

ANNUAL FINANCIAL INFORMATION
with respect to
THE UNIVERSITY OF MASSACHUSETTS BUILDING AUTHORITY
and THE UNIVERSITY OF MASSACHUSETTS
for the
FISCAL YEAR ENDED JUNE 30, 2018

The following is the annual financial information with respect to the University of Massachusetts Building Authority (the “Authority”) and the University of Massachusetts (the “University”) for the fiscal year ended June 30, 2018. This report is being filed with the Municipal Securities Rulemaking Board (the “MSRB”) via its Electronic Municipal Market Access (“EMMA”) service pursuant to the continuing disclosure agreements of the Authority and the University since 1995 in connection with the issuance of Authority bonds.

This statement is limited in scope. It contains only an updating of certain financial and operating data referenced below. The information set forth herein does not contain all material information concerning the Authority and University necessary to make an informed investment decision. This statement does not constitute an offer to sell or the solicitation of an offer to buy Authority bonds. This statement is intended to provide only the information necessary to conform to the requirements of Rule 15c2-12.

Annual financial information for the Authority and the University, which is required to be filed pursuant to the continuing disclosure agreements entered into in connection with the Authority’s outstanding bonds, is attached hereto as Exhibit A and Exhibit B, respectively. Reference is made herein to that certain Official Statement dated January 20, 2017, as supplemented on February 15, 2017, for the Authority’s Project Revenue Bonds, Senior Series 2017-1 and Senior Series 2017-2 (Federally Taxable) and Refunding Revenue Bonds, Senior Series 2017-3 (the “Series 2017 Official Statement”), and that certain Official Statement dated April 18, 2008, for the Authority’s Facilities Revenue Bonds, Senior Series 2008-A (Commonwealth Guaranteed) (the “Series 2008-A Official Statement”), each of which was previously filed with EMMA. By reference below, certain information from the Series 2017 Official Statement or the Series 2008-A Official Statement is incorporated herein and restated as of June 30, 2018.

DATED: March 26, 2019

EXHIBIT A – AUTHORITY FINANCIAL AND OPERATING DATA AS OF JUNE 30, 2018

1. Any material change in the provisions of the Contract:

See the Series 2017 Official Statement, “Security and Sources of Payment for the Bonds – Contract” and “Security and Sources of Payment for the Bonds – Pledge of Revenues under the Project Trust Agreement.”

2. Annual debt service requirements:

The following table sets forth for each fiscal year ending June 30 the total debt service, including principal and interest, due on Outstanding Authority bonds under the Project Trust Agreement and the Facilities Trust Agreement, as of June 30, 2018:

Fiscal Year Ended <u>June 30</u>	Total Debt Service on Authority Bonds(1)	Fiscal Year Ended <u>June 30</u>	Total Debt Service on Authority Bonds(1)
2019	\$228,172,452	2034	\$140,883,314
2020	228,049,125	2035	155,591,488
2021	227,947,373	2036	168,972,573
2022	216,373,187	2037	168,038,916
2023	216,544,486	2038	160,159,110
2024	218,361,579	2039	165,950,351
2025	202,916,913	2040	139,101,906
2026	205,685,950	2041	137,625,372
2027	201,321,838	2042	107,751,514
2028	199,973,841	2043	107,756,457
2029	193,148,918	2044	102,330,239
2030	181,674,605	2045	77,185,003
2031	164,904,255	2046	42,818,581
2032	165,303,579	2047	20,939,200
2033	156,877,222	2048	20,935,500

⁽¹⁾ Includes interest on the Authority’s Project Revenue Bonds, Senior Series 2008-1, Project Revenue Bonds, Senior Series 2008-A, Project Revenue Bonds, Senior Series 2011-1 and Project Revenue Bonds, Senior Series 2011-2, each issued as variable rate debt, Outstanding as of June 30, 2018 in the principal amounts of \$163,115,000, \$18,150,000, \$124,990,000 and \$95,055,000, respectively, and amortizing in accordance with the terms thereof, assumed at the rates of 3.388%, with respect to the 2008-1 Bonds, 3.378% with respect to the 2008-A Bonds, and 3.482% with respect to the 2011-1 Bonds and 2011-2 Bonds, respectively. These assumed rates are based on the fixed rates being paid to the counterparties under interest rate swap agreements associated with such bonds. See Note E to the Financial Statements of the Authority as of and for the years ended June 30, 2018 and 2017, which have been previously posted to EMMA and see also the University Financial and Operating Data included herewith as Exhibit B under the heading “INDEBTEDNESS OF THE UNIVERSITY – Bonds Issued by UMBA – Interest Rate Swap Agreements.” With respect to the Authority’s Project Revenue Bonds, Senior Series 2009-2 and Project Revenue Bonds, Senior Series 2010-2, which were issued as so-called “Build America Bonds” under the American Recovery and Reinvestment Act of 2009, Outstanding as of June 30, 2018 in the aggregate principal amount of \$702,175,000 and amortizing in accordance with the terms thereof, the cash subsidy payments expected to be received from the United States Department of the Treasury are not reflected in the table above. For federal Fiscal Year 2019, the announced subsidy is 32.83%. The Authority is planning to refund a portion of the Project Revenue Bonds, Senior Series 2009-2, which are callable on May 1, 2019.

3. Any material change in the Enabling Act or other law of the Commonwealth with respect to the Authority:

See the Series 2017 Official Statement, “The Authority – General.”

4. Members, officers and staff of the Authority (“The Authority – Members, Officers and Staff”):

EXHIBIT A

The Authority consists of eleven members appointed by the Governor of the Commonwealth, five of whom shall be appointive members of the Board of Trustees of the University and may, but need not, be graduates of the University, and two others who shall be graduates of the University. The Authority currently has one vacant member position. Members from the Board of Trustees of the University serve while they are Trustees of the University; each other member serves for a term expiring on June 30 in the sixth calendar year after the calendar year in which his or her term began (unless appointed to fill a vacancy in which case such member shall serve for the unexpired term). Each member continues in office until his or her successor is appointed and qualified. The Authority annually elects a chairman and vice-chairman from its members and also elects a secretary-treasurer and may elect an assistant secretary-treasurer, neither of whom needs to be a member of the Authority.

As of the date hereof, the members and officers of the Authority and the dates of expiration of their respective terms are as follows:

<u>Member's Name, Position, Residence and Profession</u>	<u>Dates/Term Expires</u>
Victor Woolridge, *Chair, Springfield Vice President, Debt Placement & Syndications, Barings	September 1, 2019
Henry M. Thomas, III, *Vice Chair, Springfield President and Chief Executive Officer, Urban League of Springfield, Inc.	September 13, 2017
Mary Burns, *Member, Lowell Principal, Splash media Group Boston LLC, Chesapeake Outdoor LLC	September 13, 2021
Gerry-Lynn Darcy, Vice Chair, Middleton Vice President of Real Estate, Lupoli Companies	June 30, 2022
James McGaugh, Member, Needham Executive Director & Counsel, US State & Local Government Affairs, General Electric	June 30, 2020
Michael O'Brien, *Member, Southborough Executive Vice President, WinnCompanies	September 1, 2021
Kelly O'Neill, Member, Danvers Senior Associate, BSC Group	June 30, 2023
Christopher Philbin, Member, West Boylston Vice President for Government and Community Relations, UMass Memorial Health Care, Inc.	June 30, 2019
John T. Smolak, Member, North Andover Partner and Co-Founder, Smolak & Vaughan, LLP	June 30, 2021
Charles Wu, *Member, Newton Managing Director, BayNorth Capital	September 13, 2021

* University Trustee member of Authority Board. Pursuant to the Enabling Act, the members who are appointive members of the University Trustees shall continue in office as members of the Authority so long as they continue in office as University Trustees. The date indicated is the expiration date of such member's term as a University Trustee.

EXHIBIT A

As of June 30, 2018, Patricia Filippone was the Executive Director of the Authority. Prior to joining the Authority in June 2012, Ms. Filippone served in various positions at The Broad Institute since 2008, including Chief Financial Officer and Assistant Treasurer, Senior Financial Officer and Controller. Previously, she was Director of Allston Finance at Harvard University. Prior to that, Ms. Filippone was at the Massachusetts Water Resources Authority for 12 years in various positions, including as Director of Finance and Chief Financial Officer, Treasurer and Controller. She began her career at Coopers & Lybrand and has been a Certified Public Accountant since 1991. She received a B.S. from Babson College.

As of June 30, 2018, Jennifer Gonzalez was the Chief Financial Officer of the Authority. Prior to joining the Authority in June 2018, Ms. Gonzalez worked at the Massachusetts School Building Authority for six years as Director of Finance, Treasurer, and Chief Financial Officer. Previously, she worked for a financial advisory firm providing services to Massachusetts and New Hampshire municipalities. Ms. Gonzalez received a B.S. in Accounting from Rhode Island College, and a J.D. from Roger Williams University School of Law. Ms. Gonzalez's has resigned from the Authority as of April 19, 2019 to take a position outside of the Authority. The Authority is conducting a search for this position and a temporary replacement will fill her role until a replacement is hired.

As of June 30, 2018, Michael Wilson was the Treasurer and Budget Director of the Authority. Previously, Mr. Wilson worked as the Acting Budget Director for the Massachusetts Department of Transportation where he managed a \$1.3 billion operating and capital budget. Prior to that, he was the Budget Director for the Massachusetts Turnpike Authority. Mr. Wilson received a B.S. in Business Administration from Salem State University.

As of June 30, 2018, Joseph Naughton was the Director of Capital Projects of the Authority. Previously, Mr. Naughton worked for the University's President's Office since 2006 in various positions, including as Director of Budget and Planning and Assistant Budget Director and Manager of Capital Planning. Prior to that, he was the Bond Fund Manager of the Capital Expenditure and Program Office for the Commonwealth's Department of Transportation. Mr. Naughton received a B.S. in Accounting from the Carroll School of Management at Boston College.

As of June 30, 2018, David P. Mullen was the Deputy Director/General Counsel of the Authority. Prior to joining the Authority in June 2015, Mr. Mullen was in private law practice since 2003. Previously, he served as First Deputy General Counsel to the Massachusetts Bay Transportation Authority and, before that, as Chief Counsel to the Massachusetts Highway Department. Mr. Mullen received his J.D. and B.S. from Suffolk University.

5. Any amendment to the Project Trust Agreement made with the consent of the registered owners of the Bonds and any other amendment to the Project Trust Agreement which is material to the interests of the registered owners of Bonds:

See the Series 2017 Official Statement, "Appendix D – Summary of Legal Documents."

6. Any amendment to the Facilities Trust Agreement made with the consent of the registered owners of the Bonds and any other amendment to the Facilities Trust Agreement which is material to the interests of the registered owners of Bonds:

See the Series 2008-A Official Statement, "Appendix D – Summary of Legal Documents."

EXHIBIT B – UNIVERSITY FINANCIAL AND OPERATING DATA AS OF JUNE 30, 2018
AMENDED AND RESTATED ANNUAL REPORT
OF THE
UNIVERSITY OF MASSACHUSETTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2018 (the “University Report”)

The University Report has been filed on EMMA and can be found at:
<https://emma.msrb.org/ES1252948-ER936806-ES1381104.pdf>. Such report is hereby
incorporated by reference.