2018 MAY 23 AM 10: 35

Exhibit B

DISCLOSURE BY NON-ELECTED STATE EMPLOYEE OF FINANCIAL INTEREST AND DETERMINATION BY APPOINTING AUTHORITY AS REQUIRED BY G. L. c. 268A, § 6

	STATE EMPLOYEE INFORMATION		
Name:	John Chistolini		
Title or Position:	Chief Operations Officer		
State Agency:	Conservatory Lab Charter School (the "School")		
Agency Address:	2120 Dorchester Ave.		
05. 51	Dorchester, MA 02124		
Office Phone:	(617) 254-8904 x111		
Office E-mail:	jchistolini@conservatorylab.org		
	My duties to the School require me to participate in a particular matter in other entities, and I may not participate because of a financial interest that I am disclosing here. I request a determination from my appointing authority about how I should proceed.		
Particular matter	PARTICULAR MATTER Please describe the particular matter.		
E.g., a judicial or other proceeding, application, submission, request for a ruling or other determination, contract, claim, controversy, charge, accusation, arrest, decision, determination, or finding.	 The Board of Trustees of the School has required that I serve as an unpaid officer and director of CLCS Realty Corporation ("Realty"), as part of my duties as Chief Operations Officer of the School. In connection with the foregoing, I expect the following particular matters will come before me: Provision of School Facilities. Realty may acquire, own, repair and replace, manage and transfer facilities for the benefit of the School. In particular, Realty may acquire a property, which will, in turn, be leased to the School to use as a public school. The terms of the lease have not yet been determined. Construction of New School Facility. Realty is expected to construct a new facility for the School's use. In connection with the construction of public facilities, Realty may enter into agreements with a general contractor and other professionals or consultants. Assignment of Contracts. The School will likely assign to Realty all of its rights and obligations under contracts in connection with the construction and development of facilities. Financing of School Facilities. In connection with financing a new facility for the School, Realty will likely enter into loan documents (including without limitation, loan agreements, notes, assignments of leases and rents, guaranties, mortgages, subordinations, affidavits, pledges, assignments, certificates, indemnifications and other documents related to the financing). The financing may utilize bonds and/or new markets tax credits. The School may guaranty such financings. 		
Your required participation in the particular matter: E.g., approval, disapproval, decision,	Please describe the task you are required to perform with respect to the particular matter. The Board of Trustees of the School has required my participation as an officer and director of Realty in order to ensure that Realty effectively supports the School by providing and maintaining facilities to the School. In particular, the following particular matters may come before me as an officer and director of Realty:		

recommendation, rendering advice, investigation, other.	 Provision of Facilities to the School: I may be required to oversee the process of locating, acquiring, managing and transferring facilities for the benefit of the School. I may be asked to negotiate agreements and documents, including without limitation, purchase and sale agreements, agreements with brokers, offer letters, leases, and deeds. I may be required to oversee and negotiate a lease or sublease between Realty and the School. I may be responsible for ensuring compliance with any such agreements and leases. Construction of New School Facility: I may be required to provide oversight of the construction, improvement, development, restoration, repair, replacement and maintenance of School facilities. I may be required to negotiate and oversee the performance of agreements with architects, project managers, general contractors and other consultants and professionals in connection with School facilities. Assignment of Contracts: I may be required to negotiate the School's assignment to Realty of all of its rights and obligations under project-related contracts with consultants and professionals. Financing of School Facilities: I may be required to oversee the evaluation and negotiation of various financing arrangements. I may be required to evaluate and negotiate loan documents in connection with such financings or refinancing. I may be required to oversee compliance with the terms of such loan documents, including without limitation, the development and implementation of policies and procedures to monitor and ensure compliance.
	FINANCIAL INTEREST IN THE PARTICULAR MATTER
Write an X by all that apply.	I have a financial interest in the matter.
	My immediate family member has a financial interest in the matter.
	My business partner has a financial interest in the matter.
	X I am an officer, director, trustee, partner or employee of a business organization, and the business organization has a financial interest in the matter.
	I am negotiating or have made an arrangement concerning future employment with a person or organization, and the person or organization has a financial interest in the matter.
Financial interest in the matter	Please explain the financial interest and include a dollar amount if you know it. I will not be compensated by Realty for these activities, and I do not have an interest in contracts between the School and Realty. The School has a financial interest in Realty, as described below:
	 Provision of Facilities to the School: Conservatory Lab Charter School Foundation, Inc. ("Foundation") has a property under agreement, which the Foundation expects to transfer to Realty. Realty will then finance and construct new facilities on the property. Once the property is developed for use as a school, Realty is expected to lease or sublease the property to the School. The amount of the rent has not yet been determined, but it will likely be set on a non-commercial basis equal to the carrying costs of the property, and the School will likely be responsible for costs and expenses related to the use, occupancy, operation, maintenance and repair of, and maintenance of insurance on, the property. Assignment of Contracts: The School will likely assign all of its rights and obligations under various contracts with consultants in connection with the development and financing of the property. Realty will assume the School' obligation to make payments under these contracts. These contracts have not yet been finalized. Financing of School Facilities: Realty is expected to finance the development of the property, for use as a public school. While the terms of the financing are not yet final, the current estimate for this financing (including site acquisition and construction) is \$28,000,000. The School have a financial interest in this financing, in that the School may agree to guaranty
	Realty's obligations under the financing, and the rent the School will pay for leasing or subleasing the public school facilities may be based on the carrying costs.
Employee signature:	

DETERMINATION BY APPOINTING OFFICIAL

	APPOINTING AUTHORITY INFORMATION		
Name of Appointing Authority:	Board of Trustees of Conservatory Lab Charter School		
Title or Position:	n/a		
Agency/Department:	Conservatory Lab Charter School		
Agency Address:	2120 Dorchester Ave Dorchester, MA 02124		
Office Phone:	(617) 254-8904		
Office E-mail	n/a		
	DETERMINATION		
Determination by appointing authority:	As appointing official, as required by G.L. c. 268A, § 6, I have reviewed the particular matter and the financial interest identified above by a state employee.		
Write an X	I am assigning the particular matter to another employee, or		
by your selection.	I am assuming responsibility for the particular matter, or		
	x I have determined that the financial interest is not so substantial as to be deemed likely to affect the integrity of the services which the Commonwealth may expect from the employee.		
Appointing Authority signature:	Board of Trustees of Conservator Lab Charter School		
	By: Gary F. Gut, Chairman of the Board of Trustees of Conservatory Lab Charter School, duly authorized		
Date:	5/11/2018		
Comment:			
	<u> </u>		

Attach additional pages if necessary.

File copy with:

State Ethics Commission, One Ashburton Place, Room 619, Boston, MA 02108

Form Revised February, 2012

1968\0017\502921.1

The Commonwealth of Massachusetts Michael Joseph connolly

Secretary of the Commonwealth
ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180) Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons: in case of a corporation, give state of incorporation.

Thomas Collins, 34 Chickatawbut Road, Quincy, MA 02169
Mollie Hirshberg, 156 Monroe Road, Quincy, MA 02169
Ruth Paven, 40 Wollaston Avenue, Quincy, MA 02170

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

South Shore Mental Health Center, Inc.

2. The purposes for which the corporation is formed are as follows:

To work for the conservation and advancement of mental health and related health and social problems, the prevention of mental maladjustments and disorders, restoration of mental health and rehabilitation of the mentally handicapped, primarily to the residents of the Quincy, Milton and Randolph area. It will develop and maintain programs for education in mental health, promote community understanding and support, help to develop and broaden training opportunities for mental health personnel, and work toward improved treatment and prevention of mental disorders. It will ascertain community needs and seek to structure programs to meet them.

73-138027

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8½ x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

Not applicable

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

The Corporation shall have the following powers in furtherance of its corporate purposes:

- a. The corporation shall have perpetual succession in its corporate name;
- b. The corporation may sue and be sued;
- c. The corporation may have a corporate seal which it may alter at its pleasure;
- d. The corporation may elect or appoint directors, officers, employees and other agents to fix their compensation and define their duties and obligations, and to indemnify such corporate personnel;
- e. The corporation shall have the power to buy, own, or convey land;
- f. The corporation shall have the power to have and exercise all powers necessary or convenient to effect any and all of the purposes for which the coporation is formed, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other Chapter of the General Laws of the Commonwealth;

- 4. (continued)
- g. The corporation is organized exclusively for charitable, educational and scientific purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by a corporation, exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);
- h. No part of the income of the coporation shall inure to the benefit of any member, trustee, director, officer, or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation as set forth in term two of these articles: and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the corporation;
- i. In the event of dissolution of the corporation, all the remaining units and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as the corporation may determine;
- j. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes;
- k. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended; and the corporation shall not a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; b) retain any excess business holdings as defined in Section 4943 (c) of the Code; c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or d) make any taxable expenditures as defined in Section 4943 (d) of the Code.

- 5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.

 Yes
- 6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
- 7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation in Massachusetts is:

77 Parkingway Quincy, MA 02169

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME RESIDENCE POST OFFICE ADDRESS

President: Ruth M. Paven, 40 Wollaston Avenue, Quincy, MA 02169

Treasurer: Thomas F. Collins, 34 Chickatawbut Road, Quincy, MA 02169

Clerk: Mollie B. Hirshberg, 156 Monroe Road, Quincy, MA 02169

Directors: (or officers having the powers of directors)

Ruth M. Paven, 40 Wollaston Avenue, Quincy, MA 02169 Thomas F. Collins, 34 Chickatawbut Road, Quincy, MA 02169 Mollie B. Hirshberg, 156 Monroe Road, Quincy, MA 02169

c. The date initially adopted on which the corporation's fiscal year ends is:

June 30

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

September

e. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this Sixteenth day of May 1979 I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted, if so convicted, explain.

Thum F. Collins

Mallie B Hushburg

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized

20182

THE COMMONWEALTH OF MASSACHUSETTS

RECEIVED

MAY 1 7 1979

ARTICLES OF ORGANIZATION GENERAL LAWS, CHAPTER 180

CORPORATION DIVISION SECRETARY'S OFFICE

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this

Effective date

MICHAEL JOSEPH CORNOLLY

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

South Shore Mental Health Center, Inc.

77 Parkingway

Quincy, MA 02169

Telephone. (617) 471-0350

Filing Fee \$30.00

Copy Mailed 5-2-1-79



The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

FEDERAL IDENTIFICATION

Secretary of the Commonwealth NO. E042677185

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Ruth M. Paven
Mollie Hirshberg

President/Vice President, and Clerk/Assistant Clerk of

South Shore Mental Health Center, Inc.
(Name of Corporation)

"To work for the conservation and advancement of mental health and related health and social problems, the prevention of mental maladjustments and disorders, restoration of mental health and rehabilitation of the mentally handicapped by means of the establishment and operation of a comprehensive mental health center in accordance with Public Law 94-63, providing essential mental health services, primarily to residents of the Quincy, Milton and Randolph area. It will develop and maintain programs for education in mental health, promote community understanding and support, help to develop and broaden training opportunities for mental health personnel, and work toward improved treatment and prevention of mental disorders. It will ascertain community needs and seek to structure programs to meet them."

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8%" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filling, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

, in the year 19 80

Ruth M. Paven

President/Vice President

Ticclie Hunkley Mollie Hirshberg Clerk/Assistant Clerk



RECEIVED

MAR 26 1980

JURICHARMING DIVISION JECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

Approved by the D.P.H. 11-3-80.

I hereby approve the within articles of amendment and, the filing fee in the amount of \$ /0. All having been paid, said articles are deemed to have been filed with, me this day of hovember, 1980.

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION PHOTO COPY OF AMENDMENT TO BE SENT

TO:
South Shore Mental Health Center, Inc.
77. Parkingway
Quincy, MA 02169
Telephone 471-0350

Copy Mailed

NOV 1 3 1980

CD-180-S



The Commonwealth of Massachusetts

07-30-87

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 04-2677185 L

ONE ASHBURTON PLACE, BOSTON, MASS. 02108



ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filling this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Thomas Collins Valerie Semensi

, President/\tankresident, and

, Clerk/Assistant Clerk of

Name Approved South Shore Mental Health Center, Inc.

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on June 9, 1987, by vote of 12, members what which is, being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon): (To be inserted under "other lawful provisions", Article 4L)

No director, officer or member of the corporation shall have any personal liability to the corporation for monetary damages for breach of fiduciary duty as a director, officer or member notwithstanding any provision or law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director, officer or member (i) for any breach of the duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; personal benefit. The preceding sentence shall not eliminate the liability of which such provision becomes effective.

3

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 a single sheet so long as each article requiring each such addition is clearly indicated.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

day of the year 19 \$ 7

President/Without Clerk/Assistant Clerk

Chieff (m.)

1937 JUL 30 Fil 12: 24

CONFORMATION I COM

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment and, the filing fee in the amount of \$ 10.00 having been paid, said articles are deemed to have been filed with me this 30.00 have been the said articles are deemed to have been filed with me this 30.00 have been the said articles are deemed to have been the said articles a

Michael & CONNOISEY

Secretary of State

TO BE FILLED IN BY CORPORATION PHOTO COPY OF AMENDMENT TO BE SENT

· · · · · · · · · · · · · · · · · · ·
Law Office of Peter L. Eleey
304 Victory Road
Marina Bay, MA. 02171
Telephone(617) 770-1000

Copy Mailed

MA SOC Filing Number: 201760693190 Date: 10/25/2017 1:17:00 PM



The Commonwealth of Massachusetts William Francis Galvin

Minimum Fee: \$15.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Annual Report

(General Laws, Chapter 180)

Identification Number: 042677185

Filing for November 1, 2017

In compliance with the requirements of Section 26A of Chapter one hundred and eighty (180) of the General Laws:

1. Exact name of the corporation: SOUTH SHORE MENTAL HEALTH CENTER, INC.

2. Location of its principal office:

No. and Street:

500 VICTORY RD.

City or Town:

QUINCY

State: MA

Zip: <u>02171</u>

Country: <u>USA</u>

3. DATE OF THE LAST ANNUAL MEETING: 06/27/2017 (mm/dd/yyyy)

(if none leave blank)

4. State the names and street addresses of all officers, including all the directors of the corporation, and the date on which the term of office of each expires:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ANTONY SHEEHAN	500 VICTORY RD. QUINCY, MA 02171 USA	EX OFFICIO
TREASURER	STÉPHEN WOJCIK	500 VICTORY RD. QUINCY, MA 02171 USA	EX OFFICIO
CLERK	CHRIS FITZGERALD	91 ROCK ISLAND ROAD QUINCY, MA 02169 USA	06/30/2018
VICE CHAIRPERSON	GENE O'NEILL	73 COLBY ROAD BRAINTREE, MA 02184 USA	06/30/2019
CHAIRPERSON	TRACEY PHELAN	86 MONROE ROAD QUINCY, MA 02169 USA	06/30/2020
DIRECTOR	DAVID F. MCCARTHY	48 WHITNEY ROAD QUINCY, MA 02169 USA	06/30/2019
DIRECTOR	SANDRA SLAVET	42 GROVE STREET RANDOLPH, MA 02368 USA	06/30/2019
DIRECTOR	GEORGE A. RODRIGUEZ	21 MCGRATH HIGHWAY, SUITE 201 QUINCY, MA 02169 USA	06/30/2020
DIRECTOR	ANNA MARIE MCREYNOLDS	PIERCE MIDDLE SCHOOL, 451 CENTRAL AVENUE MILTON, MA 02186 USA	06/30/2019
DIRECTOR	LAURIE ALLEN	65 BROOK TERRACE WEYMOUTH, MA 02188 USA	06/30/2018
DIRECTOR	PAUL G. CURTIS	FIDUCIARY TRUST COMPANY, 175 FEDERAL STREET BOSTON, MA 02110 USA	06/30/2020

DIRECTOR	JOHN J. ZAWALINSKI	HUB INTERNATIONAL, 600 LONGWATER DRIVE NORWELL, MA 02061 USA	06/30/2018	
DIRECTOR	ROBERT DALEY	MARSH & MCLENNAN, 101 HUNTINGTON AVENUE, STE. 401 BOSTON, MA 02199 USA	06/30/2018	

5. Check if the corporation is a cemetery corporation that does NOT hold perpetual care funds in trust. If the corporation is a cemetery corporation that holds perpetual care funds in trust, a copy of the written instrument establishing the trust and any amendments thereto must be attached, and the annual report must be filed by facsimile, mail or in person.

I, the undersigned, <u>ANTONY SHEEHAN</u> of the above-named business entity, in compliance with the General Laws, Chapter 180, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 25 Day of October, 2017.

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