**Massachusetts Development Finance Agency**

**Meeting of the Board of Directors**

**Thursday, November 10, 2016**

**10:00 a.m.**

**M I N U T E S**

DIRECTORS PRESENT: Jay Ash, Secretary of Housing & Economic Development, Chair

 James Blake

 James Chisholm

 Karen Courtney

 Grace Fey (newly appointed)

 Brian Kavoogian

 Lauren Liss

 Rachel Madden, Designee for Secretary of Administration & Finance

 Christopher Vincze

DIRECTORS ABSENT: Patricia McGovern

Agency Staff: Marty Jones, President & CEO

 Simon Gerlin, Chief Financial Officer

 Patricia DeAngelis, General Counsel and Secretary

 Richard Henderson, EVP, Real Estate

 Laura Canter, EVP, Finance Programs

 Meg Delorier, Chief of Staff

 Victoria Stratton, Recording Secretary

 Kelsey Abbruzzese

 Roy Angel

 Deb Boyce

 Brandon Braxton

 Sean Calnan

 Rob Carley

 Veda Clark

 Zach Dovitz

 George Durante, TDI Fellow (Brockton)

 John Fink

 Tony Fracasso

 Zach Greene

 Anne Haynes

 Carter Hunt

 Noah Koretz, TDI Fellow (Haverhill)

 Victoria Maguire

 RJ McGrail

 James McKeag, TDI Fellow (New Bedford)

 Jim Moore

 Leigh Natola

 Meggie Quackenbush

 Deb Rosser

 Catherine Sanchez

 Simmee Silton

 Ed Starzec

 Mark Sternman

 Rebecca Sullivan

 Benny Wong

Guests: None

A meeting of the Board of Directors of Massachusetts Development Finance Agency (“MassDevelopment” or the “Agency”) was held Thursday, November 10, 2016, at MassDevelopment’s offices, 99 High Street, Boston, Massachusetts, pursuant to notices duly given.

The Chair welcomed everyone and, confirming the presence of a quorum, he called the meeting to order at 10:06 a.m. He asked if there were any guests present and there were none.

[*Secretary’s Note: The paragraph numbers below refer to Tab numbers in the materials for the November Board and Committees meetings.*]

**Minutes**

**1. VOICE VOTE – Approval of Minutes (October 13, 2016)**

Noting the corrected page provided, the Chair asked if there were any comments on the draft Minutes of the October 13, 2016 Board Meeting (morning and afternoon sessions), and there were none. He asked for a vote to approve these two sets of minutes and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOICE VOTED:** That the Board of Directors of MassDevelopment approves the Minutes of its October 13, 2016 Board Meeting (morning and afternoon sessions).

**2. VOICE VOTE – Approval of Executive Session Minutes (October 13, 2016)**

Noting that the matters in the October 13, 2016 Executive Session Minutes are not completed matters and, therefore, any comments regarding these Minutes must be made in Executive Session, the Chair asked if there were any questions or comments on these Executive Session Minutes, and there were none. He asked for a vote to approve these Executive Session Minutes and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOICE VOTED:** That the Board of Directors of MassDevelopment approves the Executive Session Minutes of its October 13, 2016 Board Meeting.

**President/CEO’s Report**

[*Secretary’s Note: At this time, Ms. Quackenbush commenced a video recording of the President’s Report and noted that a link to the recording would be made available to staff on the Agency’s internal Intranet.*]

Ms. Jones informed everyone of the Commonwealth Institute’s Top 100 Women-Led Businesses breakfast (on October 28), noting that MassDevelopment placed 49th last year in the standings; it has risen to rank 33rd this year. Ms. Jones was unable to attend the breakfast, but has been told it was a very good event; she was participating in a ULI event at the same time. Ms. Jones attended the opening of a center for brain injury at Tufts, which will collaborate in a joint venture with Natick Soldier Systems. She attended an event to celebrate the new roof on the Jodrey Pier fish facility in Gloucester. Ms. Jones attended an event to commemorate the Tax Reform Act of 1986, which created the Low Income Housing Tax Credits (“LIHTCs”) program. The Tax Credits Program has proven to be very successful in the Commonwealth with more than 800 housing projects representing a total private equity investment in the Commonwealth in excess of $5 billion, of which MassDevelopment completed 103 projects with $650 million in equity investments.

Also of interest, Ms. Jones advised she toured the City of Haverhill and, in particular, some interesting small businesses with Congresswoman Nikki Tsongas, Mayor James Fiorentini, and TDI Fellow Noah Koretz. She participated in a quarterly meeting of MassTech’s Innovation Institute Board, which focuses on collaboration and innovation. She advised that between 400 and 500 people attended the Commonwealth’s Economic Development Summit in Worcester providing feedback to Secretary Ash and his tem on economic development strategies. Finally, representatives of more than 100 not-for-profit entities attended an Agency-sponsored conference held yesterday entitled “Current Topics in Tax-Exempt Finance,” at which Marty Meehan was the keynote speaker.

[*Secretary’s Note: Mr. Vincze arrived at the meeting during the President’s Report at 10:10 a.m. He was not present for the votes at Tabs 1 and 2 (above).*]

[*Secretary’s Note: Ms. Quackenbush terminated the video recording of the President’s Report at this time.*]

The Chair then stated that he attended the Economic Development Summit in Worcester, noting it was a great event for important sectors of the Commonwealth’s economy; he was encouraged by what is taking place “away from Boston.” He visited a simulator at the General Dynamics plant in Pittsfield last week, noting possible collaborations. He called attention to recent announcements of MassWorks grants, which support housing as well as business development, noting more MassWorks grants will be announced today in Somerville.

**General Matters**

**VOICE VOTE – Appointment of Lauren Liss to MassDevelopment’s Manufacturing & Defense Sectors Committee and to the Agency’s Real Estate Development & Operations Committee**

The Chair asked for a vote and with no discussion or questions and without opposition, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOICE VOTED:** That the Board of Directors of Massachusetts Development Finance Agency appoints Ms. Liss to the Agency’s Manufacturing & Defense Sectors Committee and to the Real Estate Development & Operations Committee.

**VOICE VOTE – Appointment of MassDevelopment’s Board Vice Chair**

Mr. Chisholm nominated Mr. Brian Kavoogian to serve as the MassDevelopment Board’s Vice Chair. Accordingly, the Chair asked for a vote and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOICE VOTED:** That the Board of Directors of Massachusetts Development Finance Agency appoints Mr. Kavoogian as its Vice Chair.

**3. VOTE – Annual Approval and Confirmation of Agency Officers**

The Chair asked for a vote and with no discussion or questions and without opposition, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves and confirms the Agency’s Officers, as outlined in the memorandum and vote dated November 10, 2016, attached and part of the minutes of this meeting.

**4. MassDevelopment FY2017 1st Quarter Financial Results**. For information purposes only, the Agency’s FY2017 1st Quarter Financial Results are attached and part of the minutes of this meeting. Mr. Gerlin noted, for the benefit of the new Board members, that these results are provided on a quarterly basis and are accompanied by a presentation and discussion after the second and final quarters. No discussion of this item took place.

**Strategic Planning**

**MassDevelopment FY2017 Strategic Plan Update Process**. Ms. Jones advised that staff is examining the issuance and use of electronic board books, noting that Board members would always have the option to receive a printed book if they prefer. She asked that Board members share any experience they have had with electronic distribution of board materials. She advised that a re-examination of the Agency’s strategic work plan is in order, noting certain priorities such as aligning the Agency’s work with the Commonwealth’s Economic Development Plan and with the recently passed Economic Development Bill, for example. She asked Board members for feedback regarding scheduling these discussions, including sessions devoted to manufacturing, Gateway Cities, the defense sector, housing, and more. After a brief discussion, the Board preferred the idea of extending certain Board meetings, by starting earlier and/or extending through and including a working lunch. Ms. Jones advised that staff would confirm date(s) and coordinate a facilitator.

**5. MassDevelopment FY2017 Strategic Themes and Business Plan Goals**. For information purposes only, the summary of the Agency’s Strategic Themes and Business Plan Goals is attached and part of the minutes of this meeting. No discussion of this item took place.

**MARKETING / Communications**

**6.** **Media Report (October 2016)**. For information purposes only, the Selected Press Clips, Media Report, and Web Statistics for October 2016 are attached and part of the minutes of this meeting. No discussion of these items took place.

**Bond Transactions**

**7. Bond Detail Memorandum**. For information purposes, the Bond Memorandum is attached and part of the minutes of this meeting. Ms. Canter noted the presence at this meeting of the Investment Banking Officers, should there are any questions on the bond transactions.

The Chair then asked if there were any recusals on the upcoming bond votes, and there were none.

The Chair advised that the Board would vote on the approvals and findings for the matters in Tabs 8 – 14, 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 Projects without Volume Cap Request**

**8.** Upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves and adopts the resolution attached and part of these minutes regarding:

a project of The Riverbend School, Inc., in Natick, Massachusetts, for the issuance of 501(c)(3) Tax-Exempt Bonds to finance such project in an amount not to exceed $3,100,000.

**Official Action Projects with Volume Cap Request**

**9.** The Chair asked about prior uses at this project site and the site’s condition, and Mr. Fracasso advised that the site is a vacant parcel and there are no environmental issues to report. Upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves and adopts the resolution attached and part of these minutes regarding:

a project of O’Connor Senior Housing LLC, in Boston (South Boston), Massachusetts, for the issuance of Tax-Exempt Bonds to finance such project in an amount not to exceed $9,434,000.

**Bonds: Final Approvals**

**Final Approval for Lease Financings**

**10.** When the Chair asked about the interest rate, Ms. Boyce advised that the interest rate in this type of bond transaction, as always, is set at closing. Upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves and adopts the resolution attached and part of these minutes regarding:

a project of UMass Memorial Health Care, Inc., in numerous Massachusetts locations, for the issuance of a 501(c)(3) Tax-Exempt Lease to finance such project in an amount not to exceed $75,000,000.

**Final Approval Projects without Volume Cap Request**

**11.** Upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves and adopts the Official Action / Final Approval (“OA/FA”) resolutions attached and part of these minutes regarding:

a project of The Broad Institute, Inc., in Cambridge, Massachusetts, for the issuance of 501(c)(3) Tax-Exempt Bonds to finance such project in an amount not to exceed $300,000,000.

**12.** Upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves and adopts the OA/FA resolutions attached and part of these minutes regarding:

a project of UMass Memorial Health Care, Inc., in numerous Massachusetts locations, for the issuance of 501(c)(3) Tax-Exempt Bonds to finance such project in an amount not to exceed $50,000,000.

**13.** Upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves and adopts the OA/FA resolutions attached and part of these minutes regarding:

a project of KIPP Lynn Fund, Inc., in Lynn, Massachusetts, for the issuance of 501(c)(3) Tax-Exempt and Taxable Bonds to finance such project in an amount not to exceed $5,700,000.

**Final Approval Projects with Volume Cap Request**

**14.** Upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves and adopts the resolutions attached and part of these minutes regarding:

a project of Coppersmith Village Rental Limited Partnership, in Boston (East Boston), Massachusetts, for the issuance of Tax-Exempt Bonds to finance such project in an amount not to exceed $13,400,000, and making findings regarding and for providing assistance for an annual allocation by the Department of Housing and Community Development (“DHCD”) of federal LIHTCs in the amount of $663,207.

The Chair wanted to know if there is a mechanism whereby DHCD is aware of the commitment of these tax credits, and Ms. Canter responded that there is a system in place.

**Standing Board Committee Reports**

***Audit & Administration Committee***

Ms. Madden was pleased to report that the Committee met this morning to review the Agency’s audited financials with representatives of MassDevelopment’s audit firm, RSM US LLC. RSM presented a comprehensive overview, and Ms. Madden noted RSM has made “no findings,” which is a good thing. She said the Committee members were given the opportunity to meet with RSM representatives privately without staff present, and the Committee respectfully declined to do so.

**15. Minutes of Prior Meeting**. For information purposes only, the minutes of the June 3, 2016 Audit & Administration Committee Meeting are attached and part of the minutes of this meeting. No discussion of these minutes took place.

***Manufacturing & Defense Sectors Committee***

It was noted that the regular Committee meeting scheduled for Tuesday, November 8, 2016, did not take place due to quorum issues.

**16. Minutes of Prior Meeting**. For information purposes only, the minutes of the September 6, 2016 Manufacturing & Defense Sectors Committee Meeting are attached and part of the minutes of this meeting. No discussion of these minutes took place.

**Advanced Manufacturing**

**17. VOTE – UMass Proposal to Develop a Massachusetts Manufacturing Accelerator Network**

Ms. Clark explained this request for $300,000 to help fund the first year of a multi-year program, together with and led by UMass Lowell Innovation Hub, UMass Dartmouth Center for Innovation & Entrepreneurship, and UMass Amherst UMII, that will result in the development of an accelerator network for manufacturing businesses. The network will engage and connect peers throughout the Commonwealth, and the primary objective is to assist these companies in tapping into the resources of the UMass system and learning, adopting, and integrating developing technologies and processes into their businesses. The goal is to allow these small businesses to capitalize on emerging opportunities in the regional innovation economy. The Chair asked for a vote and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves a grant from the Advanced Manufacturing Futures Fund of up to $300,000 for the Massachusetts Manufacturing Accelerator Network, as outlined in the memorandum and vote dated November 10, 2016, attached and part of the minutes of this meeting.

**Defense Sectors**

**18. Joint Base Cape Cod – Proposed Acquisition of Water Treatment and Wastewater Treatment Facilities**. Messrs. Gerlin, Moore, and Hunt presented information concerning this significant project involving two utilities – a water system and a wastewater collection system and treatment facility – both of which sit on land owned by the Commonwealth and both of which the military no longer wishes to operate and has asked MassDevelopment to take ownership, and a discussion ensued. It was noted that the legal authority for this potential exchange can be found in the Military Bond Bill, and several meetings have taken place and continue to take place with the Air Force and Air National Guard to discuss this issue. Experts from the engineering firm of Wright Pierce have provided analysis and a report, indicating that with current numbers (serving approximately 3,500 users), the systems are underutilized and operating at a loss of approximately $250,000, annually. When Ms. Madden asked who the 3,500 users are, Mr. Hunt answered the users are all military personnel on the various bases at Joint Base Cape Cod. While the financial details still need refinement, Mr. Gerlin advised that an investment of approximately $4 million should produce a positive return and cash flow by year 6 or 7.

Ms. Liss expressed concerns regarding the long term use of the water and wastewater facilities. Mr. Hunt advised that the Agency must get a better understanding of operations and projections; staff is working together with the military on a possible standard operating procedure manual and working through issues, including infrastructure requirements, etc., noting that the surrounding communities of Bourne, Mashpee, Falmouth, and Sandwich have expressed interest in exploring possible regional opportunities specifically for wastewater treatment. There then ensued a discussion regarding potential sources of funding, including the Military Bond Bill, grants, letters of interest or some other form of commitment from the surrounding communities, and more.

It was noted there are multiple layers of review(s) and approval(s) required for a transaction of this scale. It is a long, drawn out process to understand the operations of the facilities, future agreements, needs, and other important issues, and staff is working with the Massachusetts Department of Environmental Protection and others to comprehend the details. There is no vote before the Board today on this matter; rather, this presentation is informational only. Ms. Jones suggested that staff will keep the Manufacturing & Defense Sectors Committee apprised this project and will bring any concerns to the Board’s attention.

***Origination & Credit Committee***

Mr. Kavoogian reported that the Committee met on Tuesday, November 8, 2016.

**19. Minutes of Prior Meeting**. For information purposes only, the minutes of the October 11, 2016 Origination & Credit Committee Meeting are attached and part of the minutes of this meeting. No discussion of these minutes took place.

**Lending**

**20. Delegated Authority Report for Loan Approvals (September 2016)**. For information purposes only, the Delegated Authority Report regarding Loans is attached and part of the minutes of this meeting. No discussion of the Report took place.

**21. VOTE – Springfield Redevelopment Authority (Springfield) – $2,700,000 General Fund Loan**

Mr. Braxton explained this request for financial assistance in connection with tenant improvements for commercial space projected to be leased at Springfield’s historic Union Station, which is nearing completion of a decades-long redevelopment and rehabilitation project with operations expected to commence in early 2017. Mr. Braxton noted that the Board memorandum indicates a financial commitment from The Life Initiative Fund (“TLI”) to accommodate this request; however, TLI has withdrawn its commitment of $2.1 million from the transaction. Mr. Braxton advised that the transaction will not proceed unless and until a new partner replacing TLI in the financing is identified, thereby fulfilling a condition requested by the Origination & Credit Committee. Mr. Braxton described certain terms of this transaction, noting that much of the repayment of the loan is provided through a so-called Host Community Agreement, signed by the MGM Grand casino, which earmarks funds for the Union Station project. The Chair asked for a vote and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves a General Fund Loan of up to $2,700,000 to the Springfield Redevelopment Authority, subject to the terms of the memorandum and vote dated November 10, 2016, attached and part of the minutes of this meeting, and subject to the condition stated above.

**22. VOTE – SBC Energy, LLC (Southbridge) – $2,245,000 Commercial / Equipment General Fund Loan Participation**

Mr. Angel briefly described this request for Agency participation in financing with Middlesex Savings Bank to upgrade the systems of the power plant located on the campus of the Southbridge Business Center, thereby supporting the activities of this beautiful business park, which is comprised of 12 companies employing 380 employees on 67 acres. The Chair asked for a vote and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves the $2,245,000 commercial / equipment loan to SBC Energy, LLC, subject to the terms of the memorandum and vote dated November 10, 2016, attached and part of the minutes of this meeting.

**23. VOTE – Southbridge Associates II, LLC (Affiliate of SBC Energy, LLC) (Southbridge) – Loan Modification**

Related to the above request, Mr. Angel then described this request to (i) extend the maturity date on a mortgage loan to Southbridge Associates, II, LLC from October 2016 to December 2018 and (ii) reduce the interest rate from 5.75% to 4.75%. He advised that the Southbridge Business Center is made up of two parcels: Parcel 2 includes 12 buildings and 67 acres of land and is involved in this financing; Parcel 1 includes a hotel and conference center and is not involved. Mr. Angel opined the request for extension is being sought because it is expected that the principal(s) will refinance the project in the next twelve to eighteen months. The Chair asked for a vote and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves the loan extension and reduction in interest rate, as outlined in the memorandum and vote dated November 10, 2016, attached and part of the minutes of this meeting.

**24. VOTE – New Garden Park, Inc. (Worcester) – Loan Modification**

Mr. Angel described this request to approve the extension of a previous $2.5 million loan to New Garden Park, Inc. through March 2021, in connection with renovations to Worcester’s historic Telephone & Telegraph Building. MassDevelopment is already involved in this project with loan(s), guarantees, and more, including mezzanine debt. Mr. Angel advised that Fidelity Bank was asked to lower its interest rate and has agreed to do so. When asked if there are tenants in the space, Mr. Angel responded, “Yes, there are several,” and marketing efforts are ongoing to seek additional tenants. He noted, further, that this project is in the heart of Worcester’s defined Transformative Development Initiative (“TDI”) District. The Chair asked for a vote and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves the loan extension for New Garden Park, Inc., as outlined in the memorandum and vote dated November 10, 2016, attached and part of the minutes of this meeting.

[*Secretary’s Note: Ms. Madden stepped out of the meeting room briefly from 11:14 to 11:17 a.m., during the discussion and vote above, and she was not present for the vote on this matter. She returned to the meeting room following the vote on Tab 24.*]

**Community Development**

**25. VOTE – Brownfields Redevelopment Fund Policy**

This item was removed from consideration.

**26. VOTE – Collaborative Workspace Program – Recommended Fit-Out Grants**

Referring to the list provided today (a copy of which was also emailed to Board members on November 7, 2016), Mr. Calnan described this request to approve funding for the Collaborative Workspace Program of 10 fit-out grants, pursuant to a Request for Proposals process, to which there were 62 responses. Mr. Calnan briefly explained fit-out grants versus seed grants, noting the requirement that all grant agreements close by December 31, 2016, and all projects be completed and funds fully drawn by June 30, 2017. The Chair asked for a vote and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves the Collaborative Workspace Program Fit-out Grants, as outlined in the memorandum and vote dated November 10, 2016, attached and part of the minutes of this meeting.

**27. Collaborative Workspace Program – Recommended Seed Grants**. It was noted that the list provided (at Tab 26, above) identifies the recommended seed grants, which have been determined through delegated authority and do not require a Board vote. Mr. Calnan noted that the total funding in this round of fit-out and seed grants exceeds $952,000.

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

Mr. Kavoogian reported that the Committee met on Tuesday, November 8, 2016, and recommends the remaining votes before the Board today (one of which will occur in Executive Session).

**28. Minutes of Prior Meeting**. For information purposes only, the minutes of the October 11, 2016 Real Estate Development & Operations Committee Meeting are attached and part of the minutes of this meeting. No discussion of the minutes took place.

**29. Devens and Devens Environmental Updates**. For information purposes only, the Devens and Devens Environmental Updates are attached and part of the minutes of this meeting. No discussion of the Updates took place.

**30. Statewide Real Estate Projects Updates**. For information purposes only, the Statewide Real Estate Projects Updates are attached and part of the minutes of this meeting. No discussion of the Updates took place.

**31. DCAMM – Grafton Land Transfer Presentation**. In the interest of time, no presentation was given regarding the upcoming transfer to MassDevelopment of approximately 41 acres formerly of Grafton State Hospital. However, the Committee Chair commented that this is exactly the type of project that MassDevelopment should be doing; the Board Chair agreed, noting the Agency’s mission is consistent with that of the Executive Office of Housing & Economic Development (EOHED) and the Division of Capital Asset Management and Maintenance (DCAMM). He stated that the Agency is getting a reputation for completing projects that others cannot.

**32. TDI – Year Two Program Update**. Mr. McGrail indicated for Board members where in the Agency’s Strategic Plan this Initiative can be found. He emphasized that Gateway Cities are key drivers for regional economies, but they are also places of “need” and tremendous opportunities. Mr. Henderson stated and explained each component of the Transformative Development Initiative definition: an integrated place-based approach designed to implement locally initiated, strategic, catalytic, and sustainable revitalization activities. Ms. Jones explained some of the background and history of the TDI, noting it was created in 2014 with Agency and Commonwealth commitments, and has been continued primarily with Agency funds.

Ms. Haynes described the ten defined Districts, plus two “light industrial districts” with similarities to the Districts. She gave statistics of the Initiative, noting a focused approach on partnerships and capacity, as well as community engagement. Ms. Haynes advised that Year One of the Initiative was dedicated to building the program; Year Two is devoted to sustaining the activities of Year One; and Year Three will focus on catalyzing the effort(s) of Years One and Two. She noted that the TDI Team is acting as an innovation lab within MassDevelopment. She gave examples of projects in Lynn and Peabody, citing details of each. Ms. Haynes called attention to the Fellows program, noting the Fellows are the community partners for economic development; they act as go-betweens.

Ms. Haynes advised that staff learned a lot from the Stearns Square project. Among many other things, staff learned how to identify a spectrum of projects, then prioritize and select one project. She referred to the visualization map on p. 25 of the presentation, noting that this map represents how one tracks the changes brought about by a particular TDI project. She stated that data is being captured and input, and investments are being mapped and updated.

Ms. Haynes identified some programs and ideas for Year Two to support small businesses, such as rethinking the old storefront improvements program. She noted that an increased level of activity means increased District visibility. She mentioned the collaborative partnership process and ongoing technical assistance for each District.

**33. VOTE – Revision of Devens Commercial Renewable Energy Buyback Policy for Department of Defense Users**

Mr. Moore briefly described this request for approval of a revision to the Commercial Renewable Energy Buy Back Policy that was approved by the Board in February 2012 and most recently amended on March 12, 2015, which promotes “green” technologies in Devens by accommodating the installation of renewable generation facilities by commercial customers on their property. Specifically, this revision will place Army facilities in a separate category of commercial users so that Army users could, subject to the approval of Devens Utilities, install solar power generation and battery storage units behind their facility’s revenue meter and have those units be treated as a load-reducing set-up. Mr. Moore explained this amendment will assist the Department of Defense, which is undertaking a major effort to erect micro-grids at all active military bases. The Chair asked for a vote and, upon motion duly made and seconded, by the directors present, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment approves the requested revision to the Commercial Renewable Energy Buy Back Policy, as outlined in the memorandum and revised vote dated November 10, 2016, attached and part of the minutes of this meeting.

**34. TDI Equity Investment – Hotel Jess (Holyoke)**

Due to components involving valuation of real property and potential purchase and sale and lease terms, the discussion of this item occurred in Executive Session.

**35. VOTE – TDI Equity Investment – 35 Merrimack Street (Haverhill) – Master Lease Transaction**

Due to components involving valuation of real property and potential purchase and sale and lease terms, the discussion of this item occurred in Executive Session.

**Update – 5 and 6 Necco Court and Related Open Space (Boston) – Purchase**

Due to components involving valuation of real property and potential purchase and sale and lease terms, the discussion of this item occurred in Executive Session.

**EXECUTIVE SESSION**

The Chair then advised, at 11:50 a.m., that, pursuant to MGL Chapter 30A, the Board of Directors of MassDevelopment was going into Executive Session, following a roll call vote, which was taken and unanimously voted in favor, to discuss matters involving valuation of real property in Massachusetts and potential purchase and sale and lease terms, the discussion of which in Open Session would have a detrimental effect on the negotiating positions of the Agency. The Chair instructed all persons who are not Board members or staff involved in these matters to leave the room. He noted that the Board will not reconvene in Open Session following Executive Session.

[*Executive Session held*]

There being no further business before the Board of MassDevelopment, the Open Session portion of the meeting was adjourned at 11:50 a.m.; the meeting was adjourned in Executive Session at 12:10 p.m.