

**MASSACHUSETTS WATER RESOURCES AUTHORITY**

Meeting of the Board of Directors

April 13, 2022

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A meeting of the Massachusetts Water Resources Authority (“MWRA”) Board of Directors was held on April 13, 2022. The meeting was conducted virtually, pursuant to Chapter 20 of the Acts of 2021, An Act Relative to Extending Certain COVID-19 Measures Adopted During the State of Emergency. Chair Theoharides presided remotely. Also participating remotely from the Board were Messrs. Carroll, Cook, Flanagan, Foti, Pappastergion, Peña, Vitale, J. Walsh, and P. Walsh. Ms. Wolowicz was absent.

MWRA staff in attendance virtually included Frederick Laskey, Executive Director; Carolyn Francisco Murphy, General Counsel; David Coppes, Chief Operating Officer; Carolyn Fiore, Deputy Chief Operating Officer; Thomas Durkin, Director of Finance; Michele Gillen, Director, Administration; Kathy Murtagh, Director, Tunnel Redundancy; Paula Weadick, Director, MIS; Katherine Ronan, Environmental Analyst, Operations Administration; Matthew Horan, Deputy Finance Director/Treasurer; Paula Weadick, Director, MIS; and, Assistant Secretaries Ria Convery and Kristin MacDougall. Vandana Rao, Executive Office of Environmental Affairs (EEA), and Joseph Favaloro, MWRA Advisory Board, were also in attendance virtually.

Chair Theoharides called the meeting to order at 1:03pm. MWRA General Counsel Francisco Murphy took roll call of Board Members in attendance. The Chair announced that except for Executive Session, the meeting was open to the public virtually, via a link posted on MWRA’s website ([www.mwra.com](http://www.mwra.com)). She added that the meeting would be recorded, and that the agenda and meeting materials were available on MWRA’s website. She also announced that the meeting would move into Executive Session after the Executive Director’s report, and that the Open Session would resume after the adjournment of Executive Session.

General Counsel Francisco Murphy explained that all motions would be individually presented and given an opportunity for discussion and deliberation; further, that after discussion and deliberation, any Board member could request an individual roll call vote on that motion, where Board Members could vote affirmatively or in the negative, or abstain from voting. She also noted that if no request for an individual vote were made or concerns raised, the motion would advance for an omnibus roll call vote at the conclusion of all the presentations.

**APPROVAL OF MARCH 16, 2022 MINUTES**

A motion was duly made and seconded to approve the minutes of the Board of Directors’ meeting of March 16, 2022. Chair Theoharides called for any questions, discussion, or objections. Hearing none, she referred the motion to an omnibus roll call vote. (ref. I)

**REPORT OF THE CHAIR**

Chair Theoharides reported on state spending and the allocation of new federal funds and surplus, including State Revolving Fund (SRF) funding for water and sewer and clean water improvements; Infrastructure Investment and Jobs Act fund matching; formula funding for combined sewer overflow (CSO) control and clean water initiatives; and potential funding for land conservation, park stewardship, resiliency and climate change programs.

There was brief discussion about MWRA's Biobot wastewater Covid tracking data. (ref. II)

(Mr. Carroll temporarily left the meeting during the report.)

#### REPORT OF THE EXECUTIVE DIRECTOR

Mr. Laskey updated Board members on MWRA's reservoir levels; the Wachusett Reservoir Railroad; and staff's assistance with security for the upcoming Boston Marathon. He then presented a brief report about staffing challenges. Next, he noted that staff would provide an update on developments regarding the Conservation Law Foundation (CLF) Notice of Intent to File Suit during Executive Session. Finally, Mr. Laskey and Ms. Francisco Murphy advised that An Act Relative to Extending Certain COVID-19 Measures Adopted During the State of Emergency was set to expire in July 2022. Ms. Francisco Murphy explained that staff would monitor any related legislation and provide an update in May 2022. (ref. III)

#### EXECUTIVE SESSION

Chair Theoharides requested that the Board move into Executive Session to discuss litigation and collective bargaining, since open session could have a detrimental effect on the litigation and bargaining positions of the Authority. She announced that the planned topics of discussion in Executive Session were an update on a Notice of Intent to File Suit from the Conservation Law Foundation, and the approval and ratification of collective bargaining agreements for United Steelworkers Units 1 and 6. She also announced that the Board would return to Open Session after the conclusion of Executive Session.

A motion was duly made and seconded to enter Executive Session for these purposes, and to resume Open Session after Executive Session adjournment.

General Counsel Francisco Murphy reminded Board members that under the Open Meeting Law members who are participating remotely in Executive Session must state that no person is present or able to hear the discussion at their remote location. A response of "yes" to the Roll Call to enter Executive Session when their name is called would also be deemed their statement that no other person is present or able to hear the session discussion.

Upon a motion duly made and seconded, a roll call vote was taken in which the members were recorded as follows:

<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Theoharides		
Cook		
Flanagan		
Foti		
Pappastergion		
Peña		
Vitale		
J. Walsh		
P. Walsh		

Voted: to enter Executive Session, and to resume Open Session after Executive Session adjournment.

The Board moved to Executive Session to discuss litigation and collective bargaining, since discussing such in Open Session could have a detrimental effect upon the litigation and bargaining positions of the Authority.

\*\*\* EXECUTIVE SESSION \*\*\*

The meeting entered Executive Session at 1:14pm and adjourned at 1:26pm.

(Mr. Carroll returned to the meeting during Executive Session.)

\*\*\* CONTINUATION OF OPEN SESSION \*\*\*

Open Session resumed at 1:14pm. Chair Theoharides presided.

COLLECTIVE BARGAINING ANNOUNCEMENT

Chair Theoharides announced that during Executive Session the Board voted to approve and ratify the collective bargaining agreements with United Steelworkers Units 1 and 6, which included ATB (across the board) increases of 2.5%, 2.0% and 2.0% for FY21, FY22 and FY23, respectively, and a one-time signing bonus payment of 1.5% (with a minimum of \$1,000); and that Board also authorized a one-time Hazard Pay payment of either \$2,000 or \$1,000 for certain members of United Steelworkers 1 and 6.

ADMINISTRATION, FINANCE AND AUDIT

Information

Delegated Authority Report – March 2022

MWRA Director of Administration Michele Gillen advised that items highlighted in the Delegated Authority Report for March 2022 would have required Board approval prior to the Board's February 16, 2022 adoption of the new delegations of authority. She also advised that staff have interpreted the new delegations of authority on change orders and amendments as applying to both existing contracts and future contracts, and requested the Board's confirmation of staff's interpretation.

Board members confirmed that they were in agreement.

Hearing no further questions or discussion, Committee Chair Foti proceeded to the next agenda item. (ref. V A.1)

2021 Annual Update on New Connections to the MWRA System

MWRA Director of Environmental and Regulatory Affairs Rebecca Weidman introduced MWRA Environmental Analyst Katherine Ronan who presented an annual update on new connections to

the MWRA system since 2002, pursuant to requirements of MWRA's system expansion policies. The presentation included an overview of 2021 system expansion inquiries; non-MWRA community local water system PFAS detections; potential future connections; and, two system expansion studies and corresponding study areas.

Mr. Laskey noted that system expansion could present opportunities for economic development, and financial and environmental benefits.

Chair Theoharides agreed with Mr. Laskey and added that this program was a priority for the Baker-Polito administration and EEA.

There was general discussion about potential standby fees and entrance fees for MWRA communities.

Mr. Laskey invited MWRA Advisory Board Executive Director Joseph Favaloro to offer remarks.

Mr. Favaloro advised that the MWRA Advisory Board could potentially bring a proposal to waive new system entrance fees to the Board of Directors in May 2022.

Hearing no further questions or discussion, Committee Chair Foti proceeded to the next agenda item. (ref. V A.2)

#### Financial Update and Summary through March 2022

MWRA Director of Finance Thomas Durkin reported positive variances for direct expenses (6.4%) and indirect expenses (2.4%), and no variance for capital finance after transfer to the defeasance account. He added that FY22 revenues to date were higher than estimated and that the total year to date variance was \$17 million. He advised that staff planned to recommend that the surplus be applied to defeasance in May 2022. Finally, Mr. Durkin summarized the potential budgetary impacts of inflation and increased chemical use due to higher MWRA system flows.

There was general discussion about the costs, bidding processes and inventory practices for chemicals; and electricity pricing. There was also discussion about MWRA's budget and community assessments; MWRA's rate methodology; and MWRA's managed security services contract.

Hearing no further questions or discussion, Committee Chair Foti proceeded to the next agenda item. (ref. V A.3)

#### Approvals

##### Approval of the Eighty-Fifth Supplemental Bond Resolution

A motion was duly made and seconded to adopt the Eighty-Fifth Supplemental Resolution authorizing the issuance of up to \$50,000,000 of Massachusetts Water Resources Authority Subordinated General Revenue Bonds and the supporting issuance resolution.

MWRA Deputy Director of Finance/Treasurer Matthew Horan explained that MWRA sought approval to borrow up to \$50 million through an interim loan through the Massachusetts Clean Water Trust ("Trust") at a 0% interest rate until the Trust issued permanent financing. He noted that as part of this transaction, the Trust would provide principal forgiveness using a portion of funding that Massachusetts had received through the American Rescue Plan Act (ARPA), and that staff anticipated additional funding through the Infrastructure and Jobs Act. There was discussion about MWRA's loan coverage calculations.

Chair Theoharides asked if there was further discussion or any objections. Hearing none, she advanced the motion to an omnibus roll call vote. (ref. V B.1)

Memorandum of Agreement between MWRA and the City of Chelsea: Griffin Way/Eastern Avenue Intersection Traffic Signalization, Contract OP-339

A motion was duly made and seconded to authorize the Executive Director, on behalf of the Authority, to execute a Memorandum of Agreement with the City of Chelsea, substantially in the form attached to the April 13, 2022 Staff Summary presented and filed with the records of this meeting, related to the design and construction by MWRA, and ownership, operation and maintenance by the City of Chelsea, of traffic signals, cameras and equipment and roadway and sidewalk improvements at the intersection of Griffin Way and Eastern Avenue in Chelsea.

Mr. Coppes and Mr. Laskey presented an overview of the proposed Memorandum of Agreement (MOA) with the City of Chelsea including traffic from Griffin Way, safety improvements at an intersection near MWRA's Chelsea facility, scope of work, and estimated construction costs and funding sources.

There was discussion about the Chelsea facility's abutters; the intersection's traffic patterns; escrow account as a funding source; and the project's safety benefits.

Chair Theoharides asked if the City of Chelsea supported the intersection improvement project. Mr. Laskey affirmed that the project had the City's approval.

Chair Theoharides asked if there was further discussion or any objections. Hearing none, she advanced the motion to an omnibus roll call vote. (ref. V B.2)

Contract Awards

Maintenance and Support of the Integrated Financial, Procurement and Human Resources/Payroll Management System: Infor Inc.

A motion was duly made and seconded to approve the award of a sole source purchase order contract for the annual maintenance and support of the integrated financial, procurement, and human resources/payroll management system to Infor Inc. and to authorize the Executive Director, on behalf of the Authority, to execute said purchase order contract in an amount not to exceed \$539,283.23 for a period of one year, from June 1, 2022 through May 31, 2023.

MWRA MIS Director Paula Weadick summarized the terms of the proposed annual maintenance

and support contract for MWRA's integrated financial, procurement and human resources/payroll management system ("Lawson").

Board Member Vitale requested more information about Infor Inc.'s clients. Ms. Weadick advised that staff would provide a client list at a later date. There was general discussion on Lawson's clients and software maintenance costs; the frequency of source code updates; the potential to subscribe to a cloud-based version; and contract cost increases.

Chair Theoharides asked if there was further discussion or any objections. Hearing none, she advanced the motion to an omnibus roll call vote. (ref. V C.1)

## WATER POLICY AND OVERSIGHT

### Information

#### Update on the William A. Brutsch Hydroelectric Facility and the McLaughlin Fish Hatchery Pipeline

MWRA Deputy Chief Operating Officer Carolyn Fiore presented an update on the Brutsch Hydroelectric Facility and the McLaughlin Fitch Hatchery Pipeline Project. The presentation included an overview of the project; its joint participants, project funding; location; flows; hydroelectric power generation; costs; and environmental and financial benefits.

Board Member Jack Walsh requested more information about the hatchery's maintenance costs. Ms. Fiore advised that staff would provide this information at a later date. There was further discussion about the facility's maintenance costs and benefits to fish and the environment.

(Mr. Cook left the meeting during the discussion.)

Hearing no further questions or discussion, Committee Vice Chair Vitale proceeded to the next agenda item. (ref. VI A.1)

### Contract Amendments/Change Orders

#### Quinapoxet Dam Removal Design, Permitting and Engineering Services During Construction: SLR International Corporation, Contract 7347, Amendment 1

A motion was duly made and seconded to authorize the Executive Director, on behalf of the Authority, to approve Amendment 1 to Contract 7347, Quinapoxet Dam Removal Design and Engineering Services During Construction, with SLR International Corporation to increase the contract term by 24 months from April 1, 2022 to April 1, 2024, with no increase in contract price.

Ms. Weidman explained that the proposed amendment would extend the contract term by 24 months to accommodate delays in required permitting. She further explained that once permitting is complete the project will move forward with 100% design and procurement for the removal of the dam, streambank restoration and the construction of a new path and fishing platform. She added that the next phases of the project were expected to begin in fall 2023, with estimated completion in spring 2024.



Chair Theoharides asked if there was further discussion or any objections. Hearing none, she advanced the motion to an omnibus roll call vote. (ref. VI B.1)

### PERSONNEL AND COMPENSATION

#### Information

#### Proposed Organizational Changes within MWRA

Mr. Durkin provided an overview of the Finance Division and explained that the proposed organizational changes within the Finance Division would increase operational efficiencies, communication and coordination.

Hearing no questions or discussion, Committee Vice Chair Peña proceeded to the next agenda item. (ref. VII A.1)

#### PCR Amendments - April 2022

A motion was duly made and seconded to approve amendments to the Position Control Register (PCR) as presented and filed with the records of this meeting.

Ms. Gillen summarized the proposed PCR amendments, which included a salary change for one filled position and a title and grade change to one vacant position.

There was brief discussion about MWRA's pay equity policy.

Chair Theoharides asked if there was further discussion or any objections. Hearing none, she advanced the motion to an omnibus roll call vote. (ref. VII B.1)

#### Appointment of Controller, Finance Division

A motion was duly made and seconded to approve the appointment of Mr. William Kibaja to the position of Controller, Finance Division (Non-Union, Grade 15) at an annual salary of \$147,000 commencing on a date to be determined by the Executive Director.

Ms. Gillen summarized the interview process and the proposed candidate's work history, experience, education, and qualifications.

There was brief discussion about the recommended candidate's work experience.

Chair Theoharides asked if there was further discussion or any objections. Hearing none, she advanced the motion to an omnibus roll call vote. (ref. VII B.2)

#### Appointment of Business Relationship Manager, Management Information Systems, Administration

A motion was duly made and seconded that the Board approve the appointment of Ms. Renata Thomas to the position of Business Relationship Manager, Management Information Systems (MIS), Non-Union, Grade 14, at an annual salary of \$130,000.00 commencing on a date to be

determined by the Executive Director.

Ms. Gillen described the position's responsibilities, the interview process and the proposed candidate's qualifications and work experience.

Chair Theoharides asked if there was any discussion or objections. Hearing none, she advanced the motion to an omnibus roll call vote. (ref. VII B.3)

#### OMNIBUS ROLL CALL VOTE

Chair Theoharides called for an omnibus roll call vote on the motions made and seconded.

An omnibus roll call vote was taken in which the members were recorded as follows:

<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Theoharides		
Flanagan		
Foti		
Pappastergion		
Peña		
Vitale		
J. Walsh		
P. Walsh		

Voted: to approve the minutes of the Board of Directors' meeting of March 16, 2022; (ref. I)

Further, voted: to adopt the Eighty-Fifth Supplemental Resolution authorizing the issuance of up to \$50,000,000 of Massachusetts Water Resources Authority Subordinated General Revenue Bonds and the supporting issuance resolution; (ref. V B.1)

Further, voted: to authorize the Executive Director, on behalf of the Authority, to execute a Memorandum of Agreement with the City of Chelsea, substantially in the form attached to the April 13, 2022 Staff Summary presented and filed with the records of this meeting, related to the design and construction by MWRA, and ownership, operation and maintenance by the City of Chelsea, of traffic signals, cameras and equipment and roadway and sidewalk improvements at the intersection of Griffin Way and Eastern Avenue in Chelsea; (ref V B.2)

Further, voted: to approve the award of a sole source purchase order contract for the annual maintenance and support of the integrated financial, procurement, and human resources/payroll management system to Infor Inc. and to authorize the Executive Director, on behalf of the Authority, to execute said purchase order contract in an amount not to exceed \$539,283.23 for a period of one year, from June 1, 2022 through May 31, 2023; (ref. V C.1)

Further, voted: to authorize the Executive Director, on behalf of the Authority, to approve Amendment 1 to Contract 7347, Quinapoxet Dam Removal Design and Engineering Services During Construction, with SLR International Corporation to increase the contract term by 24 months from April 1, 2022 to April 1, 2024, with no increase in contract price; (ref. VI B.1),

Further, voted: to approve amendments to the Position Control Register (PCR) as presented and filed with the records of this meeting; (ref. VII B.1)

Further, voted: to approve the appointment of Mr. William Kibaja to the position of



Controller, Finance Division (Non-Union, Grade 15) at an annual salary of \$147,000 commencing on a date to be determined by the Executive Director; (ref. VII B.2) and,

Further, voted: that the Board approve the appointment of Ms. Renata Thomas to the position of Business Relationship Manager, Management Information Systems (MIS), Non-Union, Grade 14, at an annual salary of \$130,000.00 commencing on a date to be determined by the Executive Director. (ref. VII B.3)

#### CORRESPONDENCE TO THE BOARD

There was no correspondence to the Board.

#### OTHER BUSINESS

Mr. Laskey reported that the latest Biobot results indicated an upward trend in detections, and encouraged meeting participants to stay safe during the spring holidays. Chair Theoharides echoed these remarks.

#### ADJOURNMENT

A motion was duly made and seconded to adjourn the meeting.

A roll call vote was taken in which the members were recorded as follows:

<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Theoharides		
Carroll		
Flanagan		
Foti		
Pappastergion		
Peña		
Vitale		
J. Walsh		
P. Walsh		

The meeting adjourned at 2:35pm.

Approved: May 28, 2022

Attest:

 for  
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 Andrew M. Pappastergion, Secretary