

COMMITTEE ON JOINT SCHOOL BUILDINGS

March 11, 2024 at 5:00 PM

Chairman O'Connell called the meeting to order.

The Clerk called the roll.

Present: School Committee Members O'Connell, Soule, Turner
Aldermen Morgan, O'Neil

Absent: Alderman Terrio

Messrs.: D. Saindon, M. Lenfest, L. Finnegan, J. Soucy

1. Introduction of the Owner's Project Manager (OPM), Leftfield, LLC.

Chairman O'Connell stated I would like to welcome the Owner's Project Manager, the company Leftfield, LLC. They have a number of representatives here tonight. We will hear from them first.

David Saindon, Project Executive of LeftField, stated good evening. I am joined tonight by a few colleagues: Mark Lenfest, Senior Project Manager; Jim Rogers, Principal in Charge; and Hamdi Cobanoglu, P6 Scheduler. You will see that we have many more team members when we go through the slide deck. I'm going to get into a little bit about of us, our experience, our team and staffing, project status, budget and invoicing schedule, and then Q&A. After our part, SMMA is going to provide an update with the modulars. We have been in business since 2007. Jim Rogers started the business back then. We are locally owned with 43 employees. I think I may have been employee number six. We have grown a lot. One of the major differences between us and some of our peer competitors or colleagues is if there is a problem or an issue, which there won't be, you can pick up the phone and call me or Jim. You do not have to go through multiple layers of different Vice Presidents and so forth to find whoever you need to talk to. This is pretty much all we do. The majority of our market is public sector work; school work. We do have a business model or a portion of our company that does focus on other aspects, but for the most part most of our business is public school work. We do have experience in design building and CMR, and we are the firm that is managing some of the largest school projects in the Rhode Island and Massachusetts area. We have multiple offices. That is a little bit about LeftField. I have a little sampling. These are just a sampling of our elementary school projects. I could show a dozen of these for elementary schools. I just wanted to pick a few. Same for middle schools and high schools. We can come back to any slide if you'd like to talk a little bit more about one of these projects. We do a lot of work with public entities. This is actually a slide-deck that we used for our interview. Now that we have been engaged by Manchester, we put Manchester front and center. The team is made up of Jim, Lynn, myself, Linda Liporto, Mark Lenfest, Adele Sands, Jay, Hamdi, Sally, Andy, Corey, Jim, Brian, and Ryan. So, there will not be a test after this. We didn't bring all the team members, but we wanted to bring a few here tonight to show how we're going to divide and conquer. For these initial Priority I projects, we are going to have a lot of planes in the air, and we are kind of air traffic control to make sure they all land when they need to and at the same time, if that is the case. Jim is going to be involved throughout the project, as will I. I am somewhat the point of contact. Lynn is going to be involved with Beech, Hamdi with

Beech, Hamdi is also going to be involved with all of the projects as our scheduler. Mark Lenfest will be heavily involved and a point of contact for the modulars along with Jim Gigante. Mark will also be involved with Hillside and McLaughlin. Then it goes to Linda for Parkside and Southside with Andy. Corey is going to be involved with Hillside and McLaughlin, and Brian will be involved with Parkside and Southside. You can see how we are going to divide and conquer. We do have a MEP expert that will be involved and available with all the projects, as well as Adele as an Educational Liaison. Then we have Dan McSweeney, who you may not ever meet, but he is going to be our financial controls behind the scenes. Thirty-day progress and thirty-day look-ahead. Triumph Modular has been awarded the scope of the work for the modulars. SMMA will provide an update regarding that. We have been engaged, we went through the proposal process, the interview process, and we were awarded about 2 weeks ago – I think it was February 20 – and then we focused on the Request for Proposal for the modulars. Those are expected Wednesday, and then we will be conducting interviews on Thursday. There is going to be continued development with the construction package for the modular work, continued development for the middle school programming that is ongoing, ongoing communication with Wilson School staff and families, and the district is in the process of finalizing the transition plan for the fifth graders going to Beech and McDonough. The modular shop drawings and submittals are in progress and ongoing. I'll stop there because I don't want to take any thunder from SMMA.

Chairman O'Connell stated there is an error in that line that says the district is finalizing transitions of fifth graders to Beech and McDonough. We are transitioning the fifth graders to the middle schools. The students from Wilson, K through 4, are being transitioned into Beech and McDonough.

Mr. Saindon stated I will get that corrected. The thirty-day look-ahead, as I indicated we are going to receive proposals on Wednesday. We will have interviews on Thursday. Then selection and the award will follow. We will have continued middle school programming, continued development of the sitework package, permitting review will start and continue, and finalization of Priority I budget and schedule will be seen shortly, and continued communication with all stakeholders. Regarding the budget, as I indicated, we were engaged two weeks ago. We don't have it complete, but you'll see that we have it in progress. What we are doing is we have received the budget that was established and managed by SMMA. We have that and we are putting it into our format. We essentially are going to create six different budgets for the six different projects and have them roll up into one summary. On a monthly report, we can share all six budgets and the roll up. The Committee can dive into these details or they can stay at a higher level. If you ever have any questions, feel free to call me and I'll be glad to setup a Zoom and walk through anything you'd like to see. This is a screenshot that we wanted to take to show that it is in progress. As you can see, we have the roll up for the modulars and then the roll up for Beech, Hillside, McLaughlin, Parkside, Southside, and then the totals. As an example, this is the same view but kind of broken up so you can see it on one page. What I wanted to show is we have the total \$306 million, and all the different projects. Column A is going to be where we start. Column B is if we make any budget moves. If we move a bucket of money from one bucket to another bucket, this is where it will be recorded and tracked. We will track everything. There may be budget moves here, but this will always be zero. Column A, the original budget, is \$306 million. The current budget is going to be \$306 million. We then have committed cost, what is

committed to date. Essentially, this is SMMA and Triumph and so forth. We have some basic accounting expended to date. Unspent, and you can see this is not ready for prime-time yet because we know that invoices have been paid but we are in the process of connecting with Karen DeFrancis to connect to align her books with our books so we have complete alignment. Typically, every six months we do an internal audit to make sure that her books and our books are still in alignment. We'll talk about the invoice process in a moment. When we connect the city's ledger with ours, this will show what has been expended. We have unspent, remaining in the budget, cost to complete, and think of cost to complete as how many checks do I have to write to complete all the projects, and we anticipated cost to completion. This is when we are going to start forecasting if there are any savings. Eventually, as the projects move on at a certain point in time, we always look at the projects to engage risk, remaining work, and so forth. The best way to see where we are on a total standpoint is to look at the lower-right; the variance. Hopefully we'll see savings there. For now, we are not showing any savings. This is essentially how the budget format will work. As part of the report, for next month, I am going to hope that everything is in alignment and is ready for primetime. To get into the process of invoice approval, we had a discussion with the team leadership and Karen DeFrancis last week. As an example, and I will pick on the contractor for their requisition, the contractor will put together their requisition. It will then be shared with the OPM, LeftField, and SMMA in parallel. We review it, edit, make modifications, etc., it goes back to the CM, but it eventually ends up in our hands. We will put it together on a single invoice summary. That invoice summary will be cost-coded and aligned with our budget and aligned with whatever budget Karen may be managing. The invoice will be approved by the Superintendent and Karen as Chief Financial Officer. We will then provide that total package to Karen. Karen, from what I understand, will then compile it on top of another pile of invoices that get approved on a monthly basis. Then the city will process payment. This is the journey of how invoices will be paid. This will be within your packet as well. For the schedule, same situation with the budget. We will be putting six different schedules together that will be rolled up. This is a view of what the roll up will look like. You can see that this roll up is for modulars, Beech, Hillside, McLaughlin, Parkside, and Southside. Then this is a screenshot of one schedule. My eyes aren't that good, I can't tell you which one it is. This is page six of seven pages. Within each schedule, it is extremely detailed. We can also roll it up. On a monthly basis, when we provide the data to you, you can either look at it at a high level or on a granular level.

Chairman O'Connell stated we use things like AIA, which is the American Institute of Architects. Is that right?

Mr. Saindon replied correct.

Chairman O'Connell stated the reference to AIA is that all the documentation for buildings is following standard AIA practice.

Mr. Saindon replied yes, it is a standard. It is an AIA document that has been used for a long time. It has become an industry standard. It started as an AIA document.

Chairman O'Connell stated this is pro-forma as your work moves forward. When we expect to see this on a monthly basis, will we be seeing this as a report or live? Will we have it electronically?

Mr. Saindon stated speaking with the Clerk before the meeting, I would plan on submitting it as a PDF. It will probably be bookmarked. If you are familiar with looking at a large PDF document, it might be over 100 pages. You can bookmark it and click what you want to see. If there is something that is not conducive to putting into the PDF, I may provide a link within the PDF.

Chairman O'Connell stated the main thing for me is making sure that the members feel comfortable and they will be able to see those numbers, not tiny print on a monthly report, but rather you'd be able to see everything and get a chance to ask questions.

Mr. Saindon stated yes. The beauty of sharing it as a PDF is it is universal in opening up that document, and you can zoom in and out. Along the process, if there are any requests that you'd like to see to refine the monthly report, I am open to suggestions.

School Committee Member Turner stated thank you for the presentation. I am pleased to hear that you are easily accessible and reachable. I am also pleased to hear that you are very familiar with this type of work and the examples of the schools. That is very important to have you be very familiar with working in the public sector and specifically with public schools. I look forward to hearing about the hiring of the construction manager. I know we have been awaiting your hiring, and we look forward to hearing more about a construction manager being finalized. Same with the finalization of the Priority I budget; I know that is coming. We look forward to that. I think it is smart to have those six different budgets roll up into one. The way that breaks out will be an easier way for me to digest it and make sense of it. That project status, the budget in progress, the spreadsheet that you showed is a smart way to show where the money is budgeted and going and to keep track of our finances closely.

Mr. Saindon stated we want to have 100% transparency.

School Committee Member Turner stated right. As you know, money doesn't grow on trees around here. We are looking to make every penny towards this project count. I get the sense that you understand that message from this Committee and the greater Board. My only question is the example of the flowchart that you were showing. Excuse my ignorance, but I'm trying to understand this. If for some reason, the arrows go from the construction manager and from SMMA to your group, do the arrows ever go back? Do you ever look at something that comes your way, does it ever flow back? Can you give me an example of how that would work?

Mr. Saindon replied it does. The contractor will put together their requisition. It is sent to us and the architect in parallel. We will mark it up, and then it goes back to the construction manager. Then it goes back to us as a final. The back and forth, they call that a pencil requisition, because there is a back and forth that happens. We didn't show the back and forth on this to simplify it.

School Committee Member Turner stated I am new to this, so I wanted to make sure I understood the flowchart was not just one way. Thank you.

Mr. Saindon stated we will have a full-time Clerk of the Works or a site representative that will be reviewing. There will be many people reviewing this document - LeftField, Mark, our Clerk, and SMMA. At the end of the day, SMMA has to certify it. By the time these invoices go to the Superintendent and Karen as the CFO, they have been vetted by many people. They are good. If they are on the log and we give it to them, they are good to pay. If they are not on the log, there is a reason. Mark spoke to Karen, and we understand that there may be an audit coming. We will maintain all of the files. When the projects are done, we can transfer them to Karen. We will control, I shouldn't say control, we will maintain all of the paperwork. Respectfully, we are going to approve everything, make sure it is ready for approval, and the city just has to cut the checks. We will maintain all the paperwork.

Alderman O'Neil asked if you had to guess dates, there were no dates specific for award and selection of the CM, but what would be a goal for the modulars.

Mr. Saindon stated I'd say by this Friday we will have a selection.

Alderman O'Neil asked and then there will be some negotiating that goes on.

Mr. Saindon replied exactly. Some period of negotiation the following week. It is a critical task.

Alderman O'Neil stated so the 22nd which is Friday.

Mr. Saindon stated I would probably say one-week maximum of negotiation. Hopefully not any longer.

Alderman O'Neil stated this may not be appropriate because of the aggressiveness of getting the modulars done this summer, but I am looking in general based on Committee Member Turner and her question about the flowchart, what would you expect – if I'm an electrical contractor and I submit to the selected CM my invoice, how long, going down to the bigger projects of the middle schools, how long am I going to normally wait based on the flow to get paid if everything is in order on my end.

Mr. Saindon asked does the city do wire transfers or is it a paper check that is cut.

Alderman O'Neil replied I don't know the answer to that.

Mr. Saindon stated it is interesting that you asked this because for projects in the Commonwealth you have to pay within fifteen days. Honestly, that is a challenge. By the time you package everything and have it go through a committee and be approved, I would say within thirty days. That would be my guesstimate. We have to go through the process with Manchester.

Alderman O'Neil stated that is a great question from you. So, once we get some rhythm here with the middle school projects, the subs will know they need to have their invoices

in by a certain time of the month. The CM needs to have their invoices in, and is that normally what you find in Massachusetts? You get into a rhythm once you get going. So, we shouldn't be looking at sixty or ninety days for subs to get paid.

Mr. Saindon responded no.

Mark Lenfest, Senior Project Manager of LeftField, stated that will be my responsibility. David talked about the pencil req process and basically it is a draft. Everyone is giving us their projections and their backup so we have looked at that. We are verifying the last five days of work to go to a full-blown certifiable requisition. Once we have that, and again that will be submitted between the 25th and the 30th of each month and we will work closely with the architect, and our Clerk of the Works is there every day. We have all of these daily reports and status reports, and we've gone through all of their vendor invoicing prior to getting to their actual submission. It is probably thirty days, that being said we streamline it as much as possible.

Alderman O'Neil stated good. Great question asked by David as to whether it is has to be a paper check or electronic. I know on the city side, and the city is cutting the check, correct?

Chairman O'Connell answered no. All payments are coming through the School District.

Mr. Lenfest stated currently they are doing paper checks. I don't know if they always have to do paper checks. We have our colleagues from SMMA who state they are paper checks.

Mr. Saindon stated the cut-off dates that are going to be established working with CMs and sub-contractors, if they miss the date then they miss the date. That's it. It goes to the next month. From experience, they don't miss that date.

Alderman O'Neil asked do you know how often the district cuts checks.

Chairman O'Connell stated the checks are cut monthly.

Alderman O'Neil asked once, monthly.

Chairman O'Connell replied yes. There may be extraordinary measures from time to time, but the usual thing is they are done and then a couple of members of the Board go and sign the manifest. It is worth noting that the payments that are going to go through the School District are generally large and few in nature. Let's say that the CM for the building of the new elementary school, suppose they were to get all of the \$72 million, all of the sub-contractors and all the pieces are built through them and they issue their checks to those people. The School District will not be issuing checks to carpenters, electricians, etc. Largely, the checks coming from the School District will be of a larger nature. If we were paying someone \$50 million over a period of six months, that might be \$8 or \$9 million per month. I appreciate the questions and you are right, but there is going to be another level with the CMs and the individual sub-contractors.

Mr. Saindon stated typically when a CM gets paid, I'd say within a few days the sub-contractors are paid.

Mr. Lenfest stated the city has this process all ironed out. Talking to Ms. DeFrancis, she is telling us the actual date that she has to have all the paperwork into her. They will endorse it - the Superintendent and the CFO. Then they have an ironed-out path that the two volunteer members from the Finance and Facilities Committee will review these. That happens on a particular date with the monthly manifest. She had her ducks in a row. There is an ironed-out process; it should not get hung up.

Alderman O'Neil stated once approved and the checks are cut, we would expect the CM would turn them around quickly to the subs. As you guys know, from the construction world sometimes CMs sit on checks and the subs get left out sometimes.

Mr. Saindon stated if a vendor is not getting paid, we end up getting a phone call. Then we will take action accordingly.

Mr. Lenfest stated there is a full lien release process. If they don't give us the lien releases from all of their vendors and sub-contractors, then it holds up their payment; the CM's payment.

Alderman O'Neil asked did we ever clearly identify Josh Gagne's role. He has been here every meeting. Did we identify what Josh's role is in a supporting way?

Chairman O'Connell replied Josh Gagne, who is here tonight, represents the Department of Public Works. There are multiple days per week meetings between SMMA and LeftField with the Department of Public Works and the School District. Josh fully participates in those, and sometimes Director Clougherty as well, but Josh is going to be the person in this project who will be working with SMMA and other entities.

Alderman O'Neil asked but we are not putting sign-off requirements on Josh.

Chairman O'Connell answered no.

Alderman O'Neil asked will you have a local project office.

Mr. Saindon responded we have an office in Bedford, NH.

Alderman O'Neil asked you currently have that.

Mr. Saindon answered yes.

Alderman O'Neil asked and you expect that will be the project office once the middle school project gets going.

Mr. Saindon replied we will utilize it accordingly. For the middle school projects, there will be a satellite trailer office for the on-site representative. Mark, myself, and project team members might be utilizing the on-site trailer office more than the Bedford office.

Alderman O'Neil asked so there will be no central office for the project.

Mr. Saindon stated no.

Alderman O'Neil stated when we went through a similar exercise 20+ years ago, there was a central office where everybody was across from one another, the CM and the OPM.

Mr. Saindon stated we haven't talked about it but typically we have our own trailer or we may share a section of a trailer if it is a double-wide. To be honest, we haven't gotten that far into it.

Alderman O'Neil stated not two weeks into it. David, is there a summary? You said you can do a breakdown of the monthly report in detail. Is there an overview summary? That is what I would like to see. Then the information is there if I want to dig for it. I'm a big picture guy.

Mr. Saindon stated we will be providing a write-up that will be high level. If you want to look at it granularly you can, or you can stay high level.

Mr. Lenfest stated you can chase the links that are in the high-level report to the granular as far as you want to go.

Alderman O'Neil stated I am not looking to chase, that's my point. If I want to chase, I know where I can get the info, but I want big picture for me.

Chairman O'Connell stated in the interest of time, one of our members has a hard stop here in about fifteen minutes.

School Committee Member Soule stated Alderman O'Neil stole my thunder. I was going to ask the same question because I, too, am a big picture person. The summary would be helpful. Also, if there is anything significant that we need to know that we might not see in all the paperwork, I think that is important, too. It is also helpful to the community to have that information available. Getting all of this information and putting it into perspective, was very helpful to all of us.

Chairman O'Connell stated this is part of a process. We are confident in the vendor we have in place. We have the experience, and we can ask of you different things. We might a different report of some kind, or whatever we need for our purposes, I know you'll be able to respond. We thank you for being here tonight. Just to reiterate, on a monthly basis under whatever else, the legal requirements for this Committee are that we get a financial and progress report every month. That will be coming through the OPM, LeftField.

2. Update on project progress from SMMA and Leftfield.

Jennifer Soucy, Project Architect of SMMA, stated just an update on the modulares. The modulares themselves, all submittals have been reviewed. They are being fabricated, the boxes themselves, as we speak. We meet with Triumph on a weekly basis to talk

logistics in terms of how we are getting utilities to these boxes. We have ongoing meetings with Eversource at each of the sites to talk about how we will get power to the buildings. That is ongoing.

Chairman O'Connell stated Triumph is the manufacturer of the modulares.

Ms. Soucy stated that is correct. They are the vendor supplying the buildings themselves. Parallel to the actual buildings themselves, we have a site enabling package. When the CM is on board, that is what they are going to go out to bid with - all the site work that is involved with prep of the site, and getting the utilities to the locations before the modulares actually get placed on the site. Big picture, we are on schedule. We are working hard on the logistics. On parallel tracks, we are meeting with the community and the staff. We are on our second round of meetings at each of the schools. We will continue to do those monthly and as needed, so we are informing the community and the staff as to where we are at as these projects get started what they are going to expect to see on the sites. We will work with the district in relaying any logistics on the district side as to where students are going to be placed and all of that, and try to answer any questions that the community has.

3. Update on project budget and expenditures.

Chairman O'Connell stated we have covered this already.

4. Update on discussions with Amoskeag Trust.

Chairman O'Connell stated this is in regard to the proposed property for the new elementary school across the street from the current Beech Street school. Do we have an update on that?

Lorraine Finnegan, Architect & Principal of SMMA, stated we have a meeting scheduled for Wednesday with the city to talk about the ownership of the site and to start the process for understanding and making sure what step goes first. We have a meeting scheduled with Jeff Belanger for Wednesday, and some of his staff. We will go through the deed and understand what the next steps are, and who should be reaching out directly to Amoskeag. We want to make sure that we set off correctly.

Chairman O'Connell stated one of our members is absent, Alderman Terrio. This is one of the areas that he wanted followed. Close to that is the issue of any impact upon city land that any of these projects might have. It is covered here under the update on Amoskeag, but prior to the conversations that you are going to be having this week with various city entities as well as the Planning Department, etc., is to deal with that topic.

Ms. Finnegan stated correct. Not just Beech, but the other sites as well that might have federal funding.

Chairman O'Connell stated and you are aware that you are working on that topic. I want to be clear that the project is currently governed by the School District, and we sometimes will in our projects talk about what we may or may not be doing. All of it can normally be done if it is city land, by going through the city process. I want to be clear

that is where we are. I was reminded by School Committee Member Soule as you spoke earlier, that we need to get used to differentiating the district and the city when we speak. We were talking about the payments earlier on, about how the city cuts checks, but there is a difference between the district and the city. It is more than just arcane, because they are two different processes.

5. Review of the Committee's school construction change order policy set in 2022.

Chairman O'Connell stated this says the policy was set in 2022. Is that correct?

Mike Intranuovo, Office of the City Clerk, stated yes. I looked back at it, and I believe it was December 2022 when these changes were made. Those changes are in bold.

Chairman O'Connell stated ok. You see in your agenda that items one through seven are there. Item seven was changed and the amount was changed. This is the process, which is very important to this Committee, by which any change orders – any change orders must come through this Committee. I would like to entertain a proposal, since this is a few years old, that we adopt this as the policy for this Committee with one change, to change the amount from \$50,000 to \$100,000 and adopt it as it was previously.

Alderman O'Neil stated you said all change orders but that is not what number two says. Or does it?

Chairman O'Connell stated it says all change orders that materially change the scope of the project will be brought before the Joint School Buildings Committee for approval. Number two, change orders with a value that does not exceed \$50,000 may be executed by the Department of Public Works without prior approval by the Joint School Buildings Committee. I'm glad I read this, because that is an edit that needs to be made on this document.

Alderman O'Neil stated it should be the School District.

Chairman O'Connell stated correct. Mr. Clerk, if we could amend the language of Department of Public Works to the Manchester School District. Third, change orders that are time-sensitive (that is without immediate approval delays and/or other escalated costs will be incurred) and do not materially change the scope of the project may be executed by the School District without prior approval of the Joint School Buildings Committee, regardless of value. Number four, all change orders that are not time-sensitive and whose value exceeds what would now be \$100,000 in costs or savings will be brought before the Joint School Buildings Committee for approval. Number five, monthly reports outlining change orders that have been executed will be provided along with the status reports. We saw that earlier. Number six, change orders that are non-monetary or reduce the contract value do not require prior approval of the Joint School Buildings Committee. Lastly, the change that was made in 2022, number seven. No change orders shall be executed which would cause the overall project budget to be exceeded.

*On motion of **Alderman O'Neil**, duly seconded by **School Committee Member Turner**, it was voted to amend the change order policy to change the amount from \$50,000 to \$100,000 on items 2 and 4, and to replace "Department of Public Works" with "Manchester School District" on items 2 and 3.*

*There being no further business, on motion of **School Committee Member Turner**, duly seconded by **School Committee Member Soule**, it was voted to adjourn.*

A True Record. Attest.

A handwritten signature in black ink, appearing to read "Matthew Normand". The signature is fluid and cursive, with a long horizontal stroke at the end.

Clerk of Committee