

MINUTES

Meeting of the

Massachusetts Technology Park Corporation Board of Directors

December 7, 2021

Proposed Motion – MassTech Board of Directors

The Board of Directors of the Massachusetts Technology Park Corporation hereby adopts the Draft Minutes of the One Hundred Twenty Fifth Meeting of the Board of Directors of the Massachusetts Technology Park Corporation held on December 7, 2021, by Zoom video conference as the formal Minutes thereof.

MINUTES

ONE HUNDRED TWENTY FIFTH MEETING

of the

BOARD of DIRECTORS

of the

MASSACHUSETTS TECHNOLOGY PARK CORPORATION

December 7, 2021
Zoom Videoconference

The One Hundred Twenty Fifth Meeting of the Board of Directors of the Massachusetts Technology Park Corporation (“MassTech”) was held on December 7, 2021, via Zoom video conference, pursuant to notice duly given to the Directors of the Board and publicly posted on the MassTech website with corresponding notice provided to the Office of the Secretary of State and the Executive Office for Administration and Finance.

The following MassTech Directors were present and participated: Secretary of Housing and Economic Development Mike Kennealy (represented by Mark Fuller of the Executive Office of Housing and Economic Development (“EOHED”)), Alexandra Drane, Pam Reeve, Ernesto DiGiambattista, Richard Lester, Alok Tayi, Bogdan Vernescu, Joe Dorant, Michael Greeley, Paige Fetzer, Nate Walton, Secretary of Administration and Finance Michael Heffernan (represented by Patrick Lynch of the Executive Office for Administration and Finance), Julie Chen.

The following Mass Tech Collaborative staff was present: Carolyn Kirk, Brianna Wehrs, Lisa Erlandson, Michael Baldino, Brian Noyes, Holly Lucas Murphy, Kelly Kleanthous, Stephanie Helm, Pat Larkin, Katie Stoico, Christine Nolan, Megan Marzsalek, James Byrnes, Joseph Downing, Will Fuqua, and Jason Hoch.

The following individuals were also present: Matthew Biller and Prakash Ganesh of KPMG.

At 2:06 p.m., Mr. Fuller noted that a quorum was not yet present, but determined that updates could be provided but no motion items would be voted on until a quorum was reached.

Agenda Item I Report of the Mass Tech Collaborative Board Chair

Mr. Fuller began by providing a brief update, stating that the Legislature recently enacted a bill authorizing the expenditure of federal American Rescue Plan Act (“ARPA”) dollars, and the bill is now before the Governor for his consideration. He indicated we now need to put some thought into how to spend those dollars. Mr. Fuller then turned the floor over to Ms. Kirk.

Agenda Item II Report of the Mass Tech Collaborative Executive Director – ARPA Update – Broadband and Cybersecurity

Ms. Kirk next provided her update regarding MassTech. She stated that there are two items in the ARPA bill now before the Governor that impact Mass Tech: (1) \$50 million for broadband to close the digital divide, and (2) \$15 million to support cybersecurity workforce and infrastructure needs. She explained that in the case of the digital divide and project funding, MassTech will be scaling our existing programs, using ARPA dollars and partnering with distribution channels such as Essex County Community Foundation (“ECCF”) and the Metropolitan Area Planning Council (“MAPC”), who are partnering with Gateway Cities. Ms. Kirk further explained that these partners will find a pipeline of projects such as a Wi-Fi hotspots, working with community health centers to expand access to telehealth services, or assisting public housing authorities and public libraries with internet access. Ms. Kirk then went on to state that with regards to cybersecurity, Ms. Helm has been working with industry and government partners to determine how we can expand the workforce and provide cybersecurity solutions to municipalities. A working group was commissioned six months ago, and the model being recommended is to establish Cybersecurity Centers of Excellence, which also aligns with the ARPA funding. Ms. Kirk explained that these Centers would help municipalities through cyber resilience programs, including establishing Security Operations Centers (“SOCs”), which would be outsourced, and cyber ranges, which could be established throughout the state. Ms. Kirk stated that MassTech will publish an RFI to evaluate interest. She then turned the floor over to Mr. Baldino.

Mr. Greeley joined the meeting at 2:13 p.m.

Mass Broadband Institute – Middle Mile Update

Mr. Baldino began by explaining that MassTech hired KPMG to assist with the planning process for the future disposition of the MassBroadband 123 Network. After providing an overview of the Network, he indicated that the outsourced Network Operator Agreement with Local Linx is expiring in August of 2023, and MassTech is now looking at a multi-phase process to determine whether to sell the Network or enter into a new Network Operating Agreement through a competitive procurement. Mr. Baldino then introduced Mr. Ganesh and Mr. Biller from KPMG to discuss KPMG’s role in this process.

Mr. Ganesh, a Managing Director at KPMG, stated that KPMG has been working with MBI over last month to develop a Network decision roadmap (“roadmap”). Mr. Ganesh

explained that KPMG’s Infrastructure Practice primarily focuses on advising infrastructure clients dealing with public-private partnerships, and that his expertise is in the broadband sector. Mr. Biller, a Director in the Infrastructure Practice, provided a Network decision roadmap overview. He indicated they are looking at a 12 month transition process, with a 3-phased approach. Mr. Biller explained that the key outcomes of Phase 1 would be determining a range of disposition options, development of procurement documentation, and development of the initial term sheets.

Ms. Fetzer joined the meeting at 2:28 p.m. At 2:29 p.m. Mr. Fuller conducted attendance by roll call and observed the presence of a quorum.

Mr. Biller and Mr. Ganesh then discussed the details of Phase 1a and Phase 1b of the roadmap. Members of the Board indicated they were delighted that KPMG was doing this work for MassTech, given their depth and breadth of understanding in the field.

Mr. Ganesh and Mr. Biller left the meeting at 2:35 p.m.

Agenda Item III Mass Broadband Institute – Professional Service Awards and Fiscal Year 2022 Budget Modification – Consulting and Legal Services – Disposition of MassBroadband 123 Network (motion item)

Mr. Baldino presented a recommendation to modify MBI’s Fiscal Year (“FY”) 2022 budget to increase the line item for professional fees. He indicated that we are currently in the planning and due diligence phase of the multi-phase, 30 month disposition plan to address the future of the MassBroadband 123 Network. He explained that both consultants and law firms have been pre-qualified to support the disposition plan, and as was just discussed, MBI commissioned a detailed roadmap that was prepared by KPMG. Mr. Baldino went on to state that MBI’s FY22 Operating Plan and Budget includes \$261,500 for professional fees (consulting and legal services), that EOHED has contracted with MassTech for \$1,011,500 to expend on professional fees in FY 2022, and MBI is now looking for delegated authority for Ms. Kirk to spend up to \$1,005,000, and to amend the FY22 budget to increase the line item for professional services to \$1,011,500. He also explained that based on proposals from KPMG and the pre-qualified law firms we know this endeavor will cost more, and that we will come back to Board if needed. When asked to explain the two different numbers, Ms. Erlandson stated that the \$1,011,500 is the total amount for consulting related to both the Middle Mile and Last Mile for FY22, while the \$1,005,000 is just for the MassBroadband 123 Network.

Ms. Kirk also clarified that the MBI Board has met on this, as well as on the Comcast and Charter motion items to be discussed, and has recommended all unanimously.

Following a period of brief discussion, and upon motions duly made and seconded, it was VOTED unanimously by a roll call vote:

The Board of Directors of the Massachusetts Technology Park Corporation (“MassTech Collaborative”), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby:

1. Amend the Fiscal Year 2022 Budget for MBI, approved by the Executive Committee of the MassTech Board of Directors on June 24, 2021, by increasing MBI’s Fiscal Year 2022 Professional Fees line item by \$750,000 for a total amount of \$1,011,500, to be used for consulting and legal services related to the Middle Mile Network; and

2. Delegate authority to MassTech Collaborative’s Executive Director to expend an amount not to exceed \$1,005,000 for consulting and legal services related to the Middle Mile Network during Fiscal Year 2022.

Agenda Item IV Mass Broadband Institute – Comcast – Extension of Coverage in the Town of Bernardston (motion item)

Mr. Baldino next stated that MBI is requesting that the Board approve a grant award to Comcast in the amount of \$298,000. He explained that Bernardston was in the final group of towns that was considered for eligibility under the 2015 Broadband Extension Program. The goal of the program was to expand broadband access to at least 96% in towns that had substantial gaps in coverage. After review MBI determined at that time that the town met the threshold and was not eligible for funding under the Broadband Extension Program. Bernardston has, however, recently begun to prepare for discussions with Comcast regarding renewal of the cable license agreement, and they believe they are only at 94% coverage. Mr. Baldino said that MBI has reviewed the situation and believes that the circumstances warrant an investment of MBI bond funds to ensure that Bernardston passes the 96% coverage threshold.

Following a period of brief discussion, and upon motions duly made and seconded, it was VOTED unanimously by a roll call vote:

The Board of Directors of the Massachusetts Technology Park Corporation (“MassTech Collaborative”), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby authorize the MassTech Collaborative Executive Director to execute a grant agreement with Comcast in an amount not to exceed \$298,000 to extend Comcast’s broadband network in the Town of Bernardston (the “Town”), as presented. The grant agreement shall provide for the expenditure of funds from the Massachusetts Broadband Incentive Fund to support broadband service availability through a privately owned and operated network. The expenditure of grant funds pursuant to this award shall be contingent upon execution of a cable television license agreement renewal by Comcast and the Town.

Agenda Item V Mass Broadband Institute – Flexible Grant Program – Charter Communications – Coverage for Premises Omitted from Federal Funding Award in the Towns of Royalston and Warwick (motion item)

Next, Mr. Baldino discussed a proposed grant award to Charter in the amount of \$220,690 to serve the towns of Royalston and Warwick, which was reviewed and recommended by the MBI Board of Directors on December 2, 2022. He explained that Charter submitted winning bids under the Federal Communications Commission’s Rural Digital Opportunity Fund

("RDOF") to build, own and operate networks that will provide broadband service to the Towns of Royalston and Warwick. Mr. Baldino then indicated that the federal RDOF awards will leave some premises unserved in each town, and as MBI has not expended the full amount of each town's allocation, MBI wishes to fund the grant award to Charter from a portion of the remaining uncommitted funds. Mr. Baldino then stated that each town's Select Board has voted to accept the Charter proposal and has requested that MBI commit a portion of its remaining MBI allocation for a grant to Charter to reach 100% coverage in each town.

Following a period of brief discussion, and upon motions duly made and seconded, it was VOTED unanimously by a roll call vote:

The Board of Directors of the Massachusetts Technology Park Corporation ("MassTech Collaborative"), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby authorize the MassTech Collaborative Executive Director to execute a grant agreement with Charter Communications ("Charter") in an amount not to exceed \$220,690 to extend Charter's broadband network in the Towns of Royalston and Warwick (the "Towns"), which will be constructed with federal funds, to reach premises that would not otherwise be covered through the federal award, as presented. The grant agreement shall provide for the expenditure of funds from the Massachusetts Broadband Incentive Fund to support broadband service availability through a privately owned and operated network. The expenditure of grant funds for each Town pursuant to this award shall be contingent upon the execution of a cable television license agreement by Charter and the Towns.

Agenda Item VI

**Innovation Institute – Collaborative Research and Development Matching Grants (motion item)
Boston University – Robotics and Autonomous Systems Teaching and Innovation Center (RASTIC)
Worcester Polytechnic Institute (WPI) – Cybersecurity for Hardware Testing & Training**

Mr. Larkin next introduced two new Collaborative Research and Development Matching Grant Program proposals. He indicated that the Innovation Institute's Investment Advisory Committee spent considerable time reviewing these proposals, and recommended that the MassTech Board approve the awards. Mr. Larkin stated that approval of today's awards would represent an overall investment of \$14 million in this program for FY22. He noted that this amount exceeds the FY22 bond authorization, however these investments are multi-year investments and therefore the amount of funds planned to be expended in this fiscal year would not exceed the FY22 budgeted amounts for the program. Rather the excess amounts would be applied against the program's budget and bond authorization during the next few fiscal years. He then turned the floor over to Mr. Byrnes to discuss the awards.

A video presentation by Worcester Polytechnic Institute ("WPI") was shown to the Board. Mr. Byrnes explained that WPI is seeking \$999,663 to purchase equipment for a facility

for security testing of semiconductors. He stated that this program has a number of dimensions that appeal to Mass Tech, especially given the current shortage of semi-conductor chips. Mr. Byrnes further elaborated that WPI wants to train a local workforce that is familiar with high tech manufacturing and testing methods and make those testing methods available in the United States. He stated that workforce training and diversity are major components of the project, with five new training courses in place by year five of the project, teaching a combined total 75 new students per year.

Mr. Lester left the meeting at 3:06 p.m., at which point a quorum was lost, and after a brief pause in the presentation, Mr. Fuller announced that Ms. Chen had joined the meeting at which time a quorum was reestablished

A video from Boston University (“BU”) was next presented, and Mr. Byrnes explained that BU is seeking \$4,394,848 to build and equip a new Robotics and Autonomous Systems Teaching and Innovation Center (“BU-RASTIC”). This facility will be used to advance research and prototyping in soft robotics, AI, planning and control systems, and autonomous vehicle algorithms while also expanding the capacity of BU’s robotics Master’s degree program. Mr. Byrnes elaborated that the funds would allow companies to directly collaborate with academia, and students to undertake research projects on behalf of industry partners while creating connections with future employers in the Commonwealth’s robotics cluster. He further stated that this program addresses talent and equity given that Boston University currently enrolls women in engineering studies at rates above the national average. Mr. Larkin stated that there is the feeling that the robotics sector is constrained by talent, and this project is an aggressive attempt to increase the numbers in this field, a key opportunity for the Innovation Institute.

Following a period of brief discussion, and upon motions duly made and seconded, it was VOTED by a roll call vote, with one abstention by Mr. Vernescu:

The Board of Directors of the Massachusetts Technology Park Corporation (“Mass Tech Collaborative”), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby authorize the following grant awards under the Collaborative Research Matching Grant Program (RFP No. 2020-JAII-04) to be funded through the Scientific and Technology Research and Development Matching Grant Fund (M.G.L. Chpt. 40J, Sec. 4G):

- **to Worcester Polytechnic Institute in an amount not to exceed \$999,663, to create a facility for security testing of semiconductors through the purchase of a semiconductor failure analysis system; and**
- **to Boston University in an amount not to exceed \$4,394,848 to establish a new Robotics and Autonomous Systems Teaching and Innovation Center, as presented.**

The grant awards are subject to the execution of grant agreements in a form and with terms approved by MassTech Collaborative’s Executive Director.

Following a period of brief discussion, and upon motions duly made and seconded, it was VOTED unanimously by a roll call vote:

The Board of Directors of the Massachusetts Technology Park Corporation hereby adopts the Draft Minutes of the One Hundred Twenty Third Meeting of the Board of Directors of the Massachusetts Technology Park Corporation held on October 20, 2021 by Zoom video conference as the formal Minutes thereof.

Ms. Kirk then stated she wanted to thank the Board for its patience, as this meeting was a little difficult. She further stated that MassTech sends detailed packages ahead of time so Board Members know what will be discussed at the meeting, and we do appreciate the time and attention they pay to this reading material. The Members then indicated they greatly appreciated the materials prior to the meetings, and that the quality of what is sent makes reading easy and allows the Board to get to votes more quickly.

After a brief discussion, there being no other business to discuss and upon motion duly made and seconded, the MassTech Board of Directors voted unanimously and without abstention by a roll call vote to adjourn the meeting at 3:16 p.m.

A TRUE COPY ATTEST: (Secretary)

DATE:

Materials and Exhibits Used at this Meeting:

1. Draft Minutes for the October 20, 2021, MassTech Board of Directors Meeting
2. Presentation- Mass Broadband Institute – Professional Service Awards and Fiscal Year 2022 Budget Modification – Consulting and Legal Services – Disposition of MassBroadband 123 Network (motion item)
3. Presentation- Mass Broadband Institute – Comcast – Extension of Coverage in the Town of Bernardston (motion item)
4. Presentation- Mass Broadband Institute – Flexible Grant Program – Charter Communications – Coverage for Premises Omitted from Federal Funding Award in the Towns of Royalston and Warwick (motion item)
5. Presentation- Innovation Institute – Collaborative Research and Development Matching Grants (motion item) Boston University – Robotics and Autonomous Systems Teaching and Innovation Center (RASTIC), Worcester Polytechnic Institute (WPI) – Cybersecurity for Hardware Testing & Training.