respect to the HVAC system project and evaluation of the bid received from Tyngsborough. A copy of the memorandum was distributed to the Board. The Board reviewed and discussed with Mr. Rogers.

Mr. Flanagan indicated that he would remain to answer questions but recuse himself from the Board's consideration of options.

Mr. Timothy Piwowar explained that the Executive Committee had discussed and considered several options, but had determined that the best course of action for the Collaborative would be to negotiate an amended lease agreement whereby the Collaborative would agree to contribute an additional \$600,000 to the Capital Improvement costs (HVAC replacement costs) in exchange for two additional years of tenancy at the reduced rental costs of \$125,000 per year. Dr. Flanagan indicated that such a proposal likely would be acceptable to Tyngsborough. The Board discussed.

Mr. Timothy Piwowar also explained that the Executive Committee and Dr. Scott also discussed the source of these funds and the acceptable timing of payment under any amended lease agreement. He indicated that the Executive Committee and Dr. Scott both recommend that payment of the increased amounts towards Capital Improvement costs occur in October 2019 would be an option to the Collaborative given its current budget and summer school schedules. The Board discussed.

On a motion duly made by Mr. Everett Olsen and seconded by Dr. Jay Lang, a quorum of voters being present, it was voted:

Voted: That the Board of Directors authorizes Dr. Chris Scott to negotiate and prepare an amended lease agreement with the Town of Tyngsborough and the Tyngsborough Public Schools for the Lakeview School, consistent with the terms and conditions discussed during this meeting with any revised and amended lease agreement subject to review and consideration by the Board prior to approval.

The vote was 5-0. Mr. Timothy Piwowar, Dr. Jay Lang, Mr. Christopher Malone, Mr. Brad Morgan, and Mr. Everett Olsen voted yes. Dr. Michael Flanagan recused himself from the discussion and vote.

On a motion made by Mr. Everett Olsen and seconded by Dr. Jay Lang, a quorum of voters being present, it was voted:

VOTED: To adjourn the Board meeting.

The vote was 6-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Jay Lang, Mr. Christopher Malone, Mr. Everett Olsen and Mr. Brad Morgan voted yes.

Mr. Timothy Piwowar adjourned the Collaborative Board Meeting at 10:49 a.m.

LIST OF DOCUMENTS USED, DISTRIBUTED AND REVIEWED AT THIS MEETING:

- Memorandum from Dr. Chris Scott dated May 9, 2019 re: Capital Improvement Costs for the Lakeview Elementary School/Early Childhood Center (Valley Elementary School) and Tyngsborough Lease Agreement
- Tyngsborough Public Schools General Bid Tabulation
- J&J Heating and Air Conditioning Proposal
- HVAC Upgrades Bid Package dated March 22, 2019
- Tyngsborough and Valley Collaborative Lease Agreement
- Bid documents for other Capital Improvements
- Memorandum dated May 9, 2019 from Leftfield Project Management

Respectfully Submitted,



Mr. Timothy Piwowar, Chairman

Dated: 6/6/2019