

**BID FORM - Part 1 of 3**

**MANSFIELD ELEMENTARY SCHOOL  
STATE PROJECT NO. 078-068N, PHASE 2 OF 3**

To: **Mr. Randy Walikonis, Chairperson  
Mansfield Elementary School Building Committee**  
**c/o Tasha N. Smith, Executive Assistant to the Town Manager  
Audrey P. Beck Municipal Building  
4 South Eagleville Road  
Mansfield, CT 06286**

Bid of: Fontaine Bros., Inc.  
(Name of Company – the Bidder)

This bid is submitted with the understanding that it will not be withdrawn for 90 days after the scheduled bid opening date.

Furthermore, the undersigned Bidder declares the Project Site, the Invitation to Bidders, the Contract Documents, including the Plans and the Project Manual, the Addenda, and the availability of material and labor have been carefully examined, and agrees to construct the Mansfield Elementary School, Phase 2 of 3, as specified and scheduled, including all supervision, material, labor, tools, apparatus and implements, freight, permits, removal of debris, and cartage. The undersigned Bidder also agrees to complete the Work in accordance with the Contract Documents within the time limit stated below.

**The undersigned Bidder is submitting a copy of this Bid Form with the Base Bid indicated below, the Bid Guarantee, the Acknowledgement of Time Limit, the accompanying CHRO Statements, a list of the Add Alternates and a list of the Itemized Unit Prices therein.** These prices are to cover all expenses incurred in performing the work required under the Contract Documents, of which this proposal is a part.

After review of all factors, terms and conditions, including price, the purchasing authority of Mansfield Public Schools reserves the right to reject any and all bids, or any part thereof, or waive defects in same, or accept any proposal deemed to be in the best interest of Mansfield Public Schools.

**BASE BID AMOUNT**

The Bidder agrees to complete the construction of the above-named project for the stipulated sum of:

forty one million seven hundred eight thousand  
\_\_\_\_\_ Dollars (\$ 41,708,000 )

**BID GUARANTEE**

The undersigned Bidder agrees to execute a contract for this Work in the above amount and has enclosed a bid security in the form of a Bid Bond as specified in the Invitation to Bid. If Bidder fails to execute a contract for this Work within 10 days after receiving a written Notice of Award, he will forfeit to Owner the enclosed Bid Bond issued by a surety, in the following amount constituting ten percent (10%) of the Base Bid Amount above:

ten percent of bid  
\_\_\_\_\_ Dollars (\$ \_\_\_\_\_ )

**ACKNOWLEDGEMENT OF TIME LIMIT**

The undersigned Bidder understands that the new school building must be completed and ready for occupancy by July 31, 2022, with the new parking lot and final sitework completed shortly thereafter.

**RECEIPT OF ADDENDA**

The undersigned Bidder acknowledges receipt of and inclusion of the following Addenda in the preparation of this Bid:

Addendum No. 1, dated March 18, 2021

Addendum No. 2, dated March 26, 2021

Addendum No. 3, dated April 1, 2021

Addendum No.    , dated                     

Addendum No.    , dated                     

Addendum No.    , dated                     

Addendum No.    , dated                     

**(SUB)CONTRACTOR SELECTED BY BIDDER FOR BUILDING DEMOLITION AND FOR ASBESTOS, LEAD, MOLD AND HAZARDOUS MATERIALS ABATEMENT SERVICES**

The undersigned Bidder acknowledges that Building Demolition and Hazardous Materials Abatement Work will be done by the following single (sub)contractor:

Bestech / Stamford

and the amount of the subcontract for that portion of the Work will be:

Six hundred thousand (\$ 600,000 )

which is included in the Base Bid.

**MANDATORY ALTERNATES**

The undersigned Bidder acknowledges that should the following alternates be accepted and included in this Contract, the amount of the Base Bid, as heretofore stated, shall be increased by the alternate amounts indicated below. The alternates are subject to acceptance or rejection by the Owner without affecting the price of the Base Bid. The amount of the alternate price shall include Contractor's overhead and profit. A Contract will be awarded based on the Base Bid plus any combination of alternates that is in the best interest of the Owner.

Insert the cost for the following Add Alternates as required by Specifications Section 028213 – Asbestos Abatement:

Add Alternate #1. Asbestos abatement of an estimated 900 (plus or minus 20%) linear feet of buried pipe and pipe insulation under concrete floor slabs and contaminated pipe chases/tunnels – thermal insulation, for an additional cost of:

thirty five thousand (\$ 35,000 )

Add Alternate #2. Asbestos abatement of an estimated 2,600 square feet (plus or minus 20%) wall adhesives and contaminated substrates – miscellaneous material, for an additional cost of:

Fifteen thousand (\$ 15,000 )

Insert the cost for the following Add Alternates at locations indicated in the plans and described in the specifications:

Add Alternate #3. Install Ipe wood siding and Ipe wood battens in lieu of fiber cement siding and Ipe wood battens on the exterior of the building for an additional cost of:

twenty seven thousand (\$ 27,000 )

Add Alternate #4. Install Garapa wood siding and Garapa wood battens in lieu of fiber cement siding and Ipe wood battens on the exterior of the building for an additional cost of:

fifteen thousand (\$ 15,000 )

Add Alternate #5. Install zinc metal siding in lieu of aluminum metal siding on the exterior of the building for an additional cost of:

Deduct thirty thousand (\$ -30,000 )

Add Alternate #6. Provide a 30-year roof warranty in lieu of a 20-year roof warranty for an additional cost of:

thirty thousand (\$ 30,000 )

Add Alternate #7. Install a wood athletic floor in lieu of a synthetic athletic floor in the gymnasium for an additional cost of:

fifty five thousand (\$ 55,000 )

Add Alternate #8. Install telescoping stands in the gymnasium for an additional cost of:

thirty thousand (\$ 30,000 )

Add Alternate #9. Install standing seam metal roof in lieu of EPDM on selected roofing areas, above classrooms K1 through K3, for an additional cost of:

eighty five thousand (\$ 85,000 )

Add Alternate #10. Install an "Aletron" controls system per Specifications Section 230900, in lieu of any other manufacturers, for an additional cost of:

zero (\$ 0 )

Add Alternate #11. Install porcelain tile in lieu of solid vinyl tile:

one hundred and thirty thousand (\$ 130,000 )

Add Alternate #12. Install suspended wood ceiling in lieu of acoustical tile ceiling for an additional cost of:

one hundred twenty five thousand (\$ 125,000 )

Add Alternate #13. Install built-in wood benches along windows at lower level classrooms for an additional cost of:

ten thousand (\$ 10,000 )

Add Alternate #14. Install wood window sill in lieu of gypsum board sill at clerestory windows for an additional cost of:

fifty thousand (\$ 50,000 )

Add Alternate #15. Install wall covering WC-1 in lieu of painted gypsum board at locations indicated on the drawings for an additional cost of:

one hundred ten thousand (\$ 110,000 )

Add Alternate #16. Install UVGI systems and controls in all the water to air heat pumps and in the DOAS unit where indicated on the plans and specified in Sections 234300 and 230993 for an additional cost of:

one hundred fifty thousand (\$ 150,000 )

### **UNIT PRICES**

The undersigned Bidder acknowledges that the Unit Prices that Bidder inserted in Bid Form Part 2 of 3 are based on a unit of measurement for material or services that may be added to or deducted from the Contract Sum by Change Order in the event that the Scope of Work is altered. All Unit Prices include all cost to complete the Work, including all charges for material, labor, equipment, and all markups.

### **COMPLIANCE WITH CHRO REQUIREMENTS**

The undersigned Bidder acknowledges that the contract to be awarded is subject to the compliance requirements mandated by Connecticut General Statutes, including the submission of reports that are required by the Connecticut Commission on Human Rights and Opportunities (CHRO). Bidder understands that he is required to obtain a minimum goal of 25% of the awarded contract to small business enterprise (SBE) and 6.25% to minority business enterprise (MBE) contractors and/or suppliers certified by the State of Connecticut Department of Administrative Services (DAS). The selected Bidder will be required to substantiate this participation prior to award of Contract as indicated in Bid Form Part 3 of 3.

**BIDDER QUALIFICATIONS**

If the Bidder is a Corporation, fill out:

The Bidder is a corporation, organized under the laws of Delaware  
having its principal office at 510 Cottage Street Springfield, MA 01104.

The Principal Officers of said Corporation, with their respective titles and addresses are as follows:

David Fontaine, Sr. | President/Treasurer | 548 Hall Hill Road Somers, CT 06071

David Fontaine, Jr. | Vice President | 572 Hall Hill Road Somers, CT 06071

Martha McLaughlin | Corporate Clerk | 60 Lower Hampden Road Monson, MA 01057

\_\_\_\_\_  
\_\_\_\_\_

If the Bidder is a Partnership or a Limited Liability Company, the following should be filled out:

The members of the Partnership or LLC with their addresses are as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**EXPERIENCE AND ABILITY**

The Bidder is required to state below: (1) What work of a similar character to that included in the proposed contract he has done, and give references that will enable the Owner to judge of his experience, ability to meet completion date, skill and business standing; and (2) A brief description of the supervisory staff, and general methods proposed for carrying on the work, indicating therein whether the staff are hired or subcontracted by the Bidder.

Please refer to our AIA document for our schedule C project experience, references and project team resumes.

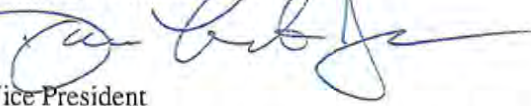
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**BID DEADLINE**

All sealed Bids must be received by the Town of Mansfield no later than the date and time indicated in the Advertisement for Bids.

**DATE OF BID AND SIGNATURE OF BIDDER**

Name of Bidder Fontaine Bros., Inc.

Signed 

Title Vice President

Mailing Address 510 Cottage Street Springfield, MA 01104

State of ( Massachusetts )  
County of ( Hampden ) ss. ( )

On this 13th day of April, 2021,

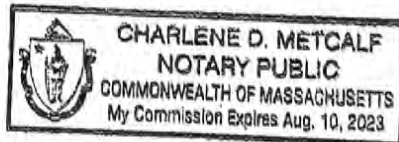
Personally appeared before me

(\* David Fontaine, Jr. )  
(Name of Person Signing)

(\*\* Vice President of Fontaine Bros., Inc. )  
(Title) (Name of Bidder)

signed of the foregoing bid and acknowledged the same to be his free act and deed \*\* (as such officer and the free act and deed of said corporation) before me.

Notary Public:



*Charlene D Metcalf*

\* The Bid must be signed by the Bidder if the Bidder is an individual, by one of the partners, if a partnership, or by an authorized officer if a corporation. The person signing must state the capacity in which he signs at the place indicated.

\*\* If the Bidder is a corporation, the blanks enclosed in parentheses in the acknowledgement should be filled in with the name of the corporation, corporate seal, and the title of the person signing. If the Bidder is an individual or partnership, the parentheses should be disregarded.



**BID FORM – PART 2 of 3**

**MANSFIELD ELEMENTARY SCHOOL  
STATE PROJECT NO. 078-068N, PHASE 2 OF 3**

**SCHEDULE OF UNIT PRICES**

Refer to SECTION 012200 – UNIT PRICES for more information.

UNIT PRICE FOR ADDITIONAL TREE REMOVAL.

\$ 2,400 per each tree with a 12-inch caliper or a height of 40-feet.

UNIT PRICE FOR ADDITIONAL STEEL CASING IN GEOTHERMAL WELL BORES.

\$ 28 per foot of steel casing if total length exceeds 100 feet.

UNIT PRICES FOR HAZARDOUS BUILDING MATERIALS ABATEMENT.

- A. Unit Price No. 1: Small Containment Preparation Containment (Less than 160 square\260 linear feet of asbestos containing material) Pricing for containments with larger amounts of materials are to be INCLUDED in the unit prices themselves listed below. There is no separate unit price for containments with larger amounts.

\$ 2,000 per containment

- B. Unit Price No. 2: Floor Tile/Flooring Materials and Mastics (Includes All layers of carpeting, adhesives, multiple layers of floor tiles/flooring materials/ linoleum/ sheet flooring/vinyl stairwell flooring/wood/ slate/ceramic/ grout/mud bed/terrazzo/ concrete /mastics, levelastics, contaminated flooring materials and substrates, etc.) Removal and Disposal as ACM.

\$ 8 per square foot

- C. Unit Price No. 3: Cove Base and Adhesives (multiple layers) (including contaminated substrates) Removal and Disposal as ACM.

\$ 10 per linear foot

- D. Unit Price No. 4: Mudded Pipe Fitting Insulation Removal and Disposal as ACM.

- \$ 35 per fitting/joint
- E. Unit Price No. 5: Glove Bag Removal and Disposal as ACM.  
\$ 350 per bag
- F. Unit Price No. 6: Pipe and Pipe Fitting Insulation Removal and Disposal as ACM.  
\$ 20 per linear foot
- G. Unit Price No. 7: Thermal System Insulation/Pipe and Pipe Fitting Insulation Debris and Contaminated Soil/Loose Gravel Removal and Disposal as ACM.  
\$ 40 per square foot (including up to four inches deep)
- H. Unit Price No. 8: Duct Insulation/Adhesives/Seam Sealant (including contaminated substrates) Removal and Disposal as ACM.  
\$ 8 per square foot
- I. Unit Price No. 9: Air Duct Vibration Isolation Cloth Removal and Disposal as ACM.  
\$ 500 per cloth
- K. Unit Price No. 10: Light Backing Paper Insulation Removal and Disposal as ACM.  
\$ 100 per light fixture
- L. Unit Price No. 11: Sink Undercoating Removal and Disposal as ACM.  
\$ 120 per sink
- M. Unit Price No. 12: Countertop/Adhesive Removal and Disposal as ACM.  
\$ 20 per square foot
- N. Unit Price No. 13: Transite Cement Board Removal and Disposal as ACM.  
\$ 18 per square foot  
\$ 40 per linear foot (buried transite piping)
- O. Unit Price No. 14: Fire Door/Insulation Removal and Disposal as ACM.  
\$ 300 per door
- P. Unit Price No. 15: Wall Adhesives and Contaminated Substrates (mirrors/blackboards/bulletin boards, etc) Removal and Disposal as ACM.  
\$ 18 per square foot

- Q. Unit Price No. 16: Vermiculite and Associated/Contaminated Wall/Ceiling Materials Removal and Disposal as ACM.  
\$ 10 per square foot
- R. Unit Price No. 17: Ceramic Wall and Floor Tiles Adhesives, Damp-Proofing, Mud Bed/Grout and Contaminated Substrates Removal and Disposal as ACM.  
\$ 12 per square foot
- S. Unit Price No. 18: Wall/Ceiling Board/Sheetrock/Taping/Joint Compounds (multiple layers) and Removal and Disposal as ACM.  
\$ 8 per square foot
- T. Unit Price No. 19: Wall/Ceiling Plaster (multiple layers) and Supporting Systems and Contaminated Substrates Removal and Disposal as ACM.  
\$ 12 per square foot
- U. Unit Price No. 20: Electrical Insulation Removal and Disposal as ACM.  
\$ 15 per linear foot
- V. Unit Price No. 21: Wall, Ceiling Tile and Glue Daubs and Contaminated Substrates Removal and Disposal as ACM.  
\$ 8 per square foot
- W. Unit Price No. 22: Water Fountain/Damp-Proofing Removal and Disposal as ACM.  
\$ 200 per fountain
- X. Unit Price No. 23: Custodial Slop Sink/Damp-Proofing Removal and Disposal as ACM.  
\$ 700 per slop sink
- Y. Unit Price No. 24: Freezers/Damp-Proofing/Contaminated Cork/Contaminated Substrates/Other Material Removal and Disposal as ACM.  
\$ 8,000 per freezer
- Z. Unit Price No. 25: Incinerator/Boiler/Brick/Mortar/Interior and Exterior Insulation/Mastic/Fireproofing Materials/Gaskets/Roping Removal and Disposal as ACM.  
\$ 12,000 per boiler/incinerator
- AA. Unit Price No. 26: Gymnasium Flooring Materials and Mastics Removal and Disposal as Mercury.  
\$ 30 per square foot

- BB. Unit Price No. 27: Caulking, Glazing and Sealant Compounds (includes substrates and contaminated materials) Removal and Disposal as ACM.
- \$ 40 per linear foot
- \$ 3,500 per window opening (multiple windows/sizes exist in openings)
- \$ 2,500 per door opening (multiple doors/sizes exist in openings)
- CC. Unit Price No. 28: Caulking, Glazing and Sealant Compounds (includes substrates and contaminated materials) Removal and Disposal as PCB>50 ppm Bulk Product Waste.
- \$ 50 per linear foot
- \$ 4,500 per window opening (multiple windows/sizes exist in openings)
- \$ 3,500 per door opening (multiple doors/sizes exist in openings)
- DD. Unit Price No. 29: Caulking, Glazing and Sealant Compounds (includes substrates and contaminated materials) Removal and Disposal as ACM and PCB>50 ppm Bulk Product Waste.
- \$ 50 per linear foot
- \$ 4,800 per window opening (multiple windows/sizes exist in openings)
- \$ 3,800 per door opening (multiple doors/sizes exist in openings)
- EE. Unit Price No. 30: Interior/Exterior Wall/Ceiling/Floor/Paint Removal and Disposal as PCB>50 Bulk Product Waste.
- \$ 50 per square foot
- FF. Unit Price No. 31: Interior/Exterior Wall/Ceiling/Floor/Paint Removal and Disposal as PCB<50 CT DEEP Regulated Waste.
- \$ 45 per square foot
- GG. Unit Price No. 32: Interior/Exterior Wall/Ceiling/Floor Removal and Disposal as PCB Remediation Waste.
- \$ 55 per square foot
- HH. Unit Price No. 33: Exterior Asphalt/Concrete Removal and Disposal as PCB Remediation Waste.
- \$ 75 per square foot
- II. Unit Price No. 34: Exterior Soil Removal and Disposal as PCB Remediation Waste.
- \$ 2,000 per cubic yard

JJ. Unit Price No. 35: Roofing Core/Field Base Material (includes multiple layers and substrates) Removal and Disposal as ACM.

\$ 22 per square foot

KK. Unit Price No. 36: Roof Flashing (includes multiple layers and substrates) Removal and Disposal as ACM.

\$ 22 per square foot

LL. Unit Price No. 37: Damp-proofing/Tars/Mastics – Interior/Exterior Walls/Floors/ Slab/Foundation and Associated Substrate/Adjacent Materials (includes multiple layers, contaminated materials and substrates) Removal and Disposal as ACM.

\$ 25 per square foot

MM. Unit Price No. 38: Off-Site Transportation and Disposal of Natural Soil.

\$ 85 per ton.

“Natural” Soil: Soils have no detectable concentrations of non-naturally occurring compounds.

NN. Unit Price No. 39: Off-Site Transportation and Disposal of Polluted Soil.

\$ 40 per ton.

“Polluted” Soils contain concentrations of non-naturally occurring compounds detected above laboratory reporting limits, but below the CTDEEP RSR criteria in accordance with RCSA 22a-133k-1(a)(45). Polluted soils can be reused on-site with the preparation of a Materials Management Plan and approval from the Engineer.

OO. Unit Price No. 40: Off-Site Transportation and Disposal of Contaminated Soil.

\$ 77 per ton.

“Contaminated Materials” contain concentrations of compounds that exceed CTDEEP RSR criteria in accordance with RCSA 22a-133k. Contaminated materials (concrete, soil, sediment, groundwater or surface water) can NOT be reused on-site and must be disposed of at an off-site disposal facility.

PP. Unit Price No. 41: Off-Site Transportation and Disposal of Hazardous Waste/Soils.

\$ 85 per ton.

“Hazardous Waste/Soils” Includes all soil/fill material that exceeds regulatory limits for hazardous substances as defined in 40 CFR, Part 261.20 Subpart C – Characteristics of Hazardous Waste. This material can NOT be reused on-site and must be disposed of at an off-site approved disposal facility.

QQ. Unit Price No. 42: Off-Site Transportation and Disposal of Hazardous Lead-Based Paint Demolition Debris.

\$ 12,000 per 40 yard dumpster.

\$ 15,000 per 100 yard dumpster.

**BID FORM – PART 3 of 3**

**MANSFIELD ELEMENTARY SCHOOL  
STATE PROJECT NO. 078-068N, PHASE 2 OF 3**

**COMPLIANCE WITH CHRO REQUIREMENTS**

Bidder understands that he is required to obtain a minimum goal of 25% of the awarded contract to small business enterprise (SBE) and 6.25% to minority business enterprise (MBE) contractors and/or suppliers certified by the State of Connecticut Department of Administrative Services (DAS).

The Bidder further understands that, if selected, he will be required to submit, upon request by CHRO, a total Bid Tabulation that lists all sub-bids received by the Bidder from subcontractors and suppliers.

Indicate the planned utilization of Small and Minority business SBE/MBE as a percentage of the Base Bid indicated on Bid Form 1 of 3. Failure to complete this form or to comply with the stated SBE/MBE goals may result in this bid being deemed incomplete, and therefore, bid rejection. If no indication is provided below then this shall be interpreted as zero participation by the Bidder.

This Bid includes 25 % certified SBE participation.

This Bid includes 6.25 % certified M/DBE participation.

**LIST OF SUBCONTRACTORS AND SUPPLIERS**

List the subcontractors and suppliers that will be providing material and labor whose value is 5% or more of the Total Base Bid Amount, and whom the Bidder intends to employ if the Bidder is awarded the Contract. Demonstrate and highlight specifically which subcontractors and suppliers listed below are fulfilling the requirement for a minimum of 25% SBE and 6.25% MBE participation.

Name and Address of Subcontractor or Supplier	SBE / MBE
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<u>See next page</u>	





Subcontractor	SBE/MBE
Stamford Wrecking Company	SBE
Selective Service, LCC	MBE/SBE
RJB Contracting Inc.	SBE
Marguerite Concrete	
Professional Drywall	
John Filloramo Construction	SBE
Dexter Masonry	SBE
Armani Restoration	SBE
Tull Brothers	SBE
Acoustics, Inc	SBE
Central Conn. Acoustics	SBE
N.T. Oliva	SBE
Milton C. Beebe	SBE
HHS Mechanical	SBE
Blackwater Services Group	SBE
Carvalho & McDowell Construction, Inc.	MBE
K&L Welding	MBE
Cutting Edge installations	MBE
TC Landscaping	MBE
Sil/Carr Corporation	
R&R Windows	
Lockheed	
Commercial Storefront Services	
Action Air Systems	
Connecticut Wells	
Gerber Construction	
BG Mechanical	
T&T Electric	
Ferguson	
MJ Daly	
Norgate	
Bestech of CT	
Structures SBL	
United Steel	
Berlin Steel	

Attach additional pages if necessary.



**COMMISSION ON HUMAN RIGHTS AND OPPORTUNITIES**  
**CONTRACT COMPLIANCE REGULATIONS**  
**NOTIFICATION TO BIDDERS**

(Revised 09/3/15)

The contract to be awarded is subject to contract compliance requirements mandated by [Sections 4a-60](#) and [4a-60a](#) of the Connecticut General Statutes; and, when the awarding agency is the State, [Sections 46a-71\(d\)](#) and [46a-81i\(d\)](#) of the Connecticut General Statutes. There are Contract Compliance Regulations codified at [Section 46a-68j-21 through 43](#) of the Regulations of Connecticut State Agencies, which establish a procedure for awarding all contracts covered by [Sections 4a-60](#) and [46a-71\(d\)](#) of the Connecticut General Statutes.

According to [Section 46a-68j-30\(9\)](#) of the Contract Compliance Regulations, every agency awarding a contract subject to the contract compliance requirements has an obligation to “aggressively solicit the participation of legitimate minority business enterprises as bidders, contractors, subcontractors and suppliers of materials.” “Minority business enterprise” is defined in [Section 4a-60](#) of the Connecticut General Statutes as a business wherein fifty-one percent or more of the capital stock, or assets belong to a person or persons: “(1) Who are active in daily affairs of the enterprise; (2) who have the power to direct the management and policies of the enterprise; and (3) who are members of a minority, as such term is defined in subsection (a) of [Section 32-9n](#).” “Minority” groups are defined in [Section 32-9n](#) of the Connecticut General Statutes as “(1) Black Americans . . . (2) Hispanic Americans . . . (3) persons who have origins in the Iberian Peninsula . . . (4) Women . . . (5) Asian Pacific Americans and Pacific Islanders; (6) American Indians . . .” An individual with a disability is also a minority business enterprise as provided by [Section 4a-60g](#) of the Connecticut General Statutes. The above definitions apply to the contract compliance requirements by virtue of [Section 46a-68j-21\(11\)](#) of the Contract Compliance Regulations.

The awarding agency will consider the following factors when reviewing the bidder’s qualifications under the contract compliance requirements:

- (a) the bidder’s success in implementing an affirmative action plan;
- (b) the bidder’s success in developing an apprenticeship program complying with [Sections 46a-68-1 to 46a-68-17](#) of the Administrative Regulations of Connecticut State Agencies, inclusive;
- (c) the bidder’s promise to develop and implement a successful affirmative action plan;
- (d) the bidder’s submission of employment statistics contained in the “Employment Information Form”, indicating that the composition of its workforce is at or near parity when compared to the racial and sexual composition of the workforce in the relevant labor market area; and
- (e) the bidder’s promise to set aside a portion of the contract for legitimate minority business enterprises. See [Section 46a-68j-30\(10\)\(E\)](#) of the Contract Compliance Regulations.

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INSTRUCTIONS AND OTHER INFORMATION

The following [BIDDER CONTRACT COMPLIANCE MONITORING REPORT](#) must be completed in full, signed, and submitted with the bid for this contract. The contract awarding agency and the Commission on Human Rights and Opportunities will use the information contained thereon to determine the bidders compliance to [Sections 4a-60](#) and [4a-60a](#) CONN. GEN. STAT., and [Sections 46a-68j-23](#) of the Regulations of Connecticut State Agencies regarding equal employment opportunity, and the bidder’s good faith efforts to include minority business enterprises as subcontractors and suppliers for the work of the contract.

1) **Definition of Small Contractor**

[Section 4a-60g](#) CONN. GEN. STAT. defines a small contractor as a company that has been doing business under the same management and control and has maintained its principal place of business in Connecticut for a one year period immediately prior to its application for certification under this section, had gross revenues not exceeding fifteen million dollars in the most recently completed fiscal year, and at least fifty-one percent of the ownership of which is held by a person or persons who are active in the daily affairs of the company, and have the power to direct the management and policies of the company, except that a nonprofit corporation shall be construed to be a small contractor if such nonprofit corporation meets the requirements of subparagraphs (A) and (B) of subdivision [4a-60g](#) CONN. GEN. STAT.

2) Description of Job Categories (as used in Part IV Bidder Employment Information) (Page 2)

**MANAGEMENT:** Managers plan, organize, direct, and control the major functions of an organization through subordinates who are at the managerial or supervisory level. They make policy decisions and set objectives for the company or departments. They are not usually directly involved in production or providing services. Examples include top executives, public relations managers, managers of operations specialties (such as financial, human resources, or purchasing managers), and construction and engineering managers.

**BUSINESS AND FINANCIAL OPERATIONS:** These occupations include managers and professionals who work with the financial aspects of the business. These occupations include accountants and auditors, purchasing agents, management analysts, labor relations specialists, and budget, credit, and financial analysts.

**MARKETING AND SALES:** Occupations related to the act or process of buying and selling products and/or services such as sales engineer, retail sales workers and sales representatives including wholesale.

**LEGAL OCCUPATIONS:** In-House Counsel who is charged with providing legal advice and services in regards to legal issues that may arise during the course of standard business practices. This category also includes assistive legal occupations such as paralegals, legal assistants.

**COMPUTER SPECIALISTS:** Professionals responsible for the computer operations within a company are grouped in this category. Examples of job titles in this category include computer programmers, software engineers, database administrators, computer scientists, systems analysts, and computer support specialists

**ARCHITECTURE AND ENGINEERING:** Occupations related to architecture, surveying, engineering, and drafting are included in this category. Some of the job titles in this category include electrical and electronic engineers, surveyors, architects, drafters, mechanical engineers, materials engineers, mapping technicians, and civil engineers.

**OFFICE AND ADMINISTRATIVE SUPPORT:** All clerical-type work is included in this category. These jobs involve the preparing, transcribing, and preserving of written communications and records; collecting accounts; gathering and distributing information; operating office machines and electronic data processing equipment; and distributing mail. Job titles listed in this category include telephone operators, bill and account collectors, customer service representatives, dispatchers, secretaries and administrative assistants, computer operators and clerks (such as payroll, shipping, stock, mail and file).

**BUILDING AND GROUNDS CLEANING AND MAINTENANCE:** This category includes occupations involving landscaping, housekeeping, and janitorial services. Job titles found in this category include supervisors of landscaping or housekeeping, janitors, maids, grounds maintenance workers, and pest control workers.

**CONSTRUCTION AND EXTRACTION:** This category includes construction trades and related occupations. Job titles found in this category include boilermakers, masons (all types), carpenters, construction laborers, electricians, plumbers (and related trades), roofers, sheet metal workers, elevator installers, hazardous materials removal workers, paperhangers, and painters. Paving, surfacing, and tamping equipment operators; drywall and ceiling tile installers; and carpet, floor and tile installers and finishers are also included in this category. First line supervisors, foremen, and helpers in these trades are also grouped in this category.

**INSTALLATION, MAINTENANCE AND REPAIR:** Occupations involving the installation, maintenance, and repair of equipment are included in this group. Examples of job titles found here are heating, ac, and refrigeration mechanics and installers; telecommunication line installers and repairers; heavy vehicle and mobile equipment service technicians and mechanics; small engine mechanics; security and fire alarm systems installers; electric/electronic repair, industrial, utility and transportation equipment; millwrights; riggers; and manufactured building and mobile home installers. First line supervisors, foremen, and helpers for these jobs are also included in the category.

**MATERIAL MOVING WORKERS:** The job titles included in this group are Crane and tower operators; dredge, excavating, and lading machine operators; hoist and winch operators; industrial truck and tractor operators; cleaners of vehicles and equipment; laborers and freight, stock, and material movers, hand; machine feeders and offbearers; packers and packagers, hand; pumping station operators; refuse and recyclable material collectors; and miscellaneous material moving workers.

**PRODUCTION WORKERS:** The job titles included in this category are chemical production machine setters, operators and tenders; crushing/grinding workers; cutting workers; inspectors, testers sorters, samplers, weighers; precious stone/metal workers; painting workers; cementing/gluing machine operators and tenders; etchers/engravers; molders, shapers and casters except for metal and plastic; and production workers.

3) Definition of Racial and Ethnic Terms (as used in Part IV Bidder Employment Information) (Page 3)

<p><u>White</u> (not of Hispanic Origin)-All persons having origins in any of the original peoples of Europe, North Africa, or the Middle East.</p> <p><u>Black</u> (not of Hispanic Origin)-All persons having origins in any of the Black racial groups of Africa.</p> <p><u>Hispanic</u>- All persons of Mexican, Puerto Rican, Cuban, Central or South American, or other Spanish culture or origin, regardless of race.</p>	<p><u>Asian or Pacific Islander</u>- All persons having origins in any of the original peoples of the Far East, Southeast Asia, the Indian subcontinent, or the Pacific Islands. This area includes China, India, Japan, Korea, the Philippine Islands, and Samoa.</p> <p><u>American Indian or Alaskan Native</u>- All persons having origins in any of the original peoples of North America, and who maintain cultural identification through tribal affiliation or community recognition.</p>
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**BIDDER CONTRACT COMPLIANCE MONITORING REPORT**

**PART 1 – Bidder Information**

<p>Company Name: Fontaine Bros., Inc.                  Street Address: 510 Cottage Street                  City &amp; State: Springfield, MA 01104                  Chief Executive: David P. Fontaine Sr</p>	<p>Bidder Federal Employer 04-2497428                  Identification Number:                  Or                  Social Security Number:</p>
<p>Major Business Activity: General Contractor and Construction Management                  (brief description)</p>	<p>Bidder Identification                  (response optional/definitions on page 1)</p> <p>-Bidder is a small contractor? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                  -Bidder is a minority business enterprise? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                  (If yes, check ownership category)                  Black <input type="checkbox"/> Hispanic <input type="checkbox"/> Asian American <input type="checkbox"/>                  American Indian/Alaskan Native <input type="checkbox"/> Iberian Peninsula <input type="checkbox"/>                  Individual(s) with a Physical Disability <input type="checkbox"/> Female <input type="checkbox"/>                  -Bidder is certified as above by State of CT? Yes <input type="checkbox"/> No <input type="checkbox"/></p>
<p>Bidder Parent Company:                  (If any) Fontaine, Inc.</p>	
<p>Other Locations in CT:                  (If any) N/A</p>	

**PART II - Bidder Nondiscrimination Policies and Procedures**

<p>1. Does your company have a written Affirmative Action/Equal Employment Opportunity statement posted on company bulletin boards?                  Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>7. Do all of your company contracts and purchase orders contain non-discrimination statements as required by Sections 4a-60 &amp; 4a-60a Conn. Gen. Stat.?                  Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>
<p>2. Does your company have the state-mandated sexual harassment prevention in the workplace policy posted on company bulletin boards?                  Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>8. Do you, upon request, provide reasonable accommodation to employees, or applicants for employment, who have physical or mental disability?                  Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>
<p>3. Do you notify all recruitment sources in writing of your company's Affirmative Action/Equal Employment Opportunity employment policy? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	<p>9. Does your company have a mandatory retirement age for all employees?                  Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>
<p>4. Do your company advertisements contain a written statement that you are an Affirmative Action/Equal Opportunity Employer?                  Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	<p>10. If your company has 50 or more employees, have you provided at least two (2) hours of sexual harassment training to all of your supervisors? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A <input type="checkbox"/></p>
<p>5. Do you notify the Ct. State Employment Service of all employment openings with your company?                  Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	<p>11. If your company has apprenticeship programs, do they meet the Affirmative Action/Equal Employment Opportunity requirements of the apprenticeship standards of the Ct. Dept. of Labor?                  Yes <input type="checkbox"/> No <input type="checkbox"/> N/A <input checked="" type="checkbox"/></p>
<p>6. Does your company have a collective bargaining agreement with workers?                  Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                  6a. If yes, do the collective bargaining agreements contain non-discrimination clauses covering all workers? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                  6b. Have you notified each union in writing of your commitments under the nondiscrimination requirements of contracts with the state of CT?                  Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>12. Does your company have a written affirmative action Plan?                  Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                  If no, please explain.</p> <p>13. Is there a person in your company who is responsible for equal employment opportunity? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                  If yes, give name and phone number:                  Charlene Metcalf (413) 781-2020</p>

1. Will the work of this contract include subcontractors or suppliers? Yes  No

1a. If yes, please list all subcontractors and suppliers and report if they are a small contractor and/or a minority business enterprise. (defined on page 1 / use additional sheet if necessary)

See List of subcontractors listed on Bid Form

1b. Will the work of this contract require additional subcontractors or suppliers other than those identified in 1a. above? Yes  No

**PART IV - Bidder Employment Information**

Date: 04/09/2021

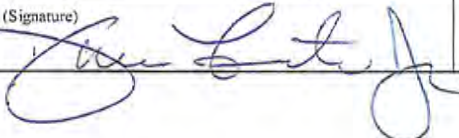
JOB CATEGORY *	OVERALL TOTALS	WHITE (not of Hispanic origin)		BLACK (not of Hispanic origin)		HISPANIC		ASIAN or PACIFIC ISLANDER		AMERICAN INDIAN or ALASKAN NATIVE	
		Male	Female	Male	Female	Male	Female	Male	Female	Male	Female
Management	33	29	3	1	0	0	0	0	0	0	0
Business & Financial Ops	3	1	2	0	0	0	0	0	0	0	0
Marketing & Sales	1	0	1	0	0	0	0	0	0	0	0
Legal Occupations	0	0	0	0	0	0	0	0	0	0	0
Computer Specialists	0	0	0	0	0	0	0	0	0	0	0
Architecture/Engineering	6	4	2	0	0	0	0	0	0	0	0
Office & Admin Support	7	4	3	0	0	0	0	0	0	0	0
Bldg/ Grounds Cleaning/Maintenance	0	0	0	0	0	0	0	0	0	0	0
Construction & Extraction	20	17	0	0	0	3	0	0	0	0	0
Installation , Maintenance & Repair	0	0	0	0	0	0	0	0	0	0	0
Material Moving Workers	0	0	0	0	0	0	0	0	0	0	0
Production Occupations	0	0	0	0	0	0	0	0	0	0	0
TOTALS ABOVE	70	55	11	1	0	3	0	0	0	0	0
Total One Year Ago	63	53	10	1	0	1	0	0	0	0	0
FORMAL ON THE JOB TRAINEES (ENTER FIGURES FOR THE SAME CATEGORIES AS ARE SHOWN ABOVE)											
Apprentices	0	0	0	0	0	0	0	0	0	0	0
Trainees	0	0	0	0	0	0	0	0	0	0	0

\*NOTE: JOB CATEGORIES CAN BE CHANGED OR ADDED TO (EX. SALES CAN BE ADDED OR REPLACE A CATEGORY NOT USED IN YOUR COMPANY)

PART V - Bidder Hiring and Recruitment Practices

1. Which of the following recruitment sources are used by you? (Check yes or no, and report percent used)				2. Check (X) any of the below listed requirements that you use as a hiring qualification		3. Describe below any other practices or actions that you take which show that you hire, train, and promote employees without discrimination  Equal employment opportunity applies to all facets of employment at Fontaine Bros., Inc. This includes hiring, placement, promotion, termination, layoff, recall, transfer, leave of absence, compensation and training. Any employee with questions or concerns are encouraged to bring these issues to the attention of management.
SOURCE	YES	NO	% of applicants provided by source	(X)		
State Employment Service	<input type="checkbox"/>	<input checked="" type="checkbox"/>		X	Work Experience	
Private Employment Agencies	<input checked="" type="checkbox"/>	<input type="checkbox"/>	50		Ability to Speak or Write English	
Schools and Colleges	<input checked="" type="checkbox"/>	<input type="checkbox"/>	5		Written Tests	
Newspaper Advertisement	<input type="checkbox"/>	<input checked="" type="checkbox"/>			High School Diploma	
Walk Ins	<input type="checkbox"/>	<input checked="" type="checkbox"/>			College Degree	
Present Employees	<input checked="" type="checkbox"/>	<input type="checkbox"/>	20		Union Membership	
Labor Organizations	<input checked="" type="checkbox"/>	<input type="checkbox"/>	25		Personal Recommendation	
Minority/Community Organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>			Height or Weight	
Others (please identify)	<input type="checkbox"/>	<input type="checkbox"/>			Car Ownership	
	<input type="checkbox"/>	<input type="checkbox"/>			Arrest Record	
	<input type="checkbox"/>	<input type="checkbox"/>			Wage Garnishments	

Certification (Read this form and check your statements on it CAREFULLY before signing). I certify that the statements made by me on this BIDDER CONTRACT COMPLIANCE MONITORING REPORT are complete and true to the best of my knowledge and belief, and are made in good faith. I understand that if I knowingly make any misstatements of facts, I am subject to be declared in non-compliance with Section 4a-60, 4a-60a, and related sections of the CONN. GEN. STAT.

(Signature) 	(Title) Vice President	(Date Signed) 04/13/2021	(Telephone) (413) 781-2020
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State of Connecticut  
Department of Administrative Services (DAS) Contractor Prequalification  
**Update (Bid) Statement**  
(Statement to be included with the bid)

Connecticut General Statute §4a-100 and Connecticut General Statute §4b-91

Each bid submitted for a contract shall include a copy of a prequalification certificate issued by the Commissioner of Administrative Services. The bid shall also be accompanied by an update bid statement in such form as the Commissioner of Administrative Services prescribes. The form for such update bid statement shall provide space for information regarding all projects completed by the bidder since the date the bidder's prequalification certificate was issued or renewed, all projects the bidder currently has under contract, including the percentage of work on such projects not completed, the names and qualifications of the personnel who will have supervisory responsibility for the performance of the contract, any significant changes in the bidder's financial position or corporate structure since the date the certificate was issued or renewed, any change in the contractor's qualification status and such other relevant information as the Commissioner of Administrative Services prescribes. Any bid submitted without a copy of the prequalification certificate and an update bid statement shall be invalid. Any public agency that accepts a bid submitted without a copy of such prequalification certificate and an update bid statement, as required by this section, may become ineligible for the receipt of funds related to such bid.

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**PROJECT THAT COMPANY IS BIDDING ON**

PROJECT NAME	Mansfield Elementary School
PROJECT NUMBER	078-068N

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**COMPANY INFORMATION**

LEGAL BUSINESS NAME	Fontaine Bros. Inc
DBA	
TAXPAYER ID	042497428
BUSINESS ADDRESS	510 Cottage St.
BUSINESS CITY, STATE, ZIP	Springfield MA 01104
PREQUALIFICATION CONTACT	David P. Fontaine Sr. (413) 781-2020 ext.

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**PREQUALIFICATION INFORMATION**

EXPIRATION DATE	11/19/2021
SINGLE LIMIT	\$250,000,000.00
AGGREGATE WORK CAPACITY (AWC)	\$400,000,000.00
REMAINING AGGREGATE WORK CAPACITY *	\$400,000,000.00

\* The Remaining Aggregate Work Capacity equals your company's AWC minus the Total \$ Amount of Work Remaining

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**BONDED PROJECTS (BOTH PUBLIC AND PRIVATE) CURRENTLY UNDER CONTRACT**

Please refer to attachments #3 and #4.

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**Total Amount of Work Remaining**

**\$209,780,224**



**BONDED PROJECTS (BOTH PUBLIC AND PRIVATE) WHICH WERE AWARDED AND 100% COMPLETED SINCE THE DATE OF YOUR INITIAL PREQUALIFICATION OR YOUR LAST RENEWAL**

Please refer to attachments #1 and #2.

**PERSONNEL WHO WILL HAVE SUPERVISORY RESPONSIBILITY FOR THE PERFORMANCE OF THE CONTRACT BEING BID ON**

Name	Title
Tom Wolfenden	Project Manager
Michael Cavanaugh	Superintendent

\* Please refer to the end of this document for our project team's resumes.

**CHANGES IN YOUR COMPANY'S FINANCIAL CONDITION OR BUSINESS ORGANIZATION WHICH MIGHT AFFECT YOUR COMPANY'S ABILITY TO SUCCESSFULLY COMPLETE THIS CONTRACT**

HAVE THERE BEEN ANY CHANGES?            NO

IF YES, EXPLAIN

**I CERTIFY UNDER PENALTY OF LAW THAT ALL OF THE INFORMATION CONTAINED IN THIS UPDATE (BID) STATEMENT IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE AS OF THE DATE BELOW.**

Signature

Date

4/13/2021

It is the responsibility of the Awarding Authority to determine if any of the information provided above will impact the contractor's performance on this project.

The DAS' Contractor Prequalification Program can be reached at (860) 713-5280

# State of Connecticut

Department of Administrative Services  
Construction Contractor Prequalification Program

This certifies

## **Fontaine Bros. Inc**

510 Cottage St., Springfield, MA 01104

As a

*Prequalification Construction Contractor*

*November 20, 2020 through November 19, 2021*

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**CONTACT INFORMATION**

**Name:** David P. Fontaine Sr.

**Phone:** (413) 781-2020

**Fax:** (413) 734-1881

**Email:** dave.f@fontainebros.com

<b>Effective Date</b>	<b>Aggregate Work Capacity (AWC)</b>	<b>Single Limit (SL)</b>	<b>Classifications</b>
11/20/2020	\$400,000,000.00	\$250,000,000.00	CONCRETE, CONSTRUCTION MANAGER AT RISK (GROUP C), DOORS AND WINDOWS, GENERAL BUILDING CONSTRUCTION (GROUP C), LOCKERS, MASONRY, TOILET PARTITIONS, TOILET ACCESSORIES

<b>Classification Name</b>	<b>Description</b>
CONCRETE	Installation, renovation, repair and maintenance of cast in place concrete structures including foundations and structural concrete components including such incidental or related work as is customarily performed by those in the concrete trade.

This certificate prequalifies the named company to bid. It is not a statement of the Contractor's capacity to perform a specific project. That responsibility lies with the awarding authority.

Company Licenses/Registrations: It is the Contractor's responsibility to update their license information by editing their electronic application. Licenses are confirmed by the Department of Administrative Services (DAS) at the time of initial application and at each renewal.

For information regarding the DAS Contractor Prequalification Program visit <http://portal.ct.gov/dasprequal> or call (860) 713-5280.

**CONSTRUCTION MANAGER AT RISK (GROUP C)** The undertaking of general contracts for the construction of buildings; for example; new construction, renovation, rehabilitation, alteration, addition, etc. The contract must include a variety of construction practices and supervision of a minimum of three sub-trades. Includes buildings that are truly custom, requiring extensive detailing, or that have large amounts of integrated scientific or complex mechanical/electrical equipment in order for them to function. Examples include hospitals, chemistry buildings, special collections buildings, historic preservation to a landmark structure, and/or any other structure that is truly one of a kind within the State's inventory. The construction manager at risk serves as a general contractor and provides consultation regarding construction during the design of the building and through the construction. Note: If you are prequalified for Construction Manager at Risk under Group C, you are automatically prequalified for Group A and Group B. Note: For the purposes of DAS Construction Contractor Prequalification, contractors in this classification are not required to be registered as a major contractor with the Department of Consumer Protection. However, there may be specific projects within this classification that require a major contractor registration from the Department of Consumer Protection. Projects that are threshold buildings may require a Major Contractor Registration.

**DOORS AND WINDOWS** Work customarily performed by this industry, including installation of doors and windows made of wood, metal or other materials, both interior and exterior. This category does NOT include glass and glazing by itself.

This certificate prequalifies the named company to bid. It is not a statement of the Contractor's capacity to perform a specific project. That responsibility lies with the awarding authority.

Company Licenses/Registrations: It is the Contractor's responsibility to update their license information by editing their electronic application. Licenses are confirmed by the Department of Administrative Services (DAS) at the time of initial application and at each renewal.

For information regarding the DAS Contractor Prequalification Program visit <http://portal.ct.gov/dasprequal> or call (860) 713-5280.

## GENERAL BUILDING

The undertaking of general contracts for the construction of buildings i.e. new construction, renovation, rehabilitation, alteration, addition, etc. The contract must include a variety of construction practices and supervision of a minimum of three sub-trades. Includes buildings that are truly custom, requiring extensive detailing, or that have large amounts of integrated scientific or complex mechanical/electrical equipment in order for them to function. Examples include hospitals, chemistry buildings, special collections buildings, historic preservation to a landmark structure, and/or any other structure that is truly one of a kind within the State's inventory. Note: If you are prequalified for General Building Construction under Group C, you are automatically prequalified for Group A and Group B. Also if you are prequalified for General Building Group C you will automatically be prequalified for General Trades. Note: For the purposes of DAS Construction Contractor Prequalification, contractors in this classification are not required to be registered as a major contractor with the Department of Consumer Protection. However, there may be specific projects within this classification that require a major contractor registration from the Department of Consumer Protection. Projects that are threshold buildings may require a Major Contractor Registration.

## LOCKERS

Work customarily performed by this industry, including the furnishing and installation of lockers.

## MASONRY

Installation, renovation, repair and maintenance of masonry units composed of concrete, stone, brick and the like, including such incidental or related work as is customarily performed by those in the masonry trade.

## TOILET PARTITIONS, TOILET ACCESSORIES

Work customarily performed by this industry, including the furnishing and installation of toilet partitions and toilet accessories.

This certificate prequalifies the named company to bid. It is not a statement of the Contractor's capacity to perform a specific project. That responsibility lies with the awarding authority.

Company Licenses/Registrations: It is the Contractor's responsibility to update their license information by editing their electronic application. Licenses are confirmed by the Department of Administrative Services (DAS) at the time of initial application and at each renewal.

For information regarding the DAS Contractor Prequalification Program visit <http://portal.ct.gov/dasprequal> or call (860) 713-5280.

### ATTACHMENT # 3

**PART 2 - CURRENTLY HELD CONTRACTS**

LIST ALL PUBLIC AND PRIVATE BUILDING AND NON-BUILDING CONSTRUCTION PROJECTS YOUR FIRM HAS UNDER CONTRACT ON THIS DATE REGARDLESS OF WHEN OR WHETHER THE WORK COMMENCED.

1	2	3	4	5	6	7	8	9
PROJECT TITLE & LOCATION	WORK CATEGORY	START AND END DATES	ON SCHEDULE (YES/NO)	CONTRACT PRICE	% NOT COMPLETE	\$ VALUE OF WORK NOT COMPLETE (COL. 5 X COL. 6)	NO. OF YEARS REMAINING * (see note below)	ANNUALIZED VALUE OF INCOMPLETE WORK (COL. 7 ÷ COL. 8)
MGM Sports Book Springfield, MA.	C.M.	3/21 - 8/21	Yes	\$1,279,660	100%	\$1,279,660	1	\$1,279,660.00
Shrewsbury Police Station Shrewsbury, MA.	C.M. Preconstruction	3/21 - 7/21	Yes	\$81,000	100%	\$81,000	1	\$81,000.00
Raymond E. Shaw Elementary School Millbury, MA.	G.C.	3/21 - 8/23	Yes	\$46,273,468	100%	\$46,273,468	2.416	\$19,152,925.50
Doherty Memorial High School Worcester, MA.	C.M. Preconstruction	2/21 - 3/22	Yes	\$132,000	100%	\$132,000	1	\$132,000.00
Coburn Elementary School West Springfield, MA.	G.C.	11/20 - 12/22	Yes	\$43,547,454	95%	\$41,419,928	1.750	\$23,668,530.29
Springfield Preparation Charter School Springfield, MA. 01104	C.M.	8/20 - 8/21	Yes	\$11,033,267	53%	\$5,896,240	1	\$5,896,240.00
DeBerry-Homer Elementary School Springfield, MA	C.M. Preconstruction	6/20 - 6/21	Yes	\$170,000	100%	\$170,000	1	\$170,000.00

**ATTACHMENT # 3**

1	2	3	4	5	6	7	8	9
PROJECT TITLE & LOCATION	WORK CATEGORY	START AND END DATES	ON SCHEDULE (YES/NO)	CONTRACT PRICE	% NOT COMPLETE	\$ VALUE OF WORK NOT COMPLETE (COL. 5 X COL. 6)	NO. OF YEARS REMAINING * (see note below)	ANNUALIZED VALUE OF INCOMPLETE WORK (COL. 7 ÷ COL. 8)
Northfield Mt. Hermon - Gilder Center Gill, MA.	C.M.	5/20 - 9/21	Yes	\$24,439,699	57%	\$13,937,236	1	\$13,937,236.00
Deerfield Academy - DeNunzio Dorm Deerfield, MA.	C.M.	3/20 - 9/22	Yes	\$17,266,367	87%	\$14,940,994	1.500	\$9,960,662.67
Maple Elem. School Easthampton, MA.	G.C.	1/20 - 8/22	Yes	\$85,645,575	48%	\$41,240,592	1.416	\$29,124,711.86
Chapin St. Elem. School Ludlow, MA.	G.C.	5/19 - 12/21	Yes	\$43,675,877	24%	\$10,570,573	1	\$10,570,573.00
Balmer Elem. School Northbridge, MA	C.M.	10/18 - 12/21	Yes	\$78,389,739	35%	\$27,221,048	1	\$27,221,048.00
Beal Elem. School Shrewsbury, MA.	C.M.	2/19 - 8/21	Yes	\$72,810,248	28%	\$20,245,136	1	\$20,245,136.00
New Middleborough High School Middleborough, MA.	G.C.	3/19 - 8/21	Yes	\$80,633,993	9%	\$7,535,922	1	\$7,535,922.00
Worcester South High Community School Worcester, MA.	CM Joint Venture	11/17 - 7/22	Yes	\$103,693,133	27%	\$28,318,426	1.333	\$21,244,130.53

ANNUALIZED VALUE OF ALL INCOMPLETE CONTRACT WORK (Total of Column 9)

\$190,219,775.85

Column 8 \* If less than one year is left in the project schedule, write 1.

### ATTACHMENT # 3

1	2	3	4	5	6	7	8	9
PROJECT TITLE & LOCATION	WORK CATEGORY	START AND END DATES	ON SCHEDULE (YES/NO)	CONTRACT PRICE	% NOT COMPLETE	\$ VALUE OF WORK NOT COMPLETE (COL. 5 X COL. 6)	NO. OF YEARS REMAINING * (see note below)	ANNUALIZED VALUE OF INCOMPLETE WORK (COL. 7 ÷ COL. 8)

\* If more than 12 months are left in the project schedule, divide the number of months left in the project schedule by 12 (calculate to three decimal places).

Division of Capital Asset Management

Prime/General Contractor Update Statement Effective March 30, 2010

Page 5 of 10

## ATTACHMENT # 4

Provide the following reference information for each incomplete project listed on the previous page.

PROJECT TITLE	COMPANY NAME	CONTACT PERSON	TELEPHONE
MGM Sports Book Springfield, MA.	MGM Resorts Dietz & Co. Fontaine Bros., Inc.	Ryan White Jason Newman David Fontaine Sr.	702-280-9682 413-733-6798 413-781-2020
Shrewsbury Police Station Shrewsbury, MA.	Town of Shrewsbury Tecton Architects, P.C. Fontaine Bros., Inc.	Keith Baldinger Jeff McElravy David P. Fontaine Sr.	508-641-6703 860-548-0842 413-781-2020
Raymond E. Shaw Elementary School Millbury, MA.	Town of Millbury Turowski2 Architecture Fontaine Bros., Inc.	Richard Bedard Timothy Brennan David P. Fontaine Sr.	508-865-9501 508-758-9777 413-781-2020
Doherty Memorial High School Worcester, MA.	City of Worcester Lamoureux Pagano Fontaine + Dimeo Joint Venture	Russ Adams Rob Para David P. Fontaine Sr.	508-799-1454 508-752-2831 413-781-2020
Coburn Elementary School West Springfield, MA	Town of West Springfield TSKP Studio / Dietz & Co. Fontaine Bros., Inc.	Doug Mattoon Craig DeJong David P. Fontaine Sr.	413-263-3058 413-846-1002 413-781-2020
Springfield Preparation Charter School Springfield, MA. 01104	Friends of Spfld. Prep Charter Sch Jones Whitsett Architects Fontaine Bros., Inc.	Bill Spierer Dorie Brooks David P. Fontaine Sr.	413-234-3174 413-773-5551 413-781-2020
DeBerry-Homer Elementary School Springfield, MA	City of Springfield DiNisco Design Fontaine Bros., Inc.	Peter Garvey Rick Rice David P. Fontaine Sr.	413-787-6445 617-426-2858 413-781-2020
Northfield Mt. Hermon - Gilder Center Gill, MA.	Northfield Mt. Hermon Flansburgh Architects Fontaine Bros., Inc.	Jeffrey Seymour David Croteau David P. Fontaine Sr.	413-498-3742 617-367-3970 413-781-2020
Deerfield Academy - DeNunzio Dorm Deerfield, MA.	Deerfield Academy Arch. Resources Cambridge Fontaine Bros., Inc.	Jeff Galli Josh Abraham David P. Fontaine Sr.	413-774-1573 617-575-4249 413-781-2020
Maple Elem. School Easthampton, MA.	City of Easthampton Caolo & Bieniek Architects Fontaine Bros., Inc.	Dr. Allison LeClair Bert Gardner David P. Fontaine Sr.	413-529-1500 413-594-2800 413-781-2020
Chapin St. Elem. School Ludlow, MA.	Town of Ludlow Mount Vernon Group Architects Fontaine Bros., Inc.	Todd H. Gazda Chris LeBlanc David P. Fontaine Sr.	413-583-8372 413-592-9700 413-781-2020



# ATTACHMENT # 4

PROJECT TITLE	COMPANY NAME	CONTACT PERSON	TELEPHONE
Balmer Elem. School Northbridge, MA	Owner: Designer: C.M. Town of Northbridge Dore & Whittier Architects Fontaine Bros., Inc.	Amy McKinstry Lee Dore David P. Fontaine Sr.	508-234-8456 802-863-1428 413-781-2020
Beal Elem. School Shrewsbury, MA.	Owner: Designer: C.M. Town of Shrewsbury Lamoureux Pagano Fontaine Bros., Inc.	Kevin Mizikar Kate Crockett David P. Fontaine Sr.	508-841-8508 508-752-2831 413-781-2020
New Middleborough High School Middleborough, MA.	Owner: Designer: G.C. Town of Middleborough Drumney Rosane Anderson, Inc. Fontaine Bros., Inc.	Robert Nunes Bonnie Peters David P. Fontaine Sr.	508-947-0928 617-964-1700 413-781-2020
Worcester South High Community School Worcester, MA.	Owner: Designer: C.M. City of Worcester Lamoureux Pagano Fontaine/W.T. Rich Joint Venture	Russ Adams Eric Moore David P. Fontaine Sr.	508-799-1454 508-752-2831 413-781-2020

Is your company or any individual who owns, manages or controls your company affiliated with any owner, designer or general contractor named above either through a business or family relationship? YES  NO

Are any of the contact persons named above affiliated with your company or any individual who owns, manages or controls your company, either through a business or family relationship? YES  NO

If you have answered YES to either question, explain. Listed ourselves as General Contractor

# ATTACHMENT #1

## PART 1 - COMPLETED PROJECTS

LIST ALL PUBLIC AND PRIVATE *BUILDING* PROJECTS YOUR FIRM HAS COMPLETED SINCE THE DATE OF APPLICATION FOR YOUR MOST RECENTLY ISSUED (NOT EXTENDED OR AMENDED) DCAM CERTIFICATE OF ELIGIBILITY. YOU MUST REPORT ALL REQUESTED INFORMATION NOT PREVIOUSLY REPORTED ON THAT DCAM APPLICATION\*.

PROJECT TITLE & LOCATION	WORK CATEGORY	CONTRACT PRICE	START DATE	DATE COMPLETED
MGM Wahlburgers Springfield, MA.	C.M.	\$3,728,000	1/20	1/21
Marlborough Elementary School Marlborough, MA.	G.C.	\$35,480,015	11/18	1/21
Wilbraham-Monson Academy New Library Wilbraham, MA.	C.M.	\$7,747,845	4/19	9/20
MGM Hotel Springfield, MA.	C.M.	\$1,565,000	9/19	7/20

Attach additional sheets if necessary

\* If your firm has been terminated from a project prior to completion of the work or has failed or refused to complete its work under any contract, full details and an explanation must be provided. See Part 3 of this Update Statement.

Division of Capital Asset Management  
Prime/General Contractor Update Statement Effective March 30, 2010

## ATTACHMENT #2

PROVIDE THE FOLLOWING REFERENCE INFORMATION FOR EACH COMPLETED PROJECT LISTED ON THE PREVIOUS PAGE

PROJECT TITLE	OWNER/DESIGNER	COMPANY NAME	CONTACT PERSON	TELEPHONE
MGM Wahlburgers Springfield, MA.	Owner: Designer: C.M.	MGM Resorts Dietz & Co. Fontaine Bros., Inc.	Ryan White Jason Newman David P. Fontaine Sr.	702-280-9682 413-733-6798 413-781-2020
Marlborough Elementary School Marlborough, MA.	Owner: Designer: G.C.	City of Marlborough Mt. Vernon Group Architects Fontaine Bros., Inc.	John Ghiloni Jorge Figueriedo David P. Fontaine Sr.	508-624-6910 x 333000 508-991-7500 413-781-2020
Wilbraham-Monson Academy New Library Wilbraham, MA.	Owner: Designer: C.M.	Wilbraham-Monson Academy Flansburgh Architects Fontaine Bros., Inc.	Chris Reed David Croteau David P. Fontaine Sr.	413-596-9120 617-367-3970 413-781-2020
MGM Hotel Springfield, MA.	Owner: Designer: C.M.	MGM Resorts Dietz & Co. Fontaine Bros., Inc.	Ryan White Jason Newman David P. Fontaine Sr.	702-280-9682 413-733-6798 413-781-2020

Is your company or any individual who owns, manages or controls your company affiliated with any owner, designer or general contractor named above, either through a business or family relationship? x YES  NO

Are any of the contact persons named above affiliated with your company or any individual who owns, manages or controls your company, either through a business or family relationship? x YES  NO

If you have answered YES to either question, explain. Listed ourselves as General Contractor.

Division of Capital Asset Management  
Prime/General Contractor Update Statement Effective March 30, 2010



## Tom Wolfenden

### Project Manager

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Tom Wolfenden has over 18 years of experience in the construction industry and is well versed in all construction means, methods and contract delivery systems. Tom has worked in both the public and the private sectors successfully completing a very diverse array of projects. He has extensive knowledge of complex building systems, complicated details, and solving logistical challenges. As project manager, Tom will oversee administrative responsibilities and overall office management during this project.



#### **Middleborough High School | Middleborough, MA**

This 166,650 SF new high school for the Town of Middleborough consists of two, three-story academic wings; one wing focused on humanities studies while the other wing is focused on STEAM programming including a fabrication/maker space. The academic wings will connect to a rotunda area that serves as the knuckle of the building and includes two central drop-off points to tighten security. Connecting to the rotunda space is a health and wellness wing that will include a gymnasium, fitness area and weight rooms. Also connected is a performing arts wing, housing an auditorium, black box theater, television production studio, the band and choral programs. These two wings will include separate entrances to serve community and after-school functions.

#### **Burgess Elementary School | Sturbridge, MA**

This 131,750 SF project consisted of a new three-story addition including a new gymnasium, classrooms and offices, and a complete renovation of the existing fully occupied building including all mechanical systems, windows, roofing, exterior ball fields and a playscape area.

#### **Pioneer Valley Chinese Immersion Charter School | Hadley, MA**

This new 38,400 SF, 6.5 million, four-story building project was an addition to the existing Pioneer Valley Chinese Immersion Charter School in Hadley, MA.

#### **Rutland Elementary School | Rutland, MA**

New construction of the 89,000 SF two-story Rutland Elementary School, featuring extensive sitework, metal wall panels, a standing seam metal roof and a mammoth structural steel staircase.

#### **The College of the Holy Cross Contemplative Center | West Boylston, MA**

The new Holy Cross Contemplative Center located in West Boylston, MA is a \$22 million, new facility on a 52-acre plot overlooking the Wachusett Reservoir. The Contemplative Center consisted of a 33,800 SF complex used for the college's programs. There is a main building with a chapel, meeting rooms and a dining room. Next to the main building is another structure with living quarters, bedrooms and baths that accommodates up to 60 people.

#### **PVTA Bus and Maintenance Facility | Springfield, MA**

This 203,000 SF, \$47 million facility was built on an 18-acre site providing bus maintenance and storage for the PVTA's fixed route operation in Springfield. The facility accommodates approximately 150 fixed route buses including standard size diesel buses and articulated buses. This new facility consisted of management office space, fuel bays, wash bays, bus and van storage bays, garage and body shop areas, parts storage, exercise rooms, locker rooms/showers, a lounge, dispatch center, employee parking, and green spaces. A new cell tower was also installed on-site to support the PVTA's IT communications. The new facility is LEED certified under the US Green Building Council's green building rating system.

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### QUALIFICATIONS

**Northeastern University**

B.S. Business Marketing

**Springfield Technical Community College**

Construction Management

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### MEMBERSHIPS

MA Construction Supervisor License

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### REFERENCES

Bruno Fisher, COO  
MART Bus Storage & Maintenance Facility  
978.665.2263  
bruno.fisher@mrta.us

Mike Pagano  
MP-Structures  
508.868.7698  
mpagano@mp-structures.com

Carl Franceschi  
Architect  
Drummeys Rosane Anderson  
Burgess Elementary School  
617.964.1700  
cfranceschi@draws.com



## Michael Cavanaugh

### Superintendent

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Mr. Cavanaugh is one of the most experienced school construction Superintendents in the state and has been with Fontaine Bros. for over 30 years. Over the course of his three decades with Fontaine, Mike has built a lengthy list of 10+ public schools. His experience includes having built several elementary schools which has allowed him to develop an expertise in the design intent and programming of spaces for our youngest learners. Mike is a highly capable, methodical and conscientious individual; qualities which are reflected in his supervision and coordination of subcontractors. Mike can create a feeling of family on the project which contributes to a safe and productive worksite.



#### Northbridge Elementary School | Northbridge, MA

The \$77.5 million project consists of the construction of a new three-story Northbridge Elementary School on the site of the existing school. The project consolidates the two aged existing elementary schools into a single building for grades Pre-K through five. The new school will contain 171,530 SF, three-story, all new construction solution at the rear of the site, behind the existing school. This concept strives for a compact building footprint while still providing small learning communities as envisioned during the planning stages.

#### Templeton Elementary School | Templeton, MA

The Templeton Elementary School project consisted of a new 93,000 SF Pre-K through grade five facility. The building incorporated a three-story classroom wing and a single-story gymnasium, cafeteria, and kitchen wing. The existing Templeton Center School building was demolished to make room for the new facility. The project included site improvements both the school site and to the surrounding roadways. Site improvements included storm water, sanitary, utilities, hard surface parking, sidewalks, site retaining walls, and landscaping. The removal, storage and re-installation of existing playground equipment was also included as part of the project.

#### Burgess Elementary School | Sturbridge, MA

This 128,000 SF project consisted of a new three-story addition. Project features included a new gymnasium, classrooms, offices, and a complete renovation of the existing facility. The project also consisted of all new mechanical systems, windows, roofing, exterior ball fields and a playscape area.

#### Blueberry Hill Elementary School | Longmeadow, MA

The Blueberry Hill Elementary School project consisted of a 75,000 SF addition and renovation to the existing and fully occupied elementary school. Project features included a new kitchen, gymnasium, mechanical systems as well as an extensive asbestos abatement.

#### Whittemore Elementary School | Waltham, MA

The Whittemore Elementary School project consisted of a new 85,000 SF school located in Waltham MA. The project included demolition of part of the existing building, restoration of 50,000 SF and the construction of a new three-story, 35,000 SF addition. This addition included classrooms, special rooms, offices, a parking lot and site improvements.

#### Glenwood Elementary School | Rutland, MA

The new Glenwood Elementary School project consisted of a 89,000 SF, two-story elementary school. Project features included extensive site work, metal wall panels, standing seam metal roof and a mammoth structural steel staircase.

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#### MEMBERSHIPS

Carpenters Local 108

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#### REFERENCES

Joel G. Seeley, AIA, LEED AP BD+C  
COO | Executive Vice President  
SMMA  
617.520.9403  
jseeley@smma.com

Jennifer Soucy, AIA  
Senior Associate | Project Architect  
SMMA  
t: 617.520.9261 | m: 978.302.0380  
jsoucy@smma.com

Matt Dunn  
Colliers International  
Matthew.Dunn@colliers.com



# Document A310™ – 2010

Conforms with The American Institute of Architects AIA Document 310

## Bid Bond

### CONTRACTOR:

(Name, legal status and address)

Fontaine Bros., Inc.  
510 Cottage Street  
Springfield, MA 01104

### SURETY:

(Name, legal status and principal place of business)

Federal Insurance Company  
202B Hall's Mill Road  
Whitehouse Station, NJ 08889

This document has important legal consequences. Consultation with an attorney is encouraged with respect to its completion or modification.

Any singular reference to Contractor, Surety, Owner or other party shall be considered plural where applicable.

### OWNER:

(Name, legal status and address)

Town of Mansfield  
4 S. Eagleville Road  
Mansfield, CT 06268

BOND AMOUNT: \$ 10%

Ten Percent of Amount Bid

### PROJECT:

(Name, location or address, and Project number, if any)

Mansfield Elementary School, State Project No. 078-0068N

The Contractor and Surety are bound to the Owner in the amount set forth above, for the payment of which the Contractor and Surety bind themselves, their heirs, executors, administrators, successors and assigns, jointly and severally, as provided herein. The conditions of this Bond are such that if the Owner accepts the bid of the Contractor within the time specified in the bid documents, or within such time period as may be agreed to by the Owner and Contractor, and the Contractor either (1) enters into a contract with the Owner in accordance with the terms of such bid, and gives such bond or bonds as may be specified in the bidding or Contract Documents, with a surety admitted in the jurisdiction of the Project and otherwise acceptable to the Owner, for the faithful performance of such Contract and for the prompt payment of labor and material furnished in the prosecution thereof; or (2) pays to the Owner the difference, not to exceed the amount of this Bond, between the amount specified in said bid and such larger amount for which the Owner may in good faith contract with another party to perform the work covered by said bid, then this obligation shall be null and void, otherwise to remain in full force and effect. The Surety hereby waives any notice of an agreement between the Owner and Contractor to extend the time in which the Owner may accept the bid. Waiver of notice by the Surety shall not apply to any extension exceeding sixty (60) days in the aggregate beyond the time for acceptance of bids specified in the bid documents, and the Owner and Contractor shall obtain the Surety's consent for an extension beyond sixty (60) days.

If this Bond is issued in connection with a subcontractor's bid to a Contractor, the term Contractor in this Bond shall be deemed to be Subcontractor and the term Owner shall be deemed to be Contractor.

When this Bond has been furnished to comply with a statutory or other legal requirement in the location of the Project, any provision in this Bond conflicting with said statutory or legal requirement shall be deemed deleted herefrom and provisions conforming to such statutory or other legal requirement shall be deemed incorporated herein. When so furnished, the intent is that this Bond shall be construed as a statutory bond and not as a common law bond.

Signed and sealed this 13th day of April, 2021



(Witness)

Fontaine Bros., Inc.

(Principal)

(Seal)

By:

(Title)

Federal Insurance Company

(Surety)

(Seal)

By:

(Title) Kathleen M. Coen Attorney-in-Fact

Surety Phone No. 908-903-3485

Power of Attorney

Federal Insurance Company | Vigilant Insurance Company | Pacific Indemnity Company

Know All by These Presents, That FEDERAL INSURANCE COMPANY, an Indiana corporation, VIGILANT INSURANCE COMPANY, a New York corporation, and PACIFIC INDEMNITY COMPANY, a Wisconsin corporation, do each hereby constitute and appoint Gary J. Giulietti, Douglas P. Irvin and Holly L. Lynch of Farmington, Connecticut and Louis J. Bensinger, Kathleen M. Coen, Tammy L. Orehek and Holly Tallone of Blue Bell, Pennsylvania

each as their true and lawful Attorney-in-Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY have each executed and attested these presents and affixed their corporate seals on this 19th day of August, 2019.

Dawn M. Chloros

Dawn M. Chloros, Assistant Secretary

Stephen M. Haney

Stephen M. Haney, Vice President



STATE OF NEW JERSEY

County of Hunterdon

ss.

On this 19th day of August, 2019, before me, a Notary Public of New Jersey, personally came Dawn M. Chloros, to me known to be Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY, the companies which executed the foregoing Power of Attorney, and the said Dawn M. Chloros, being by me duly sworn, did depose and say that she is Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of said Companies; and that she signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that she is acquainted with Stephen M. Haney, and knows him to be Vice President of said Companies; and that the signature of Stephen M. Haney, subscribed to said Power of Attorney is in the genuine handwriting of Stephen M. Haney, and was thereto subscribed by authority of said Companies and in deponent's presence.

Notarial Seal



KATHERINE J. ADELAAR
NOTARY PUBLIC OF NEW JERSEY
No. 2316585
Commission Expires July 16, 2024

[Signature of Katherine J. Adelaar]

Notary Public

CERTIFICATION

Resolutions adopted by the Boards of Directors of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY on August 30, 2016:

RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into in the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
(2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such person's written appointment as such attorney-in-fact.
(3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
(4) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing to any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
(5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

I, Dawn M. Chloros, Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY (the "Companies") do hereby certify that

- (i) the foregoing Resolutions adopted by the Board of Directors of the Companies are true, correct and in full force and effect.
(ii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Whitehouse Station, NJ, this April 13, 2021



Dawn M. Chloros

Dawn M. Chloros, Assistant Secretary

IN THE EVENT YOU WISH TO VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT:
Telephone (908) 903-3493 Fax (908) 903-3656 e-mail: surety@chubb.com



**FEDERAL INSURANCE COMPANY**  
**STATEMENT OF ASSETS, LIABILITIES AND SURPLUS TO POLICYHOLDERS**

Statutory Basis

December 31, 2019

(in thousands)

ASSETS		LIABILITIES AND SURPLUS TO POLICYHOLDERS	
Cash and Short Term Investments	\$ (429,780)	Outstanding Losses and Loss Expenses	\$ 6,823,691
United States Government, State and Municipal Bonds	4,559,706	Reinsurance Payable on Losses and Expenses	1,433,250
Other Bonds	5,314,219	Unearned Premiums	2,014,727
Stocks	32,735	Ceded Reinsurance Premiums Payable	353,115
Other Invested Assets	<u>1,029,733</u>	Other Liabilities	<u>849,544</u>
<b>TOTAL INVESTMENTS</b>	<b><u>10,506,613</u></b>	<b>TOTAL LIABILITIES</b>	<b><u>11,474,327</u></b>
Investments in Affiliates:		Capital Stock	20,980
Great Northern Ins. Co.	395,442	Paid-In Surplus	2,711,474
Vigilant Ins. Co.	341,290	Unassigned Funds	<u>1,305,881</u>
Chubb Indemnity Ins. Co.	178,808	<b>SURPLUS TO POLICYHOLDERS</b>	<b><u>4,039,335</u></b>
Chubb National Ins. Co.	181,053		
Other Affiliates	97,150		
Premiums Receivable	1,511,096		
Other Assets	<u>2,302,210</u>		
<b>TOTAL ADMITTED ASSETS</b>	<b><u>\$ 15,513,662</u></b>	<b>TOTAL LIABILITIES AND SURPLUS</b>	<b><u>\$ 15,513,662</u></b>

Investments are valued in accordance with requirements of the National Association of Insurance Commissioners. At December 31, 2019, investments with a carrying value of \$508,749,121 were deposited with government authorities as required by law.

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

John Taylor, being duly sworn, says that he is Senior Vice President of Federal Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31 st day of December, 2019.

Subscribed before me this April 14, 2020

John Taylor

Senior Vice President

Diane Wright  
Notary Public

August 8, 2023  
My commission expires

Commonwealth of Pennsylvania - Notary Seal  
 Diane Wright, Notary Public  
 Philadelphia County  
 My commission expires August 8, 2023  
 Commission number 1235745  
 Member, Pennsylvania Association of Notaries

**BID FORM – PART 3 of 3**

**MANSFIELD ELEMENTARY SCHOOL  
STATE PROJECT NO. 078-068N, PHASE 2 OF 3**

**COMPLIANCE WITH CHRO REQUIREMENTS**

Bidder understands that he is required to obtain a minimum goal of 25% of the awarded contract to small business enterprise (SBE) and 6.25% to minority business enterprise (MBE) contractors and/or suppliers certified by the State of Connecticut Department of Administrative Services (DAS).

The Bidder further understands that, if selected, he will be required to submit, upon request by CHRO, a total Bid Tabulation that lists all sub-bids received by the Bidder from subcontractors and suppliers.

Indicate the planned utilization of Small and Minority business SBE/MBE as a percentage of the Base Bid indicated on Bid Form 1 of 3. Failure to complete this form or to comply with the stated SBE/MBE goals may result in this bid being deemed incomplete, and therefore, bid rejection. If no indication is provided below then this shall be interpreted as zero participation by the Bidder.

This Bid includes \_\_\_\_\_% certified SBE participation.

This Bid includes \_\_\_\_\_% certified M/DBE participation.

**\*Please refer to the Bid Form for this information**

**LIST OF SUBCONTRACTORS AND SUPPLIERS**

List the subcontractors and suppliers that will be providing material and labor whose value is 5% or more of the Total Base Bid Amount, and whom the Bidder intends to employ if the Bidder is awarded the Contract. Demonstrate and highlight specifically which subcontractors and suppliers listed below are fulfilling the requirement for a minimum of 25% SBE and 6.25% MBE participation.

Name and Address of Subcontractor or Supplier SBE / MBE

**\*Please refer to the Bid Form for this information**

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**COMMISSION ON HUMAN RIGHTS AND OPPORTUNITIES**  
**CONTRACT COMPLIANCE REGULATIONS**  
**NOTIFICATION TO BIDDERS**

(Revised 09/3/15)

The contract to be awarded is subject to contract compliance requirements mandated by [Sections 4a-60](#) and [4a-60a](#) of the Connecticut General Statutes; and, when the awarding agency is the State, [Sections 46a-71\(d\)](#) and [46a-81i\(d\)](#) of the Connecticut General Statutes. There are Contract Compliance Regulations codified at [Section 46a-68j-21 through 43](#) of the Regulations of Connecticut State Agencies, which establish a procedure for awarding all contracts covered by [Sections 4a-60](#) and [46a-71\(d\)](#) of the Connecticut General Statutes.

According to [Section 46a-68j-30\(9\)](#) of the Contract Compliance Regulations, every agency awarding a contract subject to the contract compliance requirements has an obligation to “aggressively solicit the participation of legitimate minority business enterprises as bidders, contractors, subcontractors and suppliers of materials.” “Minority business enterprise” is defined in [Section 4a-60](#) of the Connecticut General Statutes as a business wherein fifty-one percent or more of the capital stock, or assets belong to a person or persons: “(1) Who are active in daily affairs of the enterprise; (2) who have the power to direct the management and policies of the enterprise; and (3) who are members of a minority, as such term is defined in subsection (a) of [Section 32-9n](#).” “Minority” groups are defined in [Section 32-9n](#) of the Connecticut General Statutes as “(1) Black Americans . . . (2) Hispanic Americans . . . (3) persons who have origins in the Iberian Peninsula . . . (4) Women . . . (5) Asian Pacific Americans and Pacific Islanders; (6) American Indians . . .” An individual with a disability is also a minority business enterprise as provided by [Section 4a-60g](#) of the Connecticut General Statutes. The above definitions apply to the contract compliance requirements by virtue of [Section 46a-68j-21\(11\)](#) of the Contract Compliance Regulations.

The awarding agency will consider the following factors when reviewing the bidder’s qualifications under the contract compliance requirements:

- (a) the bidder’s success in implementing an affirmative action plan;
- (b) the bidder’s success in developing an apprenticeship program complying with [Sections 46a-68-1 to 46a-68-17](#) of the Administrative Regulations of Connecticut State Agencies, inclusive;
- (c) the bidder’s promise to develop and implement a successful affirmative action plan;
- (d) the bidder’s submission of employment statistics contained in the “Employment Information Form”, indicating that the composition of its workforce is at or near parity when compared to the racial and sexual composition of the workforce in the relevant labor market area; and
- (e) the bidder’s promise to set aside a portion of the contract for legitimate minority business enterprises. [See Section 46a-68j-30\(10\)\(E\)](#) of the Contract Compliance Regulations.

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INSTRUCTIONS AND OTHER INFORMATION

The following [BIDDER CONTRACT COMPLIANCE MONITORING REPORT](#) must be completed in full, signed, and submitted with the bid for this contract. The contract awarding agency and the Commission on Human Rights and Opportunities will use the information contained thereon to determine the bidders compliance to [Sections 4a-60](#) and [4a-60a](#) CONN. GEN. STAT., and [Sections 46a-68j-23](#) of the Regulations of Connecticut State Agencies regarding equal employment opportunity, and the bidder’s good faith efforts to include minority business enterprises as subcontractors and suppliers for the work of the contract.

1) **Definition of Small Contractor**

[Section 4a-60g](#) CONN. GEN. STAT. defines a small contractor as a company that has been doing business under the same management and control and has maintained its principal place of business in Connecticut for a one year period immediately prior to its application for certification under this section, had gross revenues not exceeding fifteen million dollars in the most recently completed fiscal year, and at least fifty-one percent of the ownership of which is held by a person or persons who are active in the daily affairs of the company, and have the power to direct the management and policies of the company, except that a nonprofit corporation shall be construed to be a small contractor if such nonprofit corporation meets the requirements of subparagraphs (A) and (B) of subdivision [4a-60g](#) CONN. GEN. STAT.

2) Description of Job Categories (as used in Part IV Bidder Employment Information) (Page 2)

**MANAGEMENT:** Managers plan, organize, direct, and control the major functions of an organization through subordinates who are at the managerial or supervisory level. They make policy decisions and set objectives for the company or departments. They are not usually directly involved in production or providing services. Examples include top executives, public relations managers, managers of operations specialties (such as financial, human resources, or purchasing managers), and construction and engineering managers.

**BUSINESS AND FINANCIAL OPERATIONS:** These occupations include managers and professionals who work with the financial aspects of the business. These occupations include accountants and auditors, purchasing agents, management analysts, labor relations specialists, and budget, credit, and financial analysts.

**MARKETING AND SALES:** Occupations related to the act or process of buying and selling products and/or services such as sales engineer, retail sales workers and sales representatives including wholesale.

**LEGAL OCCUPATIONS:** In-House Counsel who is charged with providing legal advice and services in regards to legal issues that may arise during the course of standard business practices. This category also includes assistive legal occupations such as paralegals, legal assistants.

**COMPUTER SPECIALISTS:** Professionals responsible for the computer operations within a company are grouped in this category. Examples of job titles in this category include computer programmers, software engineers, database administrators, computer scientists, systems analysts, and computer support specialists

**ARCHITECTURE AND ENGINEERING:** Occupations related to architecture, surveying, engineering, and drafting are included in this category. Some of the job titles in this category include electrical and electronic engineers, surveyors, architects, drafters, mechanical engineers, materials engineers, mapping technicians, and civil engineers.

**OFFICE AND ADMINISTRATIVE SUPPORT:** All clerical-type work is included in this category. These jobs involve the preparing, transcribing, and preserving of written communications and records; collecting accounts; gathering and distributing information; operating office machines and electronic data processing equipment; and distributing mail. Job titles listed in this category include telephone operators, bill and account collectors, customer service representatives, dispatchers, secretaries and administrative assistants, computer operators and clerks (such as payroll, shipping, stock, mail and file).

**BUILDING AND GROUNDS CLEANING AND MAINTENANCE:** This category includes occupations involving landscaping, housekeeping, and janitorial services. Job titles found in this category include supervisors of landscaping or housekeeping, janitors, maids, grounds maintenance workers, and pest control workers.

**CONSTRUCTION AND EXTRACTION:** This category includes construction trades and related occupations. Job titles found in this category include boilermakers, masons (all types), carpenters, construction laborers, electricians, plumbers (and related trades), roofers, sheet metal workers, elevator installers, hazardous materials removal workers, paperhangers, and painters. Paving, surfacing, and tamping equipment operators; drywall and ceiling tile installers; and carpet, floor and tile installers and finishers are also included in this category. First line supervisors, foremen, and helpers in these trades are also grouped in this category.

**INSTALLATION, MAINTENANCE AND REPAIR:** Occupations involving the installation, maintenance, and repair of equipment are included in this group. Examples of job titles found here are heating, ac, and refrigeration mechanics and installers; telecommunication line installers and repairers; heavy vehicle and mobile equipment service technicians and mechanics; small engine mechanics; security and fire alarm systems installers; electric/electronic repair, industrial, utility and transportation equipment; millwrights; riggers; and manufactured building and mobile home installers. First line supervisors, foremen, and helpers for these jobs are also included in the category.

**MATERIAL MOVING WORKERS:** The job titles included in this group are Crane and tower operators; dredge, excavating, and lading machine operators; hoist and winch operators; industrial truck and tractor operators; cleaners of vehicles and equipment; laborers and freight, stock, and material movers, hand; machine feeders and offbearers; packers and packagers, hand; pumping station operators; refuse and recyclable material collectors; and miscellaneous material moving workers.

**PRODUCTION WORKERS:** The job titles included in this category are chemical production machine setters, operators and tenders; crushing/grinding workers; cutting workers; inspectors, testers sorters, samplers, weighers; precious stone/metal workers; painting workers; cementing/gluing machine operators and tenders; etchers/engravers; molders, shapers and casters except for metal and plastic; and production workers.

3) Definition of Racial and Ethnic Terms (as used in Part IV Bidder Employment Information) (Page 3)

<p><u>White</u> (not of Hispanic Origin)-All persons having origins in any of the original peoples of Europe, North Africa, or the Middle East.</p> <p><u>Black</u> (not of Hispanic Origin)-All persons having origins in any of the Black racial groups of Africa.</p> <p><u>Hispanic</u>- All persons of Mexican, Puerto Rican, Cuban, Central or South American, or other Spanish culture or origin, regardless of race.</p>	<p><u>Asian or Pacific Islander</u>- All persons having origins in any of the original peoples of the Far East, Southeast Asia, the Indian subcontinent, or the Pacific Islands. This area includes China, India, Japan, Korea, the Philippine Islands, and Samoa.</p> <p><u>American Indian or Alaskan Native</u>- All persons having origins in any of the original peoples of North America, and who maintain cultural identification through tribal affiliation or community recognition.</p>
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**BIDDER CONTRACT COMPLIANCE MONITORING REPORT**

**PART 1 – Bidder Information**

<p>Company Name: Street Address: City &amp; State: Chief Executive:</p>	<p>Bidder Federal Employer Identification Number: Or Social Security Number:</p>
<p>Major Business Activity: (brief description)</p>	<p>Bidder Identification (response optional/definitions on page 1)</p> <p>-Bidder is a small contractor? Yes No -Bidder is a minority business enterprise? Yes No (If yes, check ownership category) Black Hispanic Asian American American Indian/Alaskan Native Iberian Peninsula Individual(s) with a Physical Disability Female -Bidder is certified as above by State of CT? Yes No</p>
<p>Bidder Parent Company: (If any)</p>	
<p>Other Locations in CT: (If any)</p>	

**PART II - Bidder Nondiscrimination Policies and Procedures**

<p>1. Does your company have a written Affirmative Action/Equal Employment Opportunity statement posted on company bulletin boards? Yes No</p>	<p>7. Do all of your company contracts and purchase orders contain non-discrimination statements as required by Sections 4a-60 &amp; 4a-60a Conn. Gen. Stat.? Yes No</p>
<p>2. Does your company have the state-mandated sexual harassment prevention in the workplace policy posted on company bulletin boards? Yes No</p>	<p>8. Do you, upon request, provide reasonable accommodation to employees, or applicants for employment, who have physical or mental disability? Yes No</p>
<p>3. Do you notify all recruitment sources in writing of your company's Affirmative Action/Equal Employment Opportunity employment policy? Yes No</p>	<p>9. Does your company have a mandatory retirement age for all employees? Yes No</p>
<p>4. Do your company advertisements contain a written statement that you are an Affirmative Action/Equal Opportunity Employer? Yes No</p>	<p>10. If your company has 50 or more employees, have you provided at least two (2) hours of sexual harassment training to all of your supervisors? Yes No N/A</p>
<p>5. Do you notify the Ct. State Employment Service of all employment openings with your company? Yes No</p>	<p>11. If your company has apprenticeship programs, do they meet the Affirmative Action/Equal Employment Opportunity requirements of the apprenticeship standards of the Ct. Dept. of Labor? Yes No N/A</p>
<p>6. Does your company have a collective bargaining agreement with workers? Yes No</p> <p>6a. If yes, do the collective bargaining agreements contain non-discrimination clauses covering all workers? Yes No</p> <p>6b. Have you notified each union in writing of your commitments under the nondiscrimination requirements of contracts with the state of CT? Yes No</p>	<p>12. Does your company have a written affirmative action Plan? Yes No If no, please explain.</p> <p>13. Is there a person in your company who is responsible for equal employment opportunity? Yes No If yes, give name and phone number:</p>

1. Will the work of this contract include subcontractors or suppliers? Yes No

1a. If yes, please list all subcontractors and suppliers and report if they are a small contractor and/or a minority business enterprise. (defined on page 1 / use additional sheet if necessary)

1b. Will the work of this contract require additional subcontractors or suppliers other than those identified in 1a. above? Yes No

**PART IV - Bidder Employment Information**

Date:


JOB CATEGORY*	OVERALL TOTALS	WHITE (not of Hispanic origin)		BLACK (not of Hispanic origin)		HISPANIC		ASIAN or PACIFIC ISLANDER		AMERICAN INDIAN or ALASKAN NATIVE	
		Male	Female	Male	Female	Male	Female	Male	Female	Male	Female
Management											
Business & Financial Ops											
Marketing & Sales											
Legal Occupations											
Computer Specialists											
Architecture/Engineering											
Office & Admin Support											
Bldg/ Grounds Cleaning/Maintenance											
Construction & Extraction											
Installation , Maintenance & Repair											
Material Moving Workers											
Production Occupations											
TOTALS ABOVE											
Total One Year Ago											
FORMAL ON THE JOB TRAINEES (ENTER FIGURES FOR THE SAME CATEGORIES AS ARE SHOWN ABOVE)											
Apprentices											
Trainees											

\*NOTE: JOB CATEGORIES CAN BE CHANGED OR ADDED TO (EX. SALES CAN BE ADDED OR REPLACE A CATEGORY NOT USED IN YOUR COMPANY)

**PART V - Bidder Hiring and Recruitment Practices**

1. Which of the following recruitment sources are used by you? (Check yes or no, and report percent used)				2. Check (X) any of the below listed requirements that you use as a hiring qualification  (X)		3. Describe below any other practices or actions that you take which show that you hire, train, and promote employees without discrimination  Equal employment opportunity applies to all facets of employment at Fontaine Bros., Inc. This includes hiring, placement, promotion, termination, layoff, recall, transfer, leave of absence, compensation and training. Any employee with questions or concerns are encouraged to bring these issues to the attention of management.
SOURCE	YES	NO	% of applicants provided by source			
State Employment Service	<input type="checkbox"/>	<input checked="" type="checkbox"/>		X	Work Experience	
Private Employment Agencies	<input checked="" type="checkbox"/>	<input type="checkbox"/>	50		Ability to Speak or Write English	
Schools and Colleges	<input checked="" type="checkbox"/>	<input type="checkbox"/>	5		Written Tests	
Newspaper Advertisement	<input type="checkbox"/>	<input checked="" type="checkbox"/>			High School Diploma	
Walk Ins	<input type="checkbox"/>	<input checked="" type="checkbox"/>			College Degree	
Present Employees	<input checked="" type="checkbox"/>	<input type="checkbox"/>	20		Union Membership	
Labor Organizations	<input checked="" type="checkbox"/>	<input type="checkbox"/>	25		Personal Recommendation	
Minority/Community Organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>			Height or Weight	
Others (please identify)	<input type="checkbox"/>	<input type="checkbox"/>			Car Ownership	
	<input type="checkbox"/>	<input type="checkbox"/>			Arrest Record	
	<input type="checkbox"/>	<input type="checkbox"/>			Wage Garnishments	

Certification (Read this form and check your statements on it CAREFULLY before signing). I certify that the statements made by me on this BIDDER CONTRACT COMPLIANCE MONITORING REPORT are complete and true to the best of my knowledge and belief, and are made in good faith. I understand that if I knowingly make any misstatements of facts, I am subject to be declared in non-compliance with Section 4a-60, 4a-60a, and related sections of the CONN. GEN. STAT.

(Signature) 	(Title) Vice President	(Date Signed) 04/13/2021	(Telephone) (413) 781-2020
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# AIA<sup>®</sup> Document A305<sup>™</sup> – 2020

## Contractor's Qualification Statement

THE PARTIES SHOULD EXECUTE A SEPARATE CONFIDENTIALITY AGREEMENT IF THEY INTEND FOR ANY OF THE INFORMATION IN THIS A305-2020 TO BE HELD CONFIDENTIAL.

### SUBMITTED BY:

(Organization name and address.)

Fontaine Bros., Inc.  
510 Cottage Street  
Springfield, MA. 01104

### SUBMITTED TO:

(Organization name and address.)

Mansfield Elementary School  
Building Committee  
C/O Tasha N. Smith, Executive  
Assistant to the Town Manager  
Audrey P. Beck Municipal Building  
4 South Eagleville Road  
Mansfield, CT. 06286

### ADDITIONS AND DELETIONS:

The author of this document has added information needed for its completion. The author may also have revised the text of the original AIA standard form. An *Additions and Deletions Report* that notes added information as well as revisions to the standard form text is available from the author and should be reviewed. A vertical line in the left margin of this document indicates where the author has added necessary information and where the author has added to or deleted from the original AIA text.

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### TYPE OF WORK TYPICALLY PERFORMED

(Indicate the type of work your organization typically performs, such as general contracting, construction manager as constructor services, HVAC contracting, electrical contracting, plumbing contracting, or other.)

General Construction

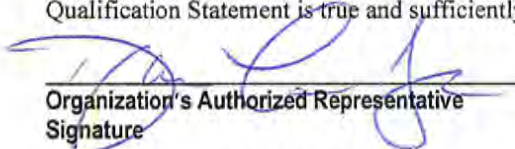
### THIS CONTRACTOR'S QUALIFICATION STATEMENT INCLUDES THE FOLLOWING:

(Check all that apply.)

- Exhibit A – General Information
- Exhibit B – Financial and Performance Information
- Exhibit C – Project-Specific Information
- Exhibit D – Past Project Experience
- Exhibit E – Past Project Experience (Continued)

### CONTRACTOR CERTIFICATION

The undersigned certifies under oath that the information provided in this Contractor's Qualification Statement is true and sufficiently complete so as not to be misleading.

  
Organization's Authorized Representative  
Signature

Date

4/13/2021

David P. Fontaine Jr., Vice President

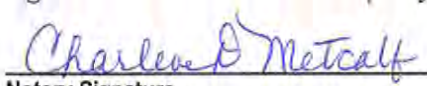
Printed Name and Title

### NOTARY

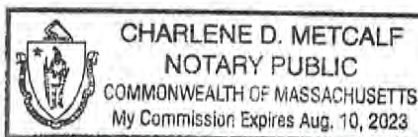
State of: Massachusetts

County of: Hampden

Signed and sworn to before me this 13<sup>th</sup> day of April 2021

  
Notary Signature

My commission expires: Aug. 10, 2023



## **Certification of Document's Authenticity**

AIA® Document D401™ – 2003

I, David P. Fontaine Jr., hereby certify, to the best of my knowledge, information and belief, that I created the attached final document simultaneously with its associated Additions and Deletions Report and this certification at 16:13:22 ET on 04/08/2021 under Order No. 8236492975 from AIA Contract Documents software and that in preparing the attached final document I made no changes to the original text of AIA® Document A305™ – 2020, Contractor's Qualification Statement, as published by the AIA in its software, other than those additions and deletions shown in the associated Additions and Deletions Report.

  
(Signed)

Vice President  
(Title)

04/13/2021  
(Dated)

# AIA<sup>®</sup> Document A305<sup>™</sup> – 2020 Exhibit A

## General Information

This Exhibit is part of the Contractor's Qualification Statement, submitted by Fontaine Bros., Inc. and dated the Thirteenth day of April in the year 2021  
(In words, indicate day, month and year.)

### § A.1 ORGANIZATION

#### § A.1.1 Name and Location

§ A.1.1.1 Identify the full legal name of your organization.

Fontaine Bros., Inc.  
510 Cottage Street  
Springfield, MA. 01104

§ A.1.1.2 List all other names under which your organization currently does business and, for each name, identify jurisdictions in which it is registered to do business under that trade name.

Fontaine/W.T. Rich  
510 Cottage Street  
Springfield, MA. 01104  
Registered in State of MA.

Fontaine-Dimeo, LLC  
510 Cottage Street  
Springfield, MA. 01104  
Registered in State of MA.

§ A.1.1.3 List all prior names under which your organization has operated and, for each name, indicate the date range and jurisdiction in which it was used.

N/A

§ A.1.1.4 Identify the address of your organization's principal place of business and list all office locations out of which your organization conducts business. If your organization has multiple offices, you may attach an exhibit or refer to a website.

Same as Above

### § A.1.2 Legal Status

§ A.1.2.1 Identify the legal status under which your organization does business, such as sole proprietorship, partnership, corporation, limited liability corporation, joint venture, or other.

Corporation

- .1 If your organization is a corporation, identify the state in which it is incorporated, the date of incorporation, and its four highest-ranking corporate officers and their titles, as applicable.

Date of Incorporation 5/10/1972  
State of Incorporation Delaware  
David P. Fontaine Sr., President  
David P. Fontaine Jr., Vice President  
Martha McLaughlin, Secretary  
David P. Fontaine Sr., Treasurer

### ADDITIONS AND DELETIONS:

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- .2 If your organization is a partnership, identify its partners and its date of organization.  
N/A
- .3 If your organization is individually owned, identify its owner and date of organization.  
N/A
- .4 If the form of your organization is other than those listed above, describe it and identify its individual leaders:  
N/A

§ A.1.2.2 Does your organization own, in whole or in part, any other construction-related businesses? If so, identify and describe those businesses and specify percentage of ownership.

Fontaine/W.T. Rich 60% Joint Venture	Fontaine-Dimeo, LLC 60% Joint Venture
---	--

§ A.1.3 Other Information

§ A.1.3.1 How many years has your organization been in business?

88

§ A.1.3.2 How many full-time employees work for your organization?

70

§ A.1.3.3 List your North American Industry Classification System (NAICS) codes and titles. Specify which is your primary NAICS code.

236220 Commercial and Institutional Building Construction

§ A.1.3.4 Indicate whether your organization is certified as a governmentally recognized special business class, such as a minority business enterprise, woman business enterprise, service disabled veteran owned small business, woman owned small business, small business in a HUBZone, or a small disadvantaged business in the 8(a) Business Development Program. For each, identify the certifying authority and indicate jurisdictions to which such certification applies.

N/A

§ A.2 EXPERIENCE

§ A.2.1 Complete Exhibit D to describe up to four projects, either completed or in progress, that are representative of your organization's experience and capabilities.

See Attached Schedule C

§ A.2.2 State your organization's total dollar value of work currently under contract.

\$609,071,480

§ A.2.3 Of the amount stated in Section A.2.2, state the dollar value of work that remains to be completed:

\$259,262,223

§ A.2.4 State your organization's average annual dollar value of construction work performed during the last five years.

\$149,430,014

### § A.3 CAPABILITIES

§ A.3.1 List the categories of work that your organization typically self-performs.

Supervision, Labor, Carpentry

§ A.3.2 Identify qualities, accreditations, services, skills, or personnel that you believe differentiate your organization from others.

Fontaine Bros. employs a diverse and talented group of construction professionals. Many of our staff are LEED Accredited Professionals, are OSHA-30 Certified, and hold license and accreditation in a range of building disciplines.

§ A.3.3 Does your organization provide design collaboration or pre-construction services? If so, describe those services.

Fontaine Bros. employs several employees focused on the planning and delivery of preconstruction services and integrated design support. Their scope includes but is not limited to: estimating, scheduling, constructability/design review, and procurement.

§ A.3.4 Does your organization use building information modeling (BIM)? If so, describe how your organization uses BIM and identify BIM software that your organization regularly uses.

Fontaine Bros actively utilizes BIM on the majority of our projects. Our preferred software is Revit, although we have and will work in other commonly used software programs such as Navisworks and SketchUp. Our use of BIM involves activities throughout both preconstruction and construction.

§ A.3.5 Does your organization use a project management information system? If so, identify that system.

Our preferred project management software platform is Procore, although we have used other commonly used programs at the request and comfort of our clients.

### § A.4 REFERENCES

§ A.4.1 Identify three client references:

*(Insert name, organization, and contact information)*

Russ Adams City of Worcester [adamsk@worcesterma.gov](mailto:adamsk@worcesterma.gov) 508-799-1454  
Chris Reed Wilbraham & Monson Academy [creed@wma.us](mailto:creed@wma.us) 413-567-9191  
David Owen Pope Francis High School [Dowen@cdoxllc.com](mailto:Dowen@cdoxllc.com) 413-575-2621

§ A.4.2 Identify three architect references:

*(Insert name, organization, and contact information)*

Eric Moore Lamoureux Pagano Associates, Inc. [emoore@lpaa.com](mailto:emoore@lpaa.com) 508-752-2831  
Lee Dore Dore & Whittier Architects [lpdore@dorewhittier.com](mailto:lpdore@dorewhittier.com) 802-863-1428  
Curtis Edgin Caolo & Bieniek Associates, Inc. [cedgin@cbaarchitects.net](mailto:cedgin@cbaarchitects.net) 413-594-2800

§ A.4.3 Identify one bank reference:

*(Insert name, organization, and contact information)*

Lynn Brown  
Peoples Bank  
330 Whitney Ave.  
Holyoke, MA. 01040  
[LABrown@bankatpeoples.com](mailto:LABrown@bankatpeoples.com)

§ A.4.4 Identify three subcontractor or other trade references:

*(Insert name, organization, and contact information)*

Construction Service  
Div. of Dauphinais & Son Inc.  
2420 Boston Road  
Wilbraham, MA. 01095  
Ph: 413-733-6631

Chicopee Mason Supplies  
451 McKinstry Avenue  
Chicopee, MA. 01020  
Ph: 413-534-4516  
Fx: 413-534-4543

C.A. Smith Lumber & Feed, Inc.  
84 Hubbard Street  
Ludlow, MA. 01056  
Ph: 413-583-3472  
Fx: 413-547-2690

# AIA<sup>®</sup> Document A305<sup>™</sup> – 2020 Exhibit B

## **Financial and Performance Information**

This Exhibit is part of the Contractor's Qualification Statement, submitted by Fontaine Bros., Inc. and dated the thirteenth day of April in the year 2021  
(In words, indicate day, month and year.)

### **§ B.1 FINANCIAL**

**§ B.1.1** Federal tax identification number:

04-2497428

**§ B.1.2** Attach financial statements for the last three years prepared in accordance with Generally Accepted Accounting Principles, including your organization's latest balance sheet and income statement. Also, indicate the name and contact information of the firm that prepared each financial statement.

Howard Cheney  
Meyers Brothers Kalicka, PC  
330 Whitney Avenue  
Holyoke, MA. 01040  
[hcheney@mbkcpa.com](mailto:hcheney@mbkcpa.com)

**§ B.1.3** Has your organization, its parent, or a subsidiary, affiliate, or other entity having common ownership or management, been the subject of any bankruptcy proceeding within the last ten years?

No

**§ B.1.4** Identify your organization's preferred credit rating agency and identification information.

(Identify rating agency, such as Dun and Bradstreet or Equifax, and insert your organization's identification number or other method of searching your organization's credit rating with such agency.)

N/A

### **§ B.2 DISPUTES AND DISCIPLINARY ACTIONS**

**§ B.2.1** Are there any pending or outstanding judgments, arbitration proceedings, bond claims, or lawsuits against your organization, its parent, or a subsidiary, affiliate, or other entity having common ownership or management, or any of the individuals listed in Exhibit A, Section 1.2, in which the amount in dispute is more than \$75,000?

(If the answer is yes, provide an explanation.)

See attached Schedule E – Legal Proceedings

**§ B.2.2** In the last five years has your organization, its parent, or a subsidiary, affiliate, or other entity having common ownership or management:

(If the answer to any of the questions below is yes, provide an explanation.)

.1 failed to complete work awarded to it?

No

### **ADDITIONS AND DELETIONS:**

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.2 been terminated for any reason except for an owners' convenience?

No

.3 had any judgments, settlements, or awards pertaining to a construction project in which your organization was responsible for more than \$75,000?

No

.4 filed any lawsuits or requested arbitration regarding a construction project?

No

**§ B.2.3** In the last five years, has your organization, its parent, or a subsidiary, affiliate, or other entity having common ownership or management; or any of the individuals listed in Exhibit A Section 1.2:

*(If the answer to any of the questions below is yes, provide an explanation.)*

.1 been convicted of, or indicted for, a business-related crime?

No

.2 had any business or professional license subjected to disciplinary action?

No

.3 been penalized or fined by a state or federal environmental agency?

No



# AIA<sup>®</sup> Document A305™ – 2020 Exhibit C

## ***Project Specific Information***

This Exhibit is part of the Contractor's Qualification Statement, submitted by Fontaine Bros., Inc. and dated the thirteenth day of April in the year 2021  
*(In words, indicate day, month and year.)*

### **PROJECT:**

*(Name and location or address.)*

Mansfield Elementary School  
Mansfield, CT

### **CONTRACTOR'S PROJECT OFFICE:**

*(Identify the office out of which the contractor proposes to perform the work for the Project.)*

510 Cottage Street  
Springfield, MA. 01104

### **TYPE OF WORK SOUGHT**

*(Indicate the type of work you are seeking for this Project, such as general contracting, construction manager as constructor, design-build, HVAC subcontracting, electrical subcontracting, plumbing subcontracting, etc.)*

General Contractor

### **CONFLICT OF INTEREST**

Describe any conflict of interest your organization, its parent, or a subsidiary, affiliate, or other entity having common ownership or management, or any of the individuals listed in Exhibit A Section 1.2, may have regarding this Project.

N/A

### **§ C.1 PERFORMANCE OF THE WORK**

**§ C.1.1** When was the Contractor's Project Office established?

August 1933

**§ C.1.2** How many full-time field and office staff are respectively employed at the Contractor's Project Office?

70

**§ C.1.3** List the business license and contractor license or registration numbers for the Contractor's Project Office that pertain to the Project.

MA 0130 – DCAMM Certification  
CT 900246 – CT Major Contractor

**§ C.1.4** Identify key personnel from your organization who will be meaningfully involved with work on this Project and indicate (1) their position on the Project team, (2) their office

### **ADDITIONS AND DELETIONS:**

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location, (3) their expertise and experience, and (4) projects similar to the Project on which they have worked.

See Attached Resumes for Tom Wolfenden and Michael Cavanaugh

§ C.1.5 Identify portions of work that you intend to self-perform on this Project.

Rough and Finished Carpentry

§ C.1.6 To the extent known, list the subcontractors you intend to use for major portions of work on the Project.

See Bid Form

## § C.2 EXPERIENCE RELATED TO THE PROJECT

§ C.2.1 Complete Exhibit D to describe up to four projects performed by the Contractor's Project Office, either completed or in progress, that are relevant to this Project, such as projects in a similar geographic area or of similar project type. If you have already completed Exhibit D, but want to provide further examples of projects that are relevant to this Project, you may complete Exhibit E. See Attached Schedule C

§ C.2.2 State the total dollar value of work currently under contract at the Contractor's Project Office:

\$609,071,480

§ C.2.3 Of the amount stated in Section C.2.2, state the dollar value of work that remains to be completed:

\$259,262,223

§ C.2.4 State the average annual dollar value of construction work performed by the Contractor's Project Office during the last five years.

\$149,430,014

§ C.2.5 List the total number of projects the Contractor's Project Office has completed in the last five years and state the dollar value of the largest contract the Contractor's Project Office has completed during that time.

24 Projects Largest Value \$52,450,263

## § C.3 SAFETY PROGRAM AND RECORD

§ C.3.1 Does the Contractor's Project Office have a written safety program?

Yes

§ C.3.2 List all safety-related citations and penalties the Contractor's Project Office has received in the last three years.

None

§ C.3.3 Attach the Contractor's Project Office's OSHA 300a Summary of Work-Related Injuries and Illnesses form for the last three years.

Attached

§ C.3.4 Attach a copy of your insurance agent's verification letter for your organization's current workers' compensation experience modification rate and rates for the last three years.

Attached

## § C.4 INSURANCE

§ C.4.1 Attach current certificates of insurance for your commercial general liability policy, umbrella insurance policy, and professional liability insurance policy, if any. Identify deductibles or self-insured retentions for your commercial general liability policy. Attached

§ C.4.2 If requested, will your organization be able to provide property insurance for the Project written on a builder's risk "all-risks" completed value or equivalent policy form and sufficient to cover the total value of the entire Project on a replacement cost basis?

Yes

§ C.4.3 Does your commercial general liability policy contain any exclusions or restrictions of coverage that are prohibited in AIA Document A101-2017, Exhibit A, Insurance A.3.2.2.2? If so, identify.

No

**§ C.5 SURETY**

§ C.5.1 If requested, will your organization be able to provide a performance and payment bond for this Project?

Yes

§ C.5.2 Surety company name:

Federal Insurance Co.  
A division of The Chubb Group of Insurance Companies

§ C.5.3 Surety agent name and contact information:

Lockton Companies  
76 Batterson Park Road, 3<sup>rd</sup> Floor  
Farmington, CT 06032  
Holly Lynch [hlynch@lockton.com](mailto:hlynch@lockton.com) 860-678-4054

§ C.5.4 Total bonding capacity:

\$460,000,000

§ C.5.5 Available bonding capacity as of the date of this qualification statement:



\$269,780,224



**Schedule C – SIMILAR PROJECT EXPERIENCE**

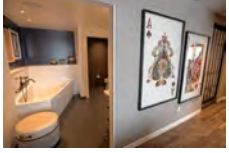


**Firm Name: Fontaine Bros., Inc.**

**SCHEDULE C – SIMILAR PROJECT EXPERIENCE:** Interested General Contractors MUST list all similar projects your firm has completed during the last five (5) years. For the purpose of this RFQ “similar projects” shall be as defined in Section VI(C) (1)(c) of Part One, the RFQ for this project.

PROJECT NAME & LOCATION	PROJECT OWNER	PROJECT DESCRIPTION AND SPECIFIC SCOPE	ORIGINAL / FINAL CONTRACT AMOUNT AND EXPLANATION	START DATE   COMPLETION DATE
MGM Wahlburger’s Springfield, MA	MGM Resorts	Wahlburgers is a 4,475 square foot space, with a 1,600 square foot outdoor patio. The restaurant is located at the corner of Union and Main Street.	\$1,609,301/\$3,728,000 *Owner Requested Changes	01/2020 – 01/2021
Marlborough Elementary School Marlborough, MA 	City of Marlborough	<ul style="list-style-type: none"> <li>✓ New Construction</li> <li>✓ Elementary School</li> <li>✓ 111,430 SF</li> <li>✓ NE-CHPS Project</li> </ul> The Marlborough Elementary School project consisted of the construction of a new 111,430 SF Elementary School to accommodate a design enrollment of 610 students in Grades K-5. This project included approximately 25 classrooms, a gymnasium, a cafetorium and multit-use areas. The project included site work, hardscape/landscape, foundations, structural steel, building envelope, interior finishes, mechanical systems and was a NE-CHPS v3.1 Project.	\$34,612,000 / \$35,480,015 *Owner Requested Changes	11/2018 – 01/2021
Wilbraham-Monson Academy New Library Wilbraham, MA 	Wilbraham-Monson Academy	<ul style="list-style-type: none"> <li>✓ New Construction</li> <li>✓ 5,200 SF</li> <li>✓ Historic Elements</li> </ul> This historic library project is located on the campus of Wilbraham & Monson Academy giving students a brand-new facility to study and do research in. The new 5,200 SF library was connected to the historic Gill Chapel along with being architecturally blended to the existing library and Smith Hall. The new library allows students to study closer to food service and hides the new kitchen from view of the quad. This project enables a strong sense of community, and while it stands out on campus, it also blends with the adjacent historic structures.	\$4,985,916 / \$4,747,845	04/2019 – 09/2020


**Schedule C – SIMILAR PROJECT EXPERIENCE**

**Firm Name: Fontaine Bros., Inc.**

<p>MGM Hotel Springfield, MA.</p> 	<p>MGM Resorts</p>	<p>Conversion of 24 standard hotel rooms into 12 suites.</p>	<p>\$1,659,849 / \$1,565,000 Owner Requested Changes</p>	<p>09/2019 – 07/2020</p>
<p>MGM VIP Lounge Springfield, MA.</p>	<p>MGM Resorts</p>	<p>Conversion of a Starbucks into a VIP Lounge at the MGM Springfield property. Work was all interior renovations.</p>	<p>\$1,067,222 / \$1,109,000 Owner Requested Changes</p>	<p>08/2019 – 01/2020</p>
<p>New Holyoke Middle Schools Holyoke, MA</p> 	<p>City of Holyoke</p>	<p>✓ Preconstruction Services only Serving as the CM at-Risk, Fontaine performed preconstruction services under Chapter 149a for two twin middle schools. The two proposed buildings were to serve 1,110 students in grades 6-8. The project involved the addition/demolition of an existing middle school as well as the construction of two new middle schools totally over 210,000 SF. Preconstruction services included the estimating, development of procurement strategy, and constructability review of Cross Laminated Timber (CLT) structural system. The project did not proceed to construction.</p>	<p>\$90,000,000</p>	<p>10/2018 – 11/2019</p>
<p>MGM Island/Plaza Bars Springfield, MA.</p> 	<p>MGM Resorts</p>	<p>ISLAND BAR: Remodeling of an existing casino space into a bar space that includes gaming devices in the countertop. Construction is done during normal operating hours. Public is separated from construction zone by a 15 sq. foot high temp. wall.</p> <p>PLAZA BAR: Remodeling of an existing space at MGM Springfield – converting from Back of House space to a walk-up bar space that serves patrons from the exterior.</p>	<p>\$2,415,261 / \$2,595,943 Owner Requested Changes</p>	<p>03/2019 – 09/2019</p>
<p>Lincoln St., Thorndyke Rd. &amp; Elm Park Schools Worcester, MA.</p>	<p>City of Worcester</p>	<p>This was an 8-million-dollar project to renovate and repair (3) schools in Worcester, MA. within a limited time frame.</p>	<p>\$7,740,158 / \$7,757,103 Owner Requested Changes</p>	<p>07/2018 – 09/2019</p>




**Schedule C – SIMILAR PROJECT EXPERIENCE**

**Firm Name: Fontaine Bros., Inc.**

<p>Templeton Elementary School Templeton, MA</p> 	<p>Town of Templeton</p>	<ul style="list-style-type: none"> <li>✓ New Construction</li> <li>✓ Elementary School</li> <li>✓ 93,000 SF</li> <li>✓ Completed only a few feet away from both residential and commercial neighbors</li> <li>✓ According to Intertek this school is the tightest building that Intertek’s staff had tested to date, including many high-performance buildings</li> </ul> <p>The Templeton Elementary School project consisted of a new 93,000 SF Pre-K through grade five facility. The building incorporated a three-story classroom wing and a single-story gymnasium, cafeteria, and kitchen wing. The existing Templeton Center School building was demolished to make room for the new facility. The project included site improvements both on the school site and to the surrounding roadways. Site improvements included storm water, sanitary, utilities, hard surface parking, sidewalks, site retaining walls, and landscaping. The removal, storage and reinstallation of existing playground equipment was also included as part of the project.</p>	<p>\$32,552,000 / \$33,164,813 *Owner Requested Changes</p>	<p>12/2017 – 09/2019</p>
<p>Culinary Arts &amp; Nutrition Center Springfield, MA</p>	<p>City of Springfield</p>	<p>The Culinary Arts &amp; Nutrition Center is a 57,000 GSF facility. Work included but was not limited to: repaved and expanded parking area, a new generator, new underground grease trap and oil/water separator, a reworked loading dock area, a new elevator, replacement of the two existing stairs, and reinforcing of the structural steel frame to accommodate new HVAC equipment on the roof. Exterior improvements included repainting the masonry façade, adding insulation to the interior side of the exterior masonry walls. New prefabricated aluminum canopies and replacement of all existing exterior doors and windows, roof replacement, new mechanical systems – plumbing and HVAC, and new electrical systems including service upgrade.</p>	<p>\$10,656,000 / \$11,953,389 *Owner Requested Changes</p>	<p>12/2017 – 02/2019</p>

**Schedule C – SIMILAR PROJECT EXPERIENCE**



**Firm Name: Fontaine Bros., Inc.**

<p>New PVTA Bus Maintenance Facility Springfield, MA</p> 	<p>Pioneer Valley Transit Authority</p>	<ul style="list-style-type: none"> <li>✓ New Construction</li> <li>✓ 203,000 SF</li> </ul> <p>The new 203,000 SF, \$47 million facility was built on an 18-acre site and provides bus maintenance and storage for the PVTA's Springfield fixed-route operation. The facility is able to accommodate approximately 150 fixed-route buses including standard size diesel buses and articulated buses. Included in this new facility is management office space, fuel bays, wash bays, bus and van storage bays, garage and body shop areas, parts storage, exercise rooms, locker rooms and showers, lounge, dispatch center, employee parking, and green spaces. A new cell tower was installed onsite to support the PVTA's IT communications.</p>	<p>\$47,000,000 / \$52,450,263 *Owner Requested Changes</p>	<p>04/2017 – 02/2019</p>
<p>Granby Elementary School Granby, MA</p> 	<p>Town of Granby</p>	<ul style="list-style-type: none"> <li>✓ Addition/Renovation</li> <li>✓ Elementary School</li> <li>✓ Addition: 31,730 SF</li> <li>✓ Students remained on site throughout project</li> </ul> <p>The Granby Elementary School project consisted of a 31,730 SF addition connected to the existing 37,030 SF East Meadow School that was completely renovated. The design consisted of a Pre-K to sixth grade school with grades Pre-K to second, located in the new addition, and grades three to six in the renovated portion. The existing portion of the single-story school was completely renovated. The majority of the windows, doors, fixtures, finishes, ceilings, lighting and mechanical systems were removed and replaced. A new fire protection system was provided. The work was phased to allow for the students at East Meadow to remain on site throughout the duration of the project.</p>	<p>\$23,595,000 / \$24,046,867 *Owner Requested Changes</p>	<p>02/2017 – 09/2018</p>
<p>Western New England University New Dining Commons Springfield, MA</p> 	<p>Western New England University</p>	<ul style="list-style-type: none"> <li>✓ New Construction</li> <li>✓ <b>75,000 SF</b></li> </ul> <p>The 75,000 SF new building contains a retail mall on the first floor with a Starbucks, a grill and sandwich restaurant, bakery, lounge areas for students, and dining and performance spaces that are used for non-academic functions. The second and third floors are the main student dining hall, and the fourth floor includes adjustable conference and meeting rooms and a large outdoor terrace. The campus center will be renovated in the near future in order to accommodate an expanded career center, offices, and additional student activity space.</p>	<p>\$30,675,000 / \$30,675,000</p>	<p>10/2016 – 09/2018</p>






**Schedule C – SIMILAR PROJECT EXPERIENCE**

**Firm Name: Fontaine Bros., Inc.**

<p>Pope Francis High School Springfield, MA</p> 	<p>Diocese of Springfield</p>	<ul style="list-style-type: none"> <li>✓ New Construction</li> <li>✓ 114,900 SF</li> <li>✓ Proximity to neighboring elementary school</li> <li>✓ Completed in a dense residential neighborhood</li> </ul> <p>This \$46 million project houses 600 students in a new state-of-the-art high school designed by CBT Architects. The project called for the complete abatement and demolition of a tornado damaged school. The new 114,900 SF four-story Pope Francis High School included energy efficient MEP systems and 21st Century Learning technology and collaborative spaces. This CM at Risk project was managed with the highest attention to safety and control given its proximity to a neighboring elementary school and dense residential neighborhood.</p>	<p>\$47,612,865/ \$46,027,876</p>	<p>09/2016 – 09/2018</p>
<p>MGM Springfield 95 State Street Springfield, MA</p>	<p>MGM Resorts International</p>	<p>95 State Street consisted of the renovation of an 11-story, 100-year-old building, formerly the MassMutual Building in downtown Springfield. The project included historic preservation elements on the exterior and modern interior elements. The project consisted of complete interior demolition and the build out of multi-use, corporate and human resource offices. This project finished in approximately 11 months; on time and on budget. MGM is the first of the Casino complex buildings to be completed, ahead of the planned grand opening of the Casino in September 2018.</p>	<p>\$20,134,000 / \$24,062,738 Owner Requested Changes</p>	<p>01/2017 – 05/2018</p>
<p>UMASS Amherst North &amp; IBS Chiller Plant Upgrades Amherst, MA.</p> 	<p>UMASS Building Authority</p>	<p>A \$20 million renovation and addition to the existing Chiller Plant. The project consists of extensive underground electrical work and construction of an expansion to the existing plant while minimizing the down time of the critical cooling system.</p>	<p>\$19,711,000 / \$22,589,769 Owner Requested Changes</p>	<p>08/2016 – 03/2018</p>



**Schedule C – SIMILAR PROJECT EXPERIENCE**

Firm Name: **Fontaine Bros., Inc.**

<p>Nelson Place Elementary School Worcester, MA</p> 	<p>City of Worcester</p>	<ul style="list-style-type: none"> <li>✓ New construction</li> <li>✓ Elementary School</li> <li>✓ 110,000 SF</li> <li>✓ Built 55 feet from occupied site</li> <li>✓ Major site cut &amp; fill</li> <li>✓ Abate/demo exiting school</li> <li>✓ LEED/CHPS Certified</li> <li>✓ Close proximity to residential neighborhood</li> </ul> <p>The new 110,000 SF project included a pre-k through sixth grade school constructed behind the existing, fully occupied Nelson Place School; closest point being 55 feet away. The school was completed without causing disruption to the occupied school or the neighborhood community. The primary structural frame is structural steel, and the exterior site work included play areas, parking and paving on grade. Fontaine relocated parking, play areas, rerouted traffic circulation during summer early release packages and the construction of this new school. Over 40,000 CY of dirt, rock, ledge was removed to achieve subgrade at the new building footprint. This project achieved certified LEED Silver.</p>	<p>\$44,342,673/ \$43,404,260 *Out of the \$1,000,000 contingency budget, only \$61,587 (0.06%) was expended.</p>	<p>07/2015 – 12/2017</p>
<p>New Plymouth Town Hall Plymouth, MA</p> 	<p>Town of Plymouth</p>	<p>This \$40 million project consisted of the renovation of an existing 11,000 SF and addition of 62,000 SF of the 1820 Courthouse building. The project included the design and installation of an Earthwork Support System (ESS) installed between two city streets with an elevation 32 feet below the existing street level. The new four-story building was constructed between two city streets with less than 10 feet of clearance and is where the municipal offices, meetings rooms are located as well as a rooftop terrace and glass atrium. The integration of the 1820 Courthouse to the new Town Hall required careful execution of demolition, foundations, steel erection and finished to provide a seamless design to serve the town for years to come.</p>	<p>\$29,862,000/ \$30,309,967 *Owner Requested Changes</p>	<p>11/2015 – 10-2017</p>
<p>South End Community Center Springfield, MA</p> 	<p>City of Springfield/ Dept. of Capital Asset Construction</p>	<p>The center is a two-story building totaling approximately 28,000 SF of space, and contains offices, concessions, multi-purpose rooms, classrooms, an exercise room and a gymnasium.</p>	<p>\$8,287,000/ \$8,971,115 *Owner Requested Changes</p>	<p>09/2015 – 10-2017</p>


**Schedule C – SIMILAR PROJECT EXPERIENCE**

**Firm Name: Fontaine Bros., Inc.**

USPS Asbestos Abatement Springfield, MA	United States Post Office	The USPS is located on Main Street in Springfield, MA. This is a \$5 million project that consisted of full building asbestos abatement and reconstruction.	\$5,176,000/\$5,473,780 Owner Requested Changes	03/2016 - 03/2017
The College of The Holy Cross Contemplative Center West Boylston, MA	The College of The Holy Cross	This project consisted of a \$22 million, 33,800 SF new facility located on a 52-acre plot overlooking the Wachusett Reservoir. The Contemplative Center consisted of two buildings; the main building which has a chapel, meeting rooms and a dining room and a secondary structure which houses living quarters, bedrooms and baths that can accommodate up to 60 people.	\$17,500,000/\$17,795,966 Owner Requested Changes	05/2015 - 12/2016
New Athol Elementary School Athol, MA  	Athol-Royalston Regional School District	<ul style="list-style-type: none"> <li>✓ New Construction</li> <li>✓ 95,726 SF</li> <li>✓ Elementary School</li> <li>✓ Located behind fully occupied school</li> </ul> This new 95,726 SF Elementary School accommodates 545 students with a grade configuration of PK-4, and supporting staff and faculty. This project was located behind the existing, fully-occupied, Athol-Royalston Middle School. The scope of the work included all related site work, hardscape/landscape, underground utilities, parking and on-site services, roadways, and playing fields with related play structures. The Project was required to meet all the Owner's requirements to achieve the specified target to receive a certification. This was measured and documented according to the MACHPS guidelines, as administered by the Collaborative for High Performance Schools, Inc.	\$31,594,000/ \$33,492,547 *Owner Requested Changes	12/2014 - 10/2016
Shrewsbury Public Library Shrewsbury, MA  	Town of Shrewsbury	<ul style="list-style-type: none"> <li>✓ Sensitive foundation work next to existing building</li> <li>✓ Critical safety &amp; logistics</li> <li>✓ Project completed on the corner of the towns busiest intersection</li> <li>✓ Abate/demo of the exiting building</li> <li>✓ Utilized BIM</li> </ul> This historic 1903 library building included restoration of several key architectural elements such as a historic stained glass window and the re-use of elements such as granite from the building's original foundation. This renovation and addition was 32,000 SF and totaled \$16+ million. The completed library was always fully accessible. Spaces included a learning center for technology, public computer stations, group study and community use, a multi-purpose meeting room, a common area, and a local history room.	\$17,385,212/ \$16,605,953	06/2014 - 10/2016

**Schedule C – SIMILAR PROJECT EXPERIENCE**

**Firm Name: Fontaine Bros., Inc.**

<p>Plains Elementary School South Hadley, MA</p> 	<p>Town of South Hadley</p>	<ul style="list-style-type: none"> <li>✓ New Construction</li> <li>✓ Elementary School</li> <li>✓ 63,377 SF</li> <li>✓ LEED Silver Certified</li> <li>✓ Located on the existing site</li> </ul> <p>This project included the demolition of the existing school along with construction of a new 63,377 SF two-story masonry clad building on the existing Plains School site. The school offers flexible classrooms arranged around common spaces or “neighborhoods” that foster a sense of community and promote teacher collaboration. Smaller pull-out spaces, along with the central common space, give more options to teachers and specialists. A ribbon corridor threads its way throughout the building, joining the classroom clusters while bringing clerestory windows to bring daylight deep into the building. The school’s large gymnasium and cafeteria also work as an important public space for the community. This project was LEED Silver Certified.</p>	<p>\$21,391,144/ \$23,067,863 *Owner Requested Changes</p>	<p>05/2014 - 10/2016</p>
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**FONTAINE, INC. AND SUBSIDIARIES**  
***CONSOLIDATED FINANCIAL STATEMENTS***  
***WITH SUPPLEMENTARY INFORMATION***  
***SEPTEMBER 30, 2019 AND 2018***

**FONTAINE, INC. AND SUBSIDIARIES  
CONSOLIDATED FINANCIAL STATEMENTS**

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**MeyersBrothersKalicka, P.C.**  
CERTIFIED PUBLIC ACCOUNTANTS  
AND BUSINESS STRATEGISTS

**INDEPENDENT AUDITORS' REPORT**

To the Stockholders and Board of Directors of  
Fontaine, Inc. and Subsidiaries

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Fontaine, Inc. and Subsidiaries (the "Company"), which comprise the consolidated balance sheets as of September 30, 2019 and 2018, and the related consolidated statements of income, changes in stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

**Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Fontaine, Inc. and Subsidiaries as of September 30, 2019 and 2018, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

## Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

*Mayer Beckett Kalicka, P.C.*

Holyoke, Massachusetts  
January 3, 2020



**FONTAINE, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS  
SEPTEMBER 30, 2019 AND 2018**

*ASSETS*

	<u>2019</u>	<u>2018</u>
<b>Current assets</b>		
Cash and cash equivalents	\$ 23,482,229	\$ 16,045,097
Cash and cash equivalents of consolidated variable interest entity	<u>319,592</u>	<u>321,393</u>
Total cash and cash equivalents	23,801,821	16,366,490
Accounts receivable, net	30,286,998	19,056,012
Costs and estimated earnings in excess of billings on uncompleted contracts	-	511,389
Investments	1,584,971	1,799,399
Prepaid state income taxes	141,440	-
Other current assets	8,910	38,004
Other current assets of consolidated variable interest entity	<u>-</u>	<u>174,340</u>
Total current assets	<u>55,824,140</u>	<u>37,945,634</u>
<b>Property and equipment, net</b>	<u>928,506</u>	<u>700,708</u>
<b>Non-current assets</b>		
Investments	250,004	900,040
Interest in split dollar insurance policies	127,100	123,000
Other assets	1,071,193	773,528
Other assets of consolidated variable interest entity	<u>201,834</u>	<u>-</u>
Total non-current assets	<u>1,650,131</u>	<u>1,796,568</u>
 <b>Total assets</b>	 <u>\$ 58,402,777</u>	 <u>\$ 40,442,910</u>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

	<u>2019</u>	<u>2018</u>
<b>Current liabilities</b>		
Accounts payable	\$ 33,173,397	\$ 20,576,885
Billings in excess of costs and estimated earnings on uncompleted contracts	11,663,812	5,981,941
Accrued expenses	2,098,767	1,985,793
Accrued state income taxes payable	61,600	131,006
Promissory note - stock redemption, current	342,542	329,132
Stockholders' distribution payable	<u>200,000</u>	<u>500,000</u>
Total current liabilities	<u>47,540,118</u>	<u>29,504,757</u>
<b>Long-term liabilities</b>		
Promissory note - stock redemption	<u>274,566</u>	<u>617,108</u>
Total long-term liabilities	<u>274,566</u>	<u>617,108</u>
<b>Total liabilities</b>	<u>47,814,684</u>	<u>30,121,865</u>
<b>Stockholders' equity</b>		
Common stock, Class A	28,117	28,117
Common stock, Class B	259,884	259,884
Retained earnings	<u>9,792,423</u>	<u>9,637,480</u>
Total Fontaine, Inc. and Subsidiary stockholders' equity	10,080,424	9,925,481
Non-controlling interests	<u>507,669</u>	<u>395,564</u>
Total stockholders' equity	<u>10,588,093</u>	<u>10,321,045</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 58,402,777</u>	<u>\$ 40,442,910</u>

The accompanying notes are an integral part of these consolidated financial statements.

**FONTAINE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED SEPTEMBER 30, 2019 AND 2018**

	<u>2019</u>	<u>2018</u>
<b>Contract revenue earned</b>	\$ 126,502,765	\$ 129,598,283
<b>Cost of contract revenue earned</b>	<u>118,347,285</u>	<u>117,119,420</u>
Gross profit	<u>8,155,480</u>	<u>12,478,863</u>
<b>Other income</b>		
Interest income	194,156	146,361
Loss on sale of investments	(52,826)	-
Rental income	210,660	210,660
Loss on disposal of property and equipment	<u>(16,391)</u>	<u>(78,507)</u>
Total other income	<u>335,599</u>	<u>278,514</u>
<b>Income before operating expenses</b>	<u>8,491,079</u>	<u>12,757,377</u>
<b>Operating expenses</b>		
Selling, general and administrative expenses	6,494,237	7,466,091
Interest expense	<u>33,064</u>	<u>45,948</u>
Total operating expenses	<u>6,527,301</u>	<u>7,512,039</u>
<b>Income before state income taxes</b>	1,963,778	5,245,338
<b>State income tax expense</b>	<u>(42,730)</u>	<u>(198,531)</u>
<b>Consolidated net income</b>	1,921,048	5,046,807
<b>Less: net income attributable to non-controlling interest</b>	<u>(922,105)</u>	<u>(1,994,564)</u>
<b>Net income attributable to Fontaine, Inc. and Subsidiary</b>	<u>\$ 998,943</u>	<u>\$ 3,052,243</u>

The accompanying notes are an integral part of these consolidated financial statements.

**FONTAINE, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED SEPTEMBER 30, 2019 AND 2018**

	Controlling Interest				
	Total Non-Controlling Interests	Common Stock Class A	Common Stock Class B	Retained Earnings	Total
Balance at October 1, 2017	\$ 26,868	\$ 28,117	\$ 259,884	\$ 9,515,237	\$ 9,830,106
Adjustment from deconsolidation of Fontaine Investment as part of ASU 2018-17 (Footnote 2)	(25,868)	-	-	-	(25,868)
Balance at October 1, 2017, as adjusted	1,000	28,117	259,884	9,515,237	9,804,238
Net income	1,994,564	-	-	3,052,243	5,046,807
Members' contribution	400,000	-	-	-	400,000
Distributions declared	(2,000,000)	-	-	(2,930,000)	(4,930,000)
Balance at September 30, 2018	395,564	28,117	259,884	9,637,480	10,321,045
Net income	922,105	-	-	998,943	1,921,048
Distributions declared	(810,000)	-	-	(844,000)	(1,654,000)
Balance at September 30, 2019	\$ 507,669	\$ 28,117	\$ 259,884	\$ 9,792,423	\$ 10,588,093

The accompanying notes are an integral part of these consolidated financial statements.

**FONTAINE, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED SEPTEMBER 30, 2019 AND 2018**

	<u>2019</u>	<u>2018</u>
<b>Cash flows from operating activities</b>		
Net income attributable to Fontaine, Inc. and Subsidiary	\$ 998,943	\$ 3,052,243
Adjustments to reconcile net income to net cash provided by operating activities:		
Net income attributable to non-controlling interests	922,105	1,994,564
Depreciation	183,928	172,885
Loss on disposal of property and equipment	16,391	78,507
Loss on sale of investments	52,826	-
Accretion of investments	(2,814)	(20,273)
Net changes in operating assets and liabilities:		
Accounts receivable	(11,230,986)	19,576,925
Costs and estimated earnings in excess of billings on uncompleted contracts	511,389	(490,781)
Prepaid state income taxes	(141,440)	31,750
Other current assets	203,434	(200,794)
Accounts payable	12,596,512	(16,449,619)
Billings in excess of costs and estimated earnings on uncompleted contracts	5,681,871	(8,434,242)
Accrued expenses	112,974	558,083
Accrued state income taxes payable	(69,406)	131,006
Net cash provided by operating activities	<u>9,835,727</u>	<u>254</u>
<b>Cash flows from investing activities</b>		
Purchase of property and equipment	(449,827)	(244,432)
Proceeds from the disposal of property and equipment	21,710	26,295
Proceeds from sales and maturities of investments	2,011,844	1,724,230
Purchases of investments	(1,197,392)	(2,201,894)
Payments on split dollar insurance policies	(4,100)	(4,100)
Investment in other non-current assets	(499,499)	(127,941)
Net cash used in investing activities	<u>(117,264)</u>	<u>(827,842)</u>
<b>Cash flows from financing activities</b>		
Principal payments on stock redemption/promissory note	(329,132)	(316,248)
Joint venture capital contribution	-	400,000
Stockholders' distributions	(1,954,000)	(4,630,000)
Net cash used in financing activities	<u>(2,283,132)</u>	<u>(4,546,248)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	7,435,331	(5,373,836)
<b>Cash and cash equivalents, beginning of year</b>	<u>16,366,490</u>	<u>21,740,326</u>
<b>Cash and cash equivalents, end of year</b>	<u>\$ 23,801,821</u>	<u>\$ 16,366,490</u>
<b>Supplemental disclosures of cash flow information</b>		
Cash paid during the year for:		
Interest	\$ 33,064	\$ 45,948
Income taxes	253,576	67,250

The accompanying notes are an integral part of these consolidated financial statements.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2019 AND 2018

#### 1. NATURE OF BUSINESS:

The consolidated financial statements include the following companies (collectively, the “Company”):

Fontaine, Inc., (“FI”) a holding company established in 1998.

Fontaine Bros., Inc., (“FBI”) is a wholly-owned subsidiary of FI established in 1933. FBI provides general contractor and construction management services for publicly and privately funded projects in Massachusetts. FBI extends credit to its customers during the normal course of business.

Thunderbird Construction Inc., (“TCI”) is an affiliate established in 2017. TCI provides direct labor and management services on construction sites for Fontaine Bros., Inc.

Fontaine WT Rich, LLC, (“FWTR”) is a joint venture of Fontaine Bros., Inc and W.T. Rich Company, Inc. (an unrelated party) established in 2018. FBI owns a 60% interest in FWTR and the balance of the ownership (a non-controlling interest) is held by W.T. Rich Company, Inc.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

##### **Principles of consolidation**

The consolidated financial statements include the accounts of Fontaine, Inc., its wholly-owned subsidiary Fontaine Bros., Inc., a joint venture, and any variable interest entities (“VIEs”) in which FI is deemed to be the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation.

The Company follows accounting guidance related to consolidation of owned entities and VIEs as required by the Financial Accounting Standards Board. The guidance requires an entity to analyze whether its variable interest gives it a controlling interest in a VIE and outlines what defines a primary beneficiary. The approach is qualitative in nature and is focused on identifying which company has both the power to direct the activities of a VIE that most significantly impact the entity’s economic performance and the obligation to absorb losses of the entity or the right to receive benefits from the entity.

##### **Accounting for common control leasing arrangement**

The Company has elected to apply the alternative accounting and disclosures available to certain variable interest entities of private companies pursuant to Financial Accounting Standards Board (FASB) Accounting Standards Update (“ASU”) 2018-17 *Consolidation (Topic 810): Applying Variable Interest Entities Guidance to Common Control Leasing Arrangements*. This ASU allows nonpublic companies to make an accounting policy election not to apply the consolidation guidance for variable interest entities to certain common control leasing arrangements. The Company has elected to apply this alternative to its relationship with Fontaine Investment Corp. as more fully described in Note 7. Upon application of this standard, the Company deconsolidated Fontaine Investment Corp., effective October 1, 2017, and applied the alternative accounting and disclosures retrospectively to prior periods. As a result, consolidated retained earnings was decreased by \$25,868 as of October 1, 2017.

##### **Operating cycle**

The Company’s operating cycle is generally 18 months, although it occasionally enters into construction contracts with expected durations that range from 12 to 24 months.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2019 AND 2018

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (CONTINUED)

##### **Revenue, cost recognition and receivables**

Revenues from construction contracts performed by FBI are recognized using the percentage-of-completion method, measured by the percentage of cost incurred to date to the estimated total cost for each contract. This method is used because management considers total cost to be the best available measure of progress on these contracts. The majority of the contracts undertaken by FBI are fixed price contracts.

Contract costs include all direct material, labor, subcontractor costs and other costs, including indirect costs, related to contract performance. Provisions for estimated losses on contracts in progress are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined. Profit incentives, if any, are included in revenues when their realization is reasonably assured.

Rental income under non-cancelable operating leases, and other income, is recognized as earned.

The asset, "Costs and estimated earnings in excess of billings on uncompleted contracts", represents revenues recognized in excess of amounts billed. The liability, "Billings in excess of costs and estimated earnings on uncompleted contracts", represents billings in excess of revenues recognized.

Accounts receivable from construction of industrial, commercial and municipal buildings are based on contracted prices. The Company provides an allowance for doubtful accounts which is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Normal contract receivables are due 30 days after the issuance of the invoice. Contract retentions are due 30 days after completion of the project and acceptance by the owner. Receivables that are 60 days or more past due are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customer. The allowance for doubtful accounts was \$296,764 as of September 30, 2019 and 2018.

##### **Cash and cash equivalents**

Cash equivalents consist of investments in repurchase agreements and money fund accounts. The repurchase agreements have maturities of one to five days.

##### **Investments**

The Company holds investment securities which consist primarily of bonds, floating rate loans, short duration bonds and certificates of deposit. The Company accounts for investments in bonds, floating rate loans and short duration bonds as held to maturity and reports them at amortized cost, with discounts or premiums amortized over the period held. Certificates of deposit are recorded at cost with interest accrued on a monthly basis. Interest income is recorded when earned and gains and losses realized on sales of investment securities are recognized at the time of sale on a specific identification basis.

##### **Property and equipment**

Property and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives which range from five to forty years. The asset cost and accumulated depreciation are removed from the accounts for assets sold or retired, and any resulting gain or loss is included in the determination of income.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2019 AND 2018

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (CONTINUED)

##### **Property and equipment (continued)**

Expenditures for maintenance and repairs which do not materially extend the life of the assets are expensed as incurred. Renewals and improvements that extend the useful life of the assets are capitalized.

The Company evaluated the carrying value of its long-lived assets and no impairment was deemed necessary by management.

##### **Income taxes**

Each company, with the consent of its stockholders, has elected under the Internal Revenue Code to be taxed as an S corporation. As such, the stockholders are liable for federal income tax on their respective share of income. Accordingly, no provision for federal income tax is included in the consolidated financial statements.

FI, FBI, and TCI file a unitary return for Massachusetts income tax purposes. They are subject to a 2.9% Massachusetts corporate tax on net income as annual receipts exceed nine million dollars for the years ended 2019 and 2018. A provision for state income taxes has been included in the consolidated financial statements. FI and FBI have elected under the Internal Revenue Code to use a tax year other than the required tax year for S corporations. Due to that election, a tax deposit of \$683,268 and \$199,409 was required as of September 30, 2019 and 2018, respectively, which is included in other non-current assets.

FWTR was formed as a limited liability company ("LLC") electing under the Internal Revenue Code to be taxed as a partnership. In lieu of federal and state income taxes, the members of an LLC are each taxed on their proportionate share of the entity's taxable income. Therefore, no provision or liability for federal or state income taxes has been included related to FWTR in the accompanying consolidated financial statements.

##### **Uncertain tax positions**

Management has evaluated significant tax positions against the criteria established by professional standards and believes there are no such tax positions requiring accounting recognition. The Company's tax returns are subject to examination by taxing authorities for all years ended on or after September 30, 2015.

##### **Capital structure**

Fontaine, Inc. and Subsidiary have authorized 2,000 shares of no par value, Class A common stock of which 375 shares are issued and outstanding for the years ended September 30, 2019 and 2018. Fontaine, Inc. and Subsidiary have also authorized 95,000 shares of no par value, Class B common stock, which is non-voting. There are 37,821 shares of Class B stock issued and outstanding for the years ended September 30, 2019 and 2018.

Thunderbird Construction, Inc. has authorized 1,000 shares of no par value common stock of which 1,000 shares are issued and outstanding for the years ended September 30, 2019 and 2018.

Fontaine WT Rich, LLC is a joint venture in which Fontaine Bros., Inc. owns a 60% interest and W.T. Rich Company, Inc. owns a 40% interest. Initial capital contributions were \$600,000 and \$400,000 by Fontaine and W.T. Rich, respectively.



## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2019 AND 2018

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (CONTINUED)

##### Use of estimates

The preparation of the consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Also, estimates may affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The Company uses the percentage of completion method to recognize revenues and costs on construction contracts. This method requires management to make certain significant estimates regarding total projected contract costs. It is reasonably possible that these estimates may change over the term of the contract.

##### Recent accounting standards

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, *Leases*. As part of this new standard, there are significant changes that call for the treatment of current operating leases as capital leases, resulting in recognition by the lessee (the Company) of a lease liability and a corresponding right-of-use asset. The lessor will recognize an asset representing its right to receive payments. The Company is not required to apply the new standard until years beginning after December 15, 2019 (for the fiscal year ending September 30, 2021). In preparation of this standard, management will be reviewing and evaluating all leases, review its capitalization policy, and assess the potential impact on any related financial covenants required by the Company financing arrangements.

In May 2014, the FASB issued ASU 2014-09, *Revenue From Contracts With Customers*. This may impact the way the Company recognizes revenue under accounting principles generally accepted in the United States of America ("GAAP"). The new standard will require the Company to recognize revenue when promised goods or services are transferred to customers and in the amount of consideration to which the Company expects to be entitled. The Company will be required to follow a five step process outlined by the FASB to determine recognized revenue for each contract which may result in differences from the current method. The Company is required to apply the new standard effective October 1, 2019.

#### 3. ACCOUNTING FOR VARIABLE INTEREST ENTITIES ("VIES"):

Generally accepted accounting principles in the United States of America provide a framework for identifying VIEs and determining when a company should include the assets, liabilities, noncontrolling interests and results of activities of any VIEs in its consolidated financial statements.

VIEs are primarily entities that (a) lack sufficient equity to finance their activities without additional subordinated financial support from other parties; (b) or whose equity holders as a group lack certain power, obligations or rights or (c) the equity holders do not have the obligation to absorb losses or the right to receive returns generated by its operations.

Consolidation of a VIE is required if a party with an ownership, contractual or other financial interest in the VIE ("a variable interest holder") has both of the following characteristics: (1) has the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and (2) is obligated to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. A variable interest holder that consolidates the VIE is called the primary beneficiary.

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2019 AND 2018**

**3. ACCOUNTING FOR VARIABLE INTEREST ENTITIES (“VIES”): (CONTINUED)**

Management has determined that TIC is a VIE and that FI is the primary beneficiary because it has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance. TIC’s contract revenue is derived solely from direct labor charged to FBI.

The following table represents the VIEs’ balance sheets which have been consolidated in these financial statements:

	<b>At September 30, 2019</b>	<b>At September 30, 2018</b>
	<b>Thunderbird Construction Inc.</b>	<b>Thunderbird Construction Inc.</b>
Current assets	\$ 319,592	\$ 495,733
Property and equipment, net	-	-
Other assets	201,834	-
Total assets	\$ 521,426	\$ 495,733
Current liabilities (1)	\$ 327,874	\$ 293,913
Long-term liabilities (2)	200,000	200,000
Total liabilities	527,874	493,913
Stockholders' (deficit) equity	(6,448)	1,820
Total liabilities & stockholders' equity	\$ 521,426	\$ 495,733

(1) The balance of current liabilities includes \$163,477 and \$168,542 at September 30, 2019 and 2018, respectively, of intercompany payables which are eliminated in consolidation.

(2) The balance of long-term liabilities includes \$200,000 at September 30, 2019 and 2018, of intercompany payables which are eliminated in consolidation.

**4. ACCOUNTS RECEIVABLE:**

Accounts receivable at September 30<sup>th</sup> consist of the following:

	<b>2019</b>	<b>2018</b>
Accounts receivable:		
Completed contracts	\$ 1,777,181	\$ 534,515
Uncompleted contracts	23,892,488	14,755,972
Retainage	4,914,093	4,062,289
	30,583,762	19,352,776
Allowance for doubtful accounts	(296,764)	(296,764)
Total	\$ 30,286,998	\$ 19,056,012

Management expects all the retainage receivable to be collected within the next operating cycle.

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2019 AND 2018**

**5. COSTS, BILLINGS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS:**

Costs, billings and estimated earnings on uncompleted contracts at September 30<sup>th</sup> consist of the following:

	2019	2018
Costs incurred on uncompleted contracts	\$ 90,600,445	\$ 176,758,300
Estimated earnings	2,641,126	12,731,553
	93,241,571	189,489,853
Less: billings to date	104,905,383	194,960,405
	\$ (11,663,812)	\$ (5,470,552)
Included in the accompanying consolidated balance sheets under the following captions:		
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ -	\$ 511,389
Billings in excess of costs and estimated earnings on uncompleted contracts	(11,663,812)	(5,981,941)
	\$ (11,663,812)	\$ (5,470,552)

**6. INVESTMENTS:**

Investments at September 30<sup>th</sup> consist of the following:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b><u>September 30, 2019</u></b>				
Investments - held to maturity				
Corporate bonds	\$ 300,450	\$ 963	\$ -	\$ 301,405
Treasury Securities	248,549	-	-	248,549
Certificates of deposit – at cost	1,285,976	8,611	-	1,294,595
Total investments	1,834,975	\$ 9,754	\$ -	\$ 1,844,549
Less: classified as short term	(1,584,971)			
Long-term	\$ 250,004			
<b><u>September 30, 2018</u></b>				
Investments - held to maturity				
Floating rate loans and short-duration bonds	\$ 510,974	\$ -	\$ (42,654)	\$ 468,320
Treasury Securities	101,076	-	-	101,076
Certificates of deposit – at cost	2,087,389	-	(7,335)	2,080,054
Total investments	\$ 2,699,439	\$ -	\$ (49,989)	\$ 2,649,450
Less: classified as short term	(1,799,399)			
Long-term	\$ 900,040			

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2019 AND 2018**

**6. INVESTMENTS: (CONTINUED)**

For investments held to maturity, amortized costs represent the purchase price of the security adjusted for amortization of premium or accretion of discount if the debt security was purchased at other than par or face value. Accretion amounted to \$2,814 for the year ended September 30, 2019. Amortization amounted to \$12,390 for the year ended September 30, 2018. The certificates of deposit held by the Company are carried at cost which approximates their fair value.

At September 30, 2019 and 2018, the Company's certificates of deposit and bond investments were as follows:

	Amortized cost	Maturity	
		Less than 1 year	1 - 5 years
<b><u>September 30, 2019</u></b>			
Treasury securities	\$ 248,549	\$ 248,549	\$ -
Corporate bonds	300,450	300,450	-
Certificates of deposit	1,285,976	1,035,972	250,004
	<u>\$ 1,834,975</u>	<u>\$ 1,584,971</u>	<u>\$ 250,004</u>
<b><u>September 30, 2018</u></b>			
Treasury securities	\$ 101,076	\$ 101,076	\$ -
Floating rate loans and short-duration bonds	510,974	510,974	-
Certificates of deposit	2,087,389	1,187,349	900,040
	<u>\$ 2,699,439</u>	<u>\$ 1,799,399</u>	<u>\$ 900,040</u>

**7. RELATED PARTY TRANSACTIONS:**

**Split dollar insurance policies**

The Company has entered into separate agreements with certain members of management to purchase individual life insurance contracts. As of September 30, 2019 and 2018, the total receivables attributable to the premiums paid on these policies was \$127,100 and \$123,000, respectively and are recorded as a non-current asset.

Upon the death of the insured individual a portion of the death benefit is to be used to reimburse the Company for premiums advanced. In the event an individual's employment is terminated, there is a contractual obligation for the individual to reimburse the Company for the premiums advanced.

**Leases**

FBI leases its office facility from Fontaine Investment Corp. ("FIC"), a related party. The lease requires monthly payments of \$22,750 through July 2022. Total lease expense paid to Fontaine Investment Corp. amounted to \$273,000 and \$250,250 for the years ended September 30, 2019 and 2018, respectively.

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2019 AND 2018**

**8. PROPERTY AND EQUIPMENT:**

Property and equipment at September 30<sup>th</sup>, consists of the following:

	2019		2018
Leasehold improvements	\$ 643,534	\$	643,534
Equipment	1,140,146		1,140,146
Vehicles	1,054,183		825,089
	2,837,863		2,608,769
Less: accumulated depreciation	(1,909,357)		(1,908,061)
Property and equipment, net	\$ 928,506	\$	700,708

Depreciation expense was \$183,928 and \$172,885 for the years ended September 30, 2019 and 2018, respectively.

**9. LINES OF CREDIT:**

The Company has \$1,000,000 of available demand revolving lines of credit with commercial banks to be drawn upon as needed, bearing interest at the Wall Street Journal prime rate. The lines of credit are unsecured, and one line of credit is guaranteed by Fontaine, Inc.

**10. STOCK REDEMPTION AND RELATED PROMISSORY NOTE:**

In April 2015, Fontaine, Inc. entered into a stock redemption agreement with one individual. The individual's entire interest was redeemed in the amount of \$3,000,000. Of that amount \$1,000,000 was paid in cash upon execution of the agreement and a promissory note was issued for the balance in the amount of \$2,000,000.

**Promissory note on stock redemption**

Promissory note payable at September 30<sup>th</sup>, consists of the following:

	2019		2018
The note requires twenty-five quarterly payments of \$90,549 including interest at 4% and no penalty for prepayment. The note is collateralized by certain shares of company stock.	\$ 617,108	\$	946,240
Less: current maturities	(342,542)		(329,132)
Long-term portion	\$ 274,566	\$	617,108

Principal payments due on this promissory note are as follows:

2020		\$ 342,542
2021		274,566
		\$ 617,108

During the years ended September 30, 2019 and 2018, interest in the amount of \$33,064 and \$45,948 was paid, respectively.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2019 AND 2018

#### 11. CONTINGENT LIABILITIES AND COMMITMENTS:

The Company is party to legal actions which arise in the ordinary course of its business. In the opinion of legal counsel, the Company has adequate legal defense and/or insurance coverage for those actions where the Company is a defendant and does not believe that future settlements will materially affect the Company's operations or financial position.

Under an agreement with the stockholders, their common shares are restricted from transfer without the Company being offered the first right to repurchase their shares at an amount which is the lower of any offer received by the stockholder or the book value of the shares.

#### 12. LEASE COMMITMENTS:

##### Rent expense

The Company has entered into a lease agreement with an unrelated party for real estate during 2017. Lease expense was \$32,470 and \$31,515 for the years ended September 30, 2019 and 2018, respectively. The lease agreement expires in February 2022. The Company also leases its operating facility from a related party, see Note 7.

Total rent expense amounted to \$322,073 and \$320,354 for the years ended September 30, 2019 and 2018, respectively.

Future minimum lease payments at September 30, 2019 are approximately as follows:

2020	\$	306,000
2021		307,000
2022		<u>239,000</u>
	\$	<u>852,000</u>

##### Rental income

FBI sublets portions of the operating facility to two unrelated parties. One tenant is on a month to month rental agreement. FBI has a lease agreement with the other tenant that requires annual rent of approximately \$129,000. The lease agreement expires in January 2020. Rental income was \$210,660 for the years ended September 30, 2019 and 2018.

Future minimum lease receipts under these non-cancellable subleases at September 30, 2019 are approximately as follows:

2020	\$	43,000
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## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2019 AND 2018

#### 13. CONCENTRATIONS:

The Company maintains its cash balances in various financial institutions. These balances are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. The Company has not experienced any losses on these accounts. The Company believes it is not exposed to any significant credit risk on cash.

The Company, through their membership in the Associated General Contractors of Massachusetts, is party to collective bargaining agreements covering certain construction trades. These trades represent a significant component of the labor force required on most of the Company's construction projects. For the years ended September 30, 2019 and 2018, approximately 44% and 56%, respectively, of the Company's labor force worked under these collective bargaining agreements. From time to time these agreements are subject to renegotiation.

For the year ended September 30, 2019 and 2018, gross profit from four contracts accounted for 79% and 73% of the total construction gross profit.

Accounts receivable from three customers totaled 74% of total accounts receivable at September 30, 2019 and accounts receivable from four customers totaled 83% of total accounts receivable at September 30, 2018.

#### 14. RETIREMENT PLANS:

##### Profit sharing and 401(k) plan

The Company, through their subsidiary Fontaine Bros., Inc., has established a qualified profit-sharing plan that also includes a 401(k) salary deferral feature. The plan covers all employees who meet the eligibility requirements. Contributions to the profit-sharing plan component are discretionary and are determined annually by management. Contributions for the years ended September 30, 2019 and 2018 totaled \$365,339 and \$367,732, respectively.

##### Multi-employer plans that provide pension benefits

The Company contributes to four multi-employer defined benefit pension plans under the collective bargaining agreement terms that cover its union-represented employees. Professional accounting standards require disclosure of certain information related to the Company's participation in these plans.

The risks of participating in these multi-employer plans differ from those of single-employer plans in the following respects:

- Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If the Company chooses to stop participating in some of its multi-employer plans then it may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2019 AND 2018**

**14. RETIREMENT PLANS: (CONTINUED)**

The Company's participation in these plans for the annual periods ended September 30<sup>th</sup> is outlined in the table below.

Pension Fund Name	EIN/Plan Number	Pension Protection Act Zone Status		FIP/RP Status Pending/ Implemented	Company's Contributions		Surcharge Imposed	Collective Bargaining Agreement Exp. Date
		2019	2018		September 30, 2019	2018		
New England Carpenters Benefit Funds - Pension Fund	51-6040899/001	GREEN 12/31/18	YELLOW 12/31/17	Implemented	(1)	(1)	NO	03/01/2019 to 8/31/2023
New England Carpenters Benefit Funds - Guaranteed Annuity Fund	04-2776873/001	GREEN 12/31/18	GREEN 12/31/17	N/A	(1)	(1)	NO	03/01/2019 to 8/31/2023
Massachusetts Laborers' Pension Fund	04-6128298/001	GREEN 12/31/18	GREEN 12/31/17	Implemented	\$68,544	\$120,876	NO	5/31/2017 to 5/31/2020
Massachusetts Bricklayers and Masons Pension Fund	04-6128039/001	YELLOW 3/31/18	YELLOW 3/31/17	Implemented	\$5,270	\$12,842	NO	9/01/2017 to 9/01/2022

The EIN/Plan Number column provides the EIN and the three-digit plan number, if applicable. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are less than 65% funded, plans in the yellow zone are between 65-80% funded, and plans in the green zone are more than 80% funded.

- (1) Company contributions to both the New England Carpenters Benefit Funds – Pension Fund and Guaranteed Annuity Fund cannot be individually identified. Total contributions for both plans for the years ended September 30, 2019 and 2018 amounted to \$323,661 and \$422,881, respectively.

The dates reported in the zone status column are as reported by the related pension fund. The zone status for the Massachusetts Laborers' Pension Fund was calculated using the funded percentage at the end of the year.

The FIP/RP Status Pending/Implemented column indicates plans for which a financial improvement plan (FIP) or rehabilitation plan ("RP") is either pending or has been implemented, if the status is other than green. The last column lists the expiration dates of the collective bargaining agreements to which the plans are subject.

**15. SUBSEQUENT EVENTS:**

Management has evaluated subsequent events through January 3, 2020, the date which the consolidated financial statements were available to be issued.



**SUPPLEMENTARY INFORMATION**

FONTAINE, INC. AND SUBSIDIARIES

SCHEDULE A

CONSOLIDATING BALANCE SHEETS  
SEPTEMBER 30, 2019 WITH COMPARATIVE TOTALS FOR 2018

	Fontaine, Inc. (Parent)	Fontaine Bros., Inc. (Subsidiary)	Thunderbird Construction Inc. (Affiliate)	Fontaine WT Rich, LLC (Joint Venture)	Consolidating Entries	2019 Consolidated Totals	2018 Consolidated Totals
<b>Current assets</b>							
Cash and cash equivalents	\$4,612,666	\$16,609,746	\$-	\$2,259,817	\$-	\$23,482,229	\$16,045,097
Cash and cash equivalents of consolidated variable interest entity	-	-	319,592	-	-	319,592	321,393
Total cash and cash equivalents	4,612,666	16,609,746	319,592	2,259,817	-	23,801,821	16,366,490
Accounts receivable, net	-	19,854,025	-	10,432,973	-	30,286,998	19,056,012
Accounts receivable, affiliate	-	404,561	-	-	(404,561)	-	-
Costs and estimated earnings in excess of billings on uncompleted contracts	-	-	-	-	-	-	-
Investments	1,249,011	335,960	-	-	-	1,584,971	511,389
Prepaid state income taxes	141,440	-	-	-	-	141,440	1,799,399
Other current assets	5,761	3,149	-	-	-	8,910	38,004
Due from related entity	7,198	456,279	-	-	(463,477)	-	-
Other current assets of consolidated variable interest entity	-	-	-	-	-	-	-
Total current assets	6,016,076	37,663,720	319,592	12,692,790	(868,038)	55,824,140	37,945,634
<b>Property and equipment, net</b>							
	-	928,506	-	-	-	928,506	700,708
<b>Non-current assets</b>							
Due from related entity	-	3,029,571	-	-	(3,029,571)	-	-
Investments	250,004	-	-	-	-	250,004	900,040
Interest in split dollar insurance policies	127,100	-	-	-	-	127,100	123,000
Investment in subsidiary	1,316,021	-	-	-	(1,316,021)	-	-
Investment in joint venture	-	771,175	-	-	(771,175)	-	-
Other assets	481,434	589,759	-	-	-	1,071,193	773,528
Other assets of consolidated variable interest entity	-	-	201,834	-	-	201,834	-
Total non-current assets	2,174,559	4,390,505	201,834	-	(5,116,767)	1,650,131	1,796,568
<b>Total assets</b>	<u>\$8,190,635</u>	<u>\$42,982,731</u>	<u>\$521,426</u>	<u>\$12,692,790</u>	<u>\$(5,984,805)</u>	<u>\$58,402,777</u>	<u>\$40,442,910</u>

(Continued)

**FONTAINE, INC. AND SUBSIDIARIES**

SCHEDULE A

**CONSOLIDATING BALANCE SHEETS (Continued)  
SEPTEMBER 30, 2019 WITH COMPARATIVE TOTALS FOR 2018**

	Fontaine, Inc. (Parent)	Fontaine Bros., Inc. (Subsidiary)	Thunderbird Construction Inc. (Affiliate)	Fontaine WT Rich, LLC (Joint Venture)	Consolidating Entries	2019 Consolidated Totals	2018 Consolidated Totals
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>							
<b>Current liabilities</b>							
Accounts payable	\$ -	\$ 23,564,035	\$ -	\$ 9,609,362	\$ -	\$ 33,173,397	\$ 20,576,885
Accounts payable, affiliate	-	-	-	404,561	(404,561)	-	-
Billings in excess of costs and estimated earnings on uncompleted contracts	-	10,771,195	-	892,617	-	11,663,812	5,981,941
Accrued expenses	-	1,935,912	161,897	958	-	2,098,767	1,985,793
Accrued state income taxes payable	-	59,100	2,500	-	-	61,600	131,006
Due to related entity	-	-	163,477	-	(163,477)	-	-
Promissory note - stock redemption, current	342,542	-	-	-	(300,000)	342,542	329,132
Stockholders' distribution payable	-	-	-	500,000	-	200,000	500,000
Total current liabilities	<u>342,542</u>	<u>36,330,242</u>	<u>327,874</u>	<u>11,407,498</u>	<u>(868,038)</u>	<u>47,540,118</u>	<u>29,504,757</u>
<b>Long-term liabilities</b>							
Due to related entity	2,829,571	-	200,000	-	(3,029,571)	-	-
Promissory note - stock redemption	<u>274,566</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>274,566</u>	<u>617,108</u>
Total long-term liabilities	<u>3,104,137</u>	<u>-</u>	<u>200,000</u>	<u>-</u>	<u>(3,029,571)</u>	<u>274,566</u>	<u>617,108</u>
<b>Total liabilities</b>	<u>3,446,679</u>	<u>36,330,242</u>	<u>527,874</u>	<u>11,407,498</u>	<u>(3,897,609)</u>	<u>47,814,684</u>	<u>30,121,865</u>
<b>Stockholders' equity</b>							
Common stock, Class A	28,117	-	-	-	-	28,117	28,117
Common stock, Class B	<u>259,884</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>259,884</u>	<u>259,884</u>
Common stock, subsidiary	-	288,001	1,000	-	(289,001)	-	-
Additional paid in capital	-	-	-	1,000,000	(1,000,000)	-	-
Retained earnings	<u>4,455,955</u>	<u>6,364,488</u>	<u>(7,448)</u>	<u>285,292</u>	<u>(1,305,864)</u>	<u>9,792,423</u>	<u>9,637,480</u>
Total Fontaine, Inc. and Subsidiary stockholders' equity	4,743,956	6,652,489	-	771,175	(2,087,196)	10,080,424	9,925,481
Non-controlling interests	-	-	(6,448)	514,117	-	507,669	395,564
Total stockholders' equity	<u>4,743,956</u>	<u>6,652,489</u>	<u>(6,448)</u>	<u>1,285,292</u>	<u>(2,087,196)</u>	<u>10,588,093</u>	<u>10,321,045</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 8,190,635</u>	<u>\$ 42,982,731</u>	<u>\$ 521,426</u>	<u>\$ 12,692,790</u>	<u>\$ (5,984,805)</u>	<u>\$ 58,402,777</u>	<u>\$ 40,442,910</u>

FONTAINE, INC. AND SUBSIDIARIES

SCHEDULE B

CONSOLIDATING STATEMENTS OF INCOME  
FOR THE YEAR ENDED SEPTEMBER 30, 2019  
WITH COMPARATIVE TOTALS FOR THE YEAR ENDED SEPTEMBER 30, 2018

	Fontaine, Inc. (Parent)	Fontaine Bros., Inc. (Subsidiary)	Thunderbird Construction Inc. (Affiliate)	Fontaine WT Rich, LLC (Joint Venture)	Consolidating Entries	2019 Consolidated Totals	2018 Consolidated Totals
Contract revenue earned	\$ -	\$ 91,219,166	\$ 2,776,448	\$ 36,420,133	\$ (3,912,982)	\$ 126,502,765	\$ 129,598,283
Cost of contract revenue earned	-	84,489,438	2,130,829	35,640,000	(3,912,982)	118,347,285	117,119,420
Gross profit	-	6,729,728	645,619	780,133	-	8,155,480	12,478,863
Other income (loss)	69,062	116,056	1,242	7,796	-	194,156	146,361
Interest income	(52,826)	-	-	-	-	(52,826)	-
Loss on sale of investments	1,028,020	471,175	-	-	(1,499,195)	-	-
Earnings from subsidiary	-	210,660	-	-	-	210,660	210,660
Rental income	-	(16,391)	-	-	-	(16,391)	(78,507)
Loss on disposal of property and equipment	1,044,256	781,500	1,242	7,796	(1,499,195)	335,599	278,514
Total other income	1,044,256	7,511,228	646,861	787,929	(1,499,195)	8,491,079	12,757,377
Income before operating expenses	-	-	-	-	-	-	-
Operating expenses	334	6,456,291	34,975	2,637	-	6,494,237	7,466,091
Selling, general and administrative expenses	33,064	-	-	-	-	33,064	45,948
Interest expense	33,398	6,456,291	34,975	2,637	-	6,527,301	7,512,039
Total operating expenses	1,010,858	1,054,937	611,886	785,292	(1,499,195)	1,963,778	5,245,338
Income before state income taxes	(11,915)	(26,917)	(3,898)	-	-	(42,730)	(198,531)
State income tax expense	998,943	1,028,020	607,988	785,292	(1,499,195)	1,921,048	5,046,807
Consolidated net income	-	-	(607,988)	(314,117)	-	(922,105)	(1,994,564)
Less: net income attributable to non-controlling interest	-	-	-	-	-	-	-
Net income attributable to Fontaine, Inc. and Subsidiary	\$ 998,943	\$ 1,028,020	\$ -	\$ 471,175	\$ (1,499,195)	\$ 998,943	\$ 3,052,243

**FONTAINE, INC. AND SUBSIDIARIES**  
***CONSOLIDATED FINANCIAL STATEMENTS***  
***WITH SUPPLEMENTARY INFORMATION***  
***SEPTEMBER 30, 2020 AND 2019***

**FONTAINE, INC. AND SUBSIDIARIES  
CONSOLIDATED FINANCIAL STATEMENTS**

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**MeyersBrothersKalicka, P.C.**  
CERTIFIED PUBLIC ACCOUNTANTS  
AND BUSINESS STRATEGISTS

**INDEPENDENT AUDITORS' REPORT**

To the Stockholders and Board of Directors of  
Fontaine, Inc. and Subsidiaries

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Fontaine, Inc. and Subsidiaries (the "Company"), which comprise the consolidated balance sheets as of September 30, 2020 and 2019, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

**Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Fontaine, Inc. and Subsidiaries as of September 30, 2020 and 2019, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

## Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

*Maple Beech Hill Kalicka, P.C.*

Holyoke, Massachusetts  
December 23, 2020



**FONTAINE, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS  
SEPTEMBER 30, 2020 AND 2019**

*ASSETS*

	<u>2020</u>	<u>2019</u>
<b>Current assets</b>		
Cash and cash equivalents	\$ 30,643,166	\$ 23,482,229
Cash and cash equivalents of consolidated variable interest entity	659,198	319,592
Total cash and cash equivalents	31,302,364	23,801,821
Contracts receivable, net	49,971,526	30,286,998
Costs and estimated earnings in excess of billings on uncompleted contracts	981,005	-
Investments	2,705,972	1,584,971
Prepaid state income taxes	61,235	141,440
Other current assets	376,067	8,910
Other current assets of consolidated variable interest entity	134,574	-
Total current assets	<u>85,532,743</u>	<u>55,824,140</u>
<b>Property and equipment, net</b>	<u>1,247,734</u>	<u>928,506</u>
<b>Non-current assets</b>		
Investments	-	250,004
Interest in split dollar insurance policies	131,200	127,100
Other assets	106,667	1,071,193
Other assets of consolidated variable interest entity	67,260	201,834
Total non-current assets	<u>305,127</u>	<u>1,650,131</u>
 <b>Total assets</b>	 <u>\$ 87,085,604</u>	 <u>\$ 58,402,777</u>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

	<b>2020</b>	<b>2019</b>
<b>Current liabilities</b>		
Accounts payable	\$ 54,454,315	\$ 33,173,397
Billings in excess of costs and estimated earnings on uncompleted contracts	18,685,196	11,663,812
Accrued expenses	1,406,811	2,098,767
Accrued state income taxes payable	145,532	61,600
Promissory note - stock redemption, current	274,566	342,542
Stockholders' distribution payable	<u>400,000</u>	<u>200,000</u>
Total current liabilities	<u>75,366,420</u>	<u>47,540,118</u>
 <b>Long-term liabilities</b>		
Promissory note - stock redemption	-	274,566
Notes payable	<u>977,900</u>	<u>-</u>
Total long-term liabilities	<u>977,900</u>	<u>274,566</u>
 <b>Total liabilities</b>	 <u>76,344,320</u>	 <u>47,814,684</u>
 <b>Stockholders' equity</b>		
Common stock, Class A	28,117	28,117
Common stock, Class B	259,884	259,884
Accumulated other comprehensive income	56,298	-
Retained earnings	<u>9,809,373</u>	<u>9,792,423</u>
Total Fontaine, Inc. and Subsidiary stockholders' equity	10,153,672	10,080,424
 Non-controlling interests	 <u>587,612</u>	 <u>507,669</u>
Total stockholders' equity	<u>10,741,284</u>	<u>10,588,093</u>
 <b>Total liabilities and stockholders' equity</b>	 <u>\$ 87,085,604</u>	 <u>\$ 58,402,777</u>

The accompanying notes are an integral part of these consolidated financial statements.

**FONTAINE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED SEPTEMBER 30, 2020 AND 2019**

	<u>2020</u>	<u>2019</u>
<b>Contract revenue earned</b>	\$ 252,937,987	\$ 126,502,765
<b>Cost of contract revenue earned</b>	<u>240,626,692</u>	<u>118,347,285</u>
Gross profit	<u>12,311,295</u>	<u>8,155,480</u>
<b>Other income</b>		
Interest income	176,875	194,156
Gain on life insurance policy	252,458	-
Gain (loss) on sale of investments	8,278	(52,826)
Rental income	185,659	210,660
Gain (loss) on disposal of property and equipment	<u>31,971</u>	<u>(16,391)</u>
Total other income	<u>655,241</u>	<u>335,599</u>
<b>Income before operating expenses</b>	<u>12,966,536</u>	<u>8,491,079</u>
<b>Operating expenses</b>		
Selling, general and administrative expenses	7,211,593	6,494,237
Interest expense	<u>24,779</u>	<u>33,064</u>
Total operating expenses	<u>7,236,372</u>	<u>6,527,301</u>
<b>Income before state income taxes</b>	5,730,164	1,963,778
<b>State income tax expense</b>	<u>(164,387)</u>	<u>(42,730)</u>
<b>Consolidated net income</b>	5,565,777	1,921,048
<b>Less: net income attributable to non-controlling interest</b>	<u>(2,746,943)</u>	<u>(922,105)</u>
<b>Net income attributable to Fontaine, Inc. and Subsidiary</b>	<u>\$ 2,818,834</u>	<u>\$ 998,943</u>

The accompanying notes are an integral part of these consolidated financial statements.

FONTAINE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED SEPTEMBER 30, 2020 AND 2019

	<u>2020</u>	<u>2019</u>
<b>Consolidated net income</b>	\$ 5,565,777	\$ 1,921,048
<b>Other comprehensive income</b>		
Unrealized gain on available for sale debt securities	<u>56,298</u>	<u>-</u>
<b>Total consolidated comprehensive income</b>	5,622,075	1,921,048
<b>Less: comprehensive income of non-controlling interest</b>	<u>(2,746,943)</u>	<u>(922,105)</u>
<b>Comprehensive income of Fontaine, Inc. and Subsidiary</b>	<u>\$ 2,875,132</u>	<u>\$ 998,943</u>

The accompanying notes are an integral part of these consolidated financial statements.

FONTAINE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED SEPTEMBER 30, 2020 AND 2019

	Total Non-Controlling Interests	Controlling Interest				Total
		Common Stock Class A	Common Stock Class B	Accumulated Other Comprehensive Income	Retained Earnings	
Balance at October 1, 2018	\$ 395,564	\$ 28,117	\$ 259,884	\$ -	\$ 9,637,480	\$ 10,321,045
Net income	922,105	-	-	-	998,943	1,921,048
Distributions declared	(810,000)	-	-	-	(844,000)	(1,654,000)
Balance at September 30, 2019	507,669	28,117	259,884	-	9,792,423	10,588,093
Net income	2,746,943	-	-	-	2,818,834	5,565,777
Unrealized gain on available for sale debt securities	-	-	-	56,298	-	56,298
Distributions declared	(2,667,000)	-	-	-	(2,801,884)	(5,468,884)
Balance at September 30, 2020	\$ 587,612	\$ 28,117	\$ 259,884	\$ 56,298	\$ 9,809,373	\$ 10,741,284

The accompanying notes are an integral part of these consolidated financial statements.

**FONTAINE, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED SEPTEMBER 30, 2020 AND 2019**

	<b>2020</b>	<b>2019</b>
<b>Cash flows from operating activities</b>		
Net income attributable to Fontaine, Inc. and Subsidiary	\$ 2,818,834	\$ 998,943
Adjustments to reconcile net income to net cash provided by operating activities:		
Net income attributable to non-controlling interests	2,746,943	922,105
Depreciation	263,350	183,928
(Gain) from proceeds on life insurance policy	(252,458)	-
(Gain) loss on disposal of property and equipment	(31,971)	16,391
Realized and unrealized (gain) loss on sale of investments	(8,278)	52,826
Accretion of investments	(5,828)	(2,814)
Net changes in operating assets and liabilities:		
Accounts receivable	(19,684,528)	(11,230,986)
Costs and estimated earnings in excess of billings on uncompleted contracts	(981,005)	511,389
Prepaid state income taxes	80,205	(141,440)
Other current assets	(501,731)	203,434
Accounts payable	21,280,918	12,596,512
Billings in excess of costs and estimated earnings on uncompleted contracts	7,021,384	5,681,871
Accrued expenses	(691,956)	112,974
Accrued state income taxes payable	83,932	(69,406)
Net cash provided by operating activities	<u>12,137,811</u>	<u>9,835,727</u>
<b>Cash flows from investing activities</b>		
Purchase of property and equipment	(582,578)	(449,827)
Proceeds from life insurance policy	841,884	-
Proceeds from the disposal of property and equipment	31,971	21,710
Proceeds from sales and maturities of investments	1,939,607	2,011,844
Purchases of investments	(2,740,200)	(1,197,392)
Payments on split dollar insurance policies	(4,100)	(4,100)
Investment in other non-current assets	509,674	(499,499)
Net cash used in investing activities	<u>(3,742)</u>	<u>(117,264)</u>
<b>Cash flows from financing activities</b>		
Proceeds from notes payable	977,900	-
Principal payments on stock redemption/promissory note	(342,542)	(329,132)
Stockholders' distributions	(5,268,884)	(1,954,000)
Net cash used in financing activities	<u>(4,633,526)</u>	<u>(2,283,132)</u>
<b>Net increase in cash and cash equivalents</b>	<b>7,500,543</b>	<b>7,435,331</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>23,801,821</b>	<b>16,366,490</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 31,302,364</b>	<b>\$ 23,801,821</b>
<b>Supplemental disclosures of cash flow information</b>		
Cash paid during the year for:		
Interest	\$ 24,779	\$ 33,064
Income taxes	250	253,576
<b>Schedule of noncash investing and financing activities</b>		
Unrealized gain on available for sale debt securities	\$ 56,298	\$ -

The accompanying notes are an integral part of these consolidated financial statements.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 1. NATURE OF BUSINESS:

The consolidated financial statements include the following companies (collectively, the “Company”):

Fontaine, Inc., (“FI”) a holding company established in 1998.

Fontaine Bros., Inc., (“FBI”) is a wholly-owned subsidiary of FI established in 1933. FBI provides general contractor and construction management services for publicly and privately funded projects in Massachusetts. FBI extends credit to its customers during the normal course of business.

Thunderbird Construction Inc., (“TCI”) is an affiliate established in 2017. TCI provides direct labor and management services on construction sites for Fontaine Bros., Inc.

Fontaine WT Rich, LLC, (“FWTR”) is a joint venture of Fontaine Bros., Inc and W.T. Rich Company, Inc. (an unrelated party) established in 2018. FBI owns a 60% interest in FWTR and the balance of the ownership (a non-controlling interest) is held by W.T. Rich Company, Inc.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

##### **Principles of consolidation**

The consolidated financial statements include the accounts of Fontaine, Inc., its wholly-owned subsidiary Fontaine Bros., Inc., a joint venture, and any variable interest entities (“VIEs”) in which FI is deemed to be the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation.

The Company follows accounting guidance related to consolidation of owned entities and VIEs as required by the Financial Accounting Standards Board. The guidance requires an entity to analyze whether its variable interest gives it a controlling interest in a VIE and outlines what defines a primary beneficiary. The approach is qualitative in nature and is focused on identifying which company has both the power to direct the activities of a VIE that most significantly impact the entity’s economic performance and the obligation to absorb losses of the entity or the right to receive benefits from the entity.

##### **Accounting for common control leasing arrangement**

The Company has elected to apply the alternative accounting and disclosures available to certain variable interest entities of private companies pursuant to Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2018-17 *Consolidation (Topic 810): Applying Variable Interest Entities Guidance to Common Control Leasing Arrangements*. This ASU allows nonpublic companies to make an accounting policy election not to apply the consolidation guidance for variable interest entities to certain common control leasing arrangements. The Company has elected to apply this alternative to its relationship with Fontaine Investment Corp. as more fully described in Note 8.

##### **Operating cycle**

The Company’s operating cycle is generally 18 months, although it occasionally enters into construction contracts with expected durations that range from 12 to 24 months.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (CONTINUED)

##### **Revenue recognition, cost recognition, and receivables**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers (Topic 606)*, as amended by several subsequent ASU’s, which establishes principles for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. The Company has adopted this professional standard effective October 1, 2019 and applied the standard to contracts in progress as of that date. The Company has assessed the new guidance and determined that adoption of the ASU did not have a significant impact on the way the Company records revenue.

The Company determines revenue recognition following a five step process, as follows:

- Identify the contract, or contracts, with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to performance obligations in the contract;
- Recognizing revenue when, or as, the Company satisfies performance obligations.

Revenues from construction contracts performed by FBI are recognized using the percentage-of-completion method, measured by the percentage of cost incurred to date to the estimated total cost for each contract. This method is used because management considers total cost to be the best available measure of progress on these contracts. Construction contracts are accounted for as a single unit account (a single performance obligation) and are not segmented between types of services on a single project. The majority of the contracts undertaken by FBI are fixed price contracts.

Contract costs include all direct material, labor, subcontractor costs and other costs, including indirect costs, related to contract performance. Provisions for estimated losses on contracts in progress are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined. Profit incentives, if any, are included in revenues when their realization is reasonably assured.

The contract asset, “Costs and estimated earnings in excess of billings on uncompleted contracts”, represents revenues recognized in excess of amounts billed. The contract liability, “Billings in excess of costs and estimated earnings on uncompleted contracts”, represents billings in excess of revenues recognized.

Contracts receivable from construction of industrial, commercial and municipal buildings are based on contracted prices. The Company provides an allowance for doubtful accounts which is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Normal contract receivables are due 30 days after the issuance of the invoice. Contract retentions are due 30 days after completion of the project and acceptance by the owner. Receivables that are 60 days or more past due are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customer. The allowance for doubtful accounts was \$296,764 as of September 30, 2020 and 2019.

Rental income under non-cancelable operating leases, and other income, is recognized as earned. Rental income is not subject to ASC 606.

##### **Cash and cash equivalents**

Cash equivalents consist of investments in repurchase agreements and money fund accounts. The repurchase agreements have maturities of one to five days.



## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (CONTINUED)

##### Investments

The Company holds investment securities which consist primarily of short duration corporate bonds, United States Treasury securities and certificates of deposit. The Company accounts for investments in short duration corporate bonds as "available for sale" and reports these investments at fair value on the consolidated balance sheet. Realized gains and losses, determined using the specific cost method, are included in earnings; unrealized holding gains and losses are reported in other comprehensive income.

The Company accounts for investments in United States Treasury securities as held to maturity and reports these investments at amortized cost, with discounts or premiums, if any, amortized over the period held. Certificates of deposit are recorded at cost with interest accrued on a monthly basis. Interest income is recorded when earned and gains and losses realized on sales of investment securities are recognized at the time of sale on a specific identification basis.

##### Property and equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives which range from five to forty years. The asset cost and accumulated depreciation are removed from the accounts for assets sold or retired, and any resulting gain or loss is included in the determination of income.

Expenditures for maintenance and repairs which do not materially extend the life of the assets are expensed as incurred. Renewals and improvements that extend the useful life of the assets are capitalized.

The Company evaluated the carrying value of its long-lived assets and no impairment was deemed necessary by management.

##### Comprehensive income

Comprehensive income includes net income and unrealized gains and losses on investments in available for sale debt securities.

##### Income taxes

Each company, with the consent of its stockholders, has elected under the Internal Revenue Code to be taxed as an S corporation. As such, the stockholders are liable for federal income tax on their respective share of income. Accordingly, no provision for federal income tax is included in the consolidated financial statements.

FI, FBI, and TCI file a unitary return for Massachusetts income tax purposes. They are subject to a 2.95% and 2.90% Massachusetts corporate tax for the years ended 2020 and 2019 respectively, on net income because its annual receipts exceeded nine million dollars. A provision for state income taxes has been included in the consolidated financial statements. FI and FBI have elected under the Internal Revenue Code to use a tax year other than the required tax year for S corporations. Due to that election, a tax deposit of \$173,927 and \$683,268 was required as of September 30, 2020 and 2019, respectively, which is included in other non-current assets.

FWTR was formed as a limited liability company ("LLC") electing under the Internal Revenue Code to be taxed as a partnership. In lieu of federal and state income taxes, the members of an LLC are each taxed on their proportionate share of the entity's taxable income. Therefore, no provision or liability for federal or state income taxes has been included related to FWTR in the accompanying consolidated financial statements.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (CONTINUED)

##### **Uncertain tax positions**

Management has evaluated significant tax positions against the criteria established by professional standards and believes there are no such tax positions requiring accounting recognition. The Company's tax returns are subject to examination by taxing authorities for all years ended on or after September 30, 2017.

##### **Capital structure**

Fontaine, Inc. and Subsidiary have authorized 2,000 shares of no par value, Class A common stock of which 375 shares are issued and outstanding for the years ended September 30, 2020 and 2019. Fontaine, Inc. and Subsidiary have also authorized 95,000 shares of no par value, Class B common stock, which is non-voting. There are 37,821 shares of Class B stock issued and outstanding for the years ended September 30, 2020 and 2019.

Thunderbird Construction, Inc. has authorized 1,000 shares of no par value common stock of which 1,000 shares are issued and outstanding for the years ended September 30, 2020 and 2019.

Fontaine WT Rich, LLC is a joint venture in which Fontaine Bros., Inc. owns a 60% interest and W.T. Rich Company, Inc. owns a 40% interest. Initial capital contributions were \$600,000 and \$400,000 by Fontaine and W.T. Rich, respectively.

##### **Use of estimates**

The preparation of the consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Also, estimates may affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The Company uses the percentage of completion method to recognize revenues and costs on construction contracts. This method requires management to make certain significant estimates regarding total projected contract costs. It is reasonably possible that these estimates may change over the term of the contract.

##### **Forgivable loans – Paycheck Protection Program**

The Company's policy is to account for forgivable loans received through the Small Business Administration ("SBA") under *Coronavirus Aid, Relief and Economic Security Act (CARES Act)* Paycheck Protection Program ("PPP"), as debt in accordance with Accounting Standards Codification ("ASC") 470, *Debt*, and other related accounting pronouncements. The forgiveness of debt, in whole or in part, is recognized once the debt is extinguished, which occurs when the Company is legally released from the liability by the SBA (see Note 11).

##### **Recent accounting standards**

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, *Leases*, as amended by subsequent ASUs. As part of this new standard, there are significant changes that call for the treatment of current operating leases as capital leases, resulting in recognition by the lessee (the Company) of a lease liability and a corresponding right-of-use asset. The lessor will recognize an asset representing its right to receive payments. The Company is not required to apply the new standard until years beginning after December 15, 2020 (for the fiscal year ending September 30, 2022). In preparation for this standard, management will be reviewing and evaluating all leases, review its capitalization policy, and assess the potential impact on any related financial covenants required by the Company financing arrangements.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 3. ACCOUNTING FOR VARIABLE INTEREST ENTITIES (“VIES”):

Generally accepted accounting principles in the United States of America provide a framework for identifying VIEs and determining when a company should include the assets, liabilities, noncontrolling interests and results of activities of any VIEs in its consolidated financial statements.

VIEs are primarily entities that (a) lack sufficient equity to finance their activities without additional subordinated financial support from other parties; (b) or whose equity holders as a group lack certain power, obligations or rights or (c) the equity holders do not have the obligation to absorb losses or the right to receive returns generated by its operations.

Consolidation of a VIE is required if a party with an ownership, contractual or other financial interest in the VIE (“a variable interest holder”) has both of the following characteristics: (1) has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and (2) is obligated to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. A variable interest holder that consolidates the VIE is called the primary beneficiary.

Management has determined that TIC is a VIE and that FI is the primary beneficiary because it has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance. TIC’s contract revenue is derived solely from direct labor charged to FBI.

The following table represents the VIEs’ balance sheets which have been consolidated in these financial statements:

	At September 30, 2020	At September 30, 2019
	Thunderbird Construction Inc.	Thunderbird Construction Inc.
Current assets	\$ 793,772	\$ 319,592
Property and equipment, net	-	-
Other assets	67,260	201,834
Total assets	\$ 861,032	\$ 521,426
Current liabilities (1)	\$ 476,619	\$ 327,874
Long-term liabilities (2)	450,400	200,000
Total liabilities	927,019	527,874
Stockholders' deficit	(65,987)	(6,448)
Total liabilities & stockholders' deficit	\$ 861,032	\$ 521,426

(1) The balance of current liabilities includes \$369,917 and \$163,477 at September 30, 2020 and 2019, respectively, of intercompany payables which are eliminated in consolidation.

(2) The balance of long-term liabilities includes \$200,000 at September 30, 2020 and 2019, of intercompany payables which are eliminated in consolidation.

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2020 AND 2019**

**4. CONTRACTS RECEIVABLE:**

Contracts receivable at September 30<sup>th</sup> consist of the following accounts receivable:

	2020	2019
Accounts receivable:		
Completed contracts	\$ 826,011	\$ 1,777,181
Uncompleted contracts	34,306,316	23,892,488
Retainage	15,135,963	4,914,093
	50,268,290	30,583,762
Allowance for doubtful accounts	(296,764)	(296,764)
Total	\$ 49,971,526	\$ 30,286,998

Management expects all the retainage receivable to be collected within the next operating cycle.

Contracts receivable, net, as of October 1, 2018 was \$19,056,012.

**5. COSTS, BILLINGS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS:**

Costs, billings and estimated earnings on uncompleted contracts at September 30<sup>th</sup> consist of the following:

	2020	2019
Costs incurred on uncompleted contracts	\$ 287,212,865	\$ 90,600,445
Estimated earnings	12,017,536	2,641,126
	299,230,401	93,241,571
Less: billings to date	316,934,592	104,905,383
	\$ (17,704,191)	\$ (11,663,812)
Included in the accompanying consolidated balance sheets under the following captions:		
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 981,005	\$ -
Billings in excess of costs and estimated earnings on uncompleted contracts	(18,685,196)	(11,663,812)
	\$ (17,704,191)	\$ (11,663,812)

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2020 AND 2019**

**6. INVESTMENTS:**

Investments at September 30<sup>th</sup> consist of the following:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b><u>September 30, 2020</u></b>				
<b><u>Investments - available for sale</u></b>				
Short duration bonds (recorded at fair value)	\$ 1,677,820	\$ 56,298	\$ -	\$ 1,734,118
<b><u>Investments - held to maturity</u></b>				
Treasury securities	626,485	-	-	626,485
Certificates of deposit – at cost	345,369	-	-	345,369
Total investments	<u>\$ 2,649,674</u>	<u>\$ 56,298</u>	<u>\$ -</u>	<u>\$ 2,705,972</u>
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b><u>September 30, 2019</u></b>				
<b><u>Investments - held to maturity</u></b>				
Floating rate loans and short-duration bonds	\$ 300,450	\$ 963	\$ -	\$ 301,405
Treasury securities	248,549	-	-	248,549
Certificates of deposit – at cost	1,285,976	8,611	-	1,294,595
Total investments	<u>\$ 1,834,975</u>	<u>\$ 9,754</u>	<u>\$ -</u>	<u>\$ 1,844,549</u>
Less: classified as short term	(1,584,971)			
Long-term	<u>\$ 250,004</u>			

For investments held to maturity, amortized costs represent the purchase price of the security adjusted for amortization of premium or accretion of discount if the debt security was purchased at other than par or face value. Accretion amounted to \$5,828 and \$2,814 for the years ended September 30, 2020 and 2019, respectively. The certificates of deposit held by the Company are carried at cost which approximates their fair value.

At September 30, 2020 and 2019, the Company's bond investments and certificates of deposit were as follows:

	Amortized cost	Maturity	
		Less than 1 year	1 - 5 years
<b><u>September 30, 2020</u></b>			
Treasury securities	\$ 626,485	\$ 626,485	\$ -
Corporate bonds	1,677,820	1,677,820	-
Certificates of deposit	345,369	345,369	-
	<u>\$ 2,649,674</u>	<u>\$ 2,649,674</u>	<u>\$ -</u>
<b><u>September 30, 2019</u></b>			
Treasury securities	\$ 248,549	\$ 248,549	\$ -
Floating rate loans and short-duration bonds	300,450	300,450	-
Certificates of deposit	1,285,976	1,035,972	250,004
	<u>\$ 1,834,975</u>	<u>\$ 1,584,971</u>	<u>\$ 250,004</u>

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 7. FAIR VALUE MEASUREMENTS:

##### Fair value measurements

The Company is required to follow professional accounting standards to account for assets and liabilities which are measured at fair value. Those standards establish a fair value hierarchy that prioritizes the inputs used to measure fair value. An asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. This hierarchy prioritizes the inputs into three broad levels as follows:

*Level 1* – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

*Level 2* – Quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

*Level 3* – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Assets measured at fair value on a recurring basis at September 30, 2020 were as follows:

	Year Ended 09/30/20	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
<b>Assets</b>				
Short duration bonds	\$ 1,734,118	\$ 1,734,118	\$ -	\$ -

Investments in short duration bonds are reported at fair value based on quoted market prices. The Company did not have any investments reported at fair value for the year ended September 30, 2019.

#### 8. RELATED PARTY TRANSACTIONS:

##### Split dollar insurance policies

The Company has entered into separate agreements with certain members of management to purchase individual life insurance contracts. As of September 30, 2020 and 2019, the total receivables attributable to the premiums paid on these policies was \$131,200 and \$127,100, respectively and are recorded as a non-current asset.

Upon the death of the insured individual a portion of the death benefit is to be used to reimburse the Company for premiums advanced. In the event an individual's employment is terminated, there is a contractual obligation for the individual to reimburse the Company for the premiums advanced.

##### Leases

FBI leases its office facility from Fontaine Investment Corp. ("FIC"), a related party. The lease requires monthly payments of \$22,750 through July 2022. Total lease expense paid to Fontaine Investment Corp. amounted to \$273,000 for the years ended September 30, 2020 and 2019.

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2020 AND 2019**

**9. PROPERTY AND EQUIPMENT:**

Property and equipment at September 30<sup>th</sup>, consists of the following:

	2020	2019
Leasehold improvements	\$ 643,534	\$ 643,534
Equipment	1,522,440	1,140,146
Vehicles	1,039,035	1,054,183
	3,205,009	2,837,863
Less: accumulated depreciation	(1,957,275)	(1,909,357)
Property and equipment, net	\$ 1,247,734	\$ 928,506

Depreciation expense was \$263,350 and \$183,928 for the years ended September 30, 2020 and 2019, respectively.

**10. LINES OF CREDIT:**

The Company has \$1,000,000 of available demand revolving lines of credit with commercial banks to be drawn upon as needed, bearing interest at the Wall Street Journal prime rate (3.25% and 5% for the years ended September 30, 2020 and 2019, respectively). The lines of credit are unsecured, and one line of credit is guaranteed by Fontaine, Inc.

**11. NOTES PAYABLE:**

During April 2020, the Company executed two notes payable with a bank in the amount of \$977,900. The notes were provided under the Coronavirus Aid, Relief and Economic Security Act ("CARES") enacted March 27, 2020. The notes were forgiven by the Small Business Administration ("SBA") in November 2020. The Company will record loan forgiveness income of \$977,900 for the year ended September 30, 2021 (see Note 18).

**12. STOCK REDEMPTION AND RELATED PROMISSORY NOTE:**

In April 2015, Fontaine, Inc. entered into a stock redemption agreement with one individual. The individual's entire interest was redeemed in the amount of \$3,000,000. Of that amount \$1,000,000 was paid in cash upon execution of the agreement and a promissory note was issued for the balance in the amount of \$2,000,000.

**Promissory note on stock redemption**

Promissory note payable at September 30<sup>th</sup>, consists of the following:

	2020	2019
The note requires twenty-five quarterly payments of \$90,549 including interest at 4% and no penalty for prepayment. The note is collateralized by certain shares of company stock.	\$ 274,566	\$ 617,108
Less: current maturities	(274,566)	(342,542)
Long-term portion	\$ -	\$ 274,566

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 12. STOCK REDEMPTION AND RELATED PROMISSORY NOTE: (CONTINUED)

During the years ended September 30, 2020 and 2019, interest in the amount of \$19,654 and \$33,064 was paid, respectively.

#### 13. CONTINGENT LIABILITIES AND COMMITMENTS:

The Company is party to legal actions which arise in the ordinary course of its business. In the opinion of legal counsel, the Company has adequate legal defense and/or insurance coverage for those actions where the Company is a defendant and does not believe that future settlements will materially affect the Company's operations or financial position.

Under an agreement with the stockholders, their common shares are restricted from transfer without the Company being offered the first right to repurchase their shares at an amount which is the lower of any offer received by the stockholder or the book value of the shares.

#### 14. LEASE COMMITMENTS:

##### Rent expense

The Company has entered into a lease agreement with an unrelated party for real estate. Lease expense was \$48,963 and \$32,470 for the years ended September 30, 2020 and 2019, respectively. The lease agreement expires in February 2022. The Company also leases its operating facility from a related party, see Note 8.

Total rent expense amounted to \$321,963 and \$322,073 for the years ended September 30, 2020 and 2019, respectively.

Future minimum lease payments at September 30, 2020 are approximately as follows:

2021	\$	307,000
2022		239,000
	\$	<u>546,000</u>

##### Rental income

FBI sublets portions of the operating facility to three unrelated parties. FBI had a lease agreement with one tenant that required annual rent of approximately \$129,000. The lease agreement expired in January 2020. All three tenants are currently on a month to month rental agreement. Rental income was \$185,659 and \$210,660 for the years ended September 30, 2020 and 2019, respectively.



## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 15. CONCENTRATIONS:

The Company maintains its cash balances in various financial institutions. These balances are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. The Company has not experienced any losses on these accounts. The Company believes it is not exposed to any significant credit risk on cash.

The Company, through their membership in the Associated General Contractors of Massachusetts, is party to collective bargaining agreements covering certain construction trades. These trades represent a significant component of the labor force required on most of the Company's construction projects. For the years ended September 30, 2020 and 2019, approximately 38% and 44%, respectively, of the Company's labor force worked under these collective bargaining agreements. From time to time these agreements are subject to renegotiation.

For the year ended September 30, 2020 and 2019, gross profit from five and four contracts accounted for 64% and 79% of the total construction gross profit, respectively.

Accounts receivable from five customers totaled 89% of total accounts receivable at September 30, 2020 and accounts receivable from three customers totaled 74% of total accounts receivable at September 30, 2019.

#### 16. RETIREMENT PLANS:

##### **Profit sharing and 401(k) plan**

The Company, through their subsidiary Fontaine Bros., Inc., has established a qualified profit-sharing plan that also includes a 401(k) salary deferral feature. The plan covers all employees who meet the eligibility requirements. Contributions to the profit-sharing plan component are discretionary and are determined annually by management. Contributions for the years ended September 30, 2020 and 2019 totaled \$440,000 and \$365,339, respectively.

##### **Multi-employer plans that provide pension benefits**

The Company contributes to four multi-employer defined benefit pension plans under the collective bargaining agreement terms that cover its union-represented employees. Professional accounting standards require disclosure of certain information related to the Company's participation in these plans.

The risks of participating in these multi-employer plans differ from those of single-employer plans in the following respects:

- Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If the Company chooses to stop participating in some of its multi-employer plans then it may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

**FONTAINE, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2020 AND 2019**

**16. RETIREMENT PLANS: (CONTINUED)**

The Company's participation in these plans for the annual periods ended September 30<sup>th</sup> is outlined in the table below.

Pension Fund Name	EIN/Plan Number	Pension Protection Act Zone Status		FIP/RP Status Pending/ Implemented	Company's Contributions September 30,		Surcharge Imposed	Collective Bargaining Agreement Exp. Date
		2020	2019		2020	2019		
New England Carpenters Benefit Funds - Pension Fund	51-6040899/001	GREEN 12/31/19	GREEN 12/31/18	Implemented	(1)	(1)	NO	03/01/2019 to 8/31/2023
New England Carpenters Benefit Funds - Guaranteed Annuity Fund	04-2776873/001	GREEN 12/31/19	GREEN 12/31/18	N/A	(1)	(1)	NO	03/01/2019 to 8/31/2023
Massachusetts Laborers' Pension Fund	04-6128298/001	GREEN 12/31/19	GREEN 12/31/18	N/A	\$129,814	\$68,544	NO	6/01/2020 to 5/31/2024
Massachusetts Bricklayers and Masons Pension Fund	04-6128039/001	GREEN 3/31/19	YELLOW 3/31/18	Implemented	\$464	\$5,270	NO	9/01/2017 to 9/01/2022

The EIN/Plan Number column provides the EIN and the three-digit plan number, if applicable. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are less than 65% funded, plans in the yellow zone are between 65-80% funded, and plans in the green zone are more than 80% funded.

- (1) Company contributions to both the New England Carpenters Benefit Funds – Pension Fund and Guaranteed Annuity Fund cannot be individually identified. Total contributions for both plans for the years ended September 30, 2020 and 2019 amounted to \$333,933 and \$323,661, respectively.

The dates reported in the zone status column are as reported by the related pension fund. The zone status for the Massachusetts Laborers' Pension Fund was calculated using the funded percentage at the end of the year.

The FIP/RP Status Pending/Implemented column indicates plans for which a financial improvement plan ("FIP") or rehabilitation plan ("RP") is either pending or has been implemented, if the status is other than green. The last column lists the expiration dates of the collective bargaining agreements to which the plans are subject.

## FONTAINE, INC. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2020 AND 2019

#### 17. GAIN ON LIFE INSURANCE POLICY:

The Company owned a life insurance policy on a former officer. Included in other non-current assets on the balance sheet was \$589,426 of officer's life insurance cash surrender value. The former officer passed away in May 2020, and the Company collected life insurance proceeds of \$841,884, resulting in a gain of \$252,458 for the year ended September 30, 2020.

#### 18. SUBSEQUENT EVENTS:

The World Health Organization declared in March 2020 that the recent outbreak of a new strain of the coronavirus known as COVID-19 is a global pandemic. The outbreak has created, and may continue to create, significant uncertainty in global financial markets, which may depress demand for the Company's services and harm their business and results of operations. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects.

The Company's two notes payable totaling \$977,900 provided under the CARES act were forgiven by the SBA in November 2020. The Company will record loan forgiveness income of \$977,900 for the year ended September 30, 2021.

Management has evaluated subsequent events through December 23, 2020, the date which the consolidated financial statements were available to be issued.

**SUPPLEMENTARY INFORMATION**

FONTAINE, INC. AND SUBSIDIARIES

SCHEDULE A

CONSOLIDATING BALANCE SHEETS  
SEPTEMBER 30, 2020 WITH COMPARATIVE TOTALS FOR 2019

	Fontaine, Inc. (Parent)	Fontaine Bros., Inc. (Subsidiary)	Thunderbird Construction Inc. (Affiliate)	Fontaine WT Rich, LLC (Joint Venture)	Consolidating Entries	2020 Consolidated Totals	2019 Consolidated Totals
<b>ASSETS</b>							
<b>Current assets</b>							
Cash and cash equivalents	\$ 6,529,708	\$ 20,533,410	\$ -	\$ 3,580,048	\$ -	\$ 30,643,166	\$ 23,482,229
Cash and cash equivalents of consolidated variable interest entity	-	-	659,198	-	-	659,198	319,592
Total cash and cash equivalents	6,529,708	20,533,410	659,198	3,580,048	-	31,302,364	23,801,821
Contracts receivable, net	-	34,319,085	-	15,652,441	-	49,971,526	30,286,998
Accounts receivable, affiliate	-	630,141	-	-	(630,141)	-	-
Costs and estimated earnings in excess of billings on uncompleted contracts	-	981,005	-	-	-	981,005	1,584,971
Investments	2,360,603	345,369	-	-	-	2,705,972	141,440
Prepaid state income taxes	61,235	-	-	-	-	61,235	8,910
Other current assets	374,767	1,300	-	-	-	376,067	-
Due from related entity	9,968	959,949	-	-	(969,917)	-	-
Other current assets of consolidated variable interest entity	-	-	134,574	-	-	134,574	-
Total current assets	9,336,281	57,770,259	793,772	19,232,489	(1,600,058)	85,532,743	55,824,140
<b>Property and equipment, net</b>	-	1,247,734	-	-	-	1,247,734	928,506
<b>Non-current assets</b>							
Due from related entity	-	7,980,291	-	-	(7,980,291)	-	-
Investments	-	-	-	-	-	-	250,004
Interest in split dollar insurance policies	131,200	-	-	-	-	131,200	127,100
Investment in subsidiary	4,139,797	-	-	-	(4,139,797)	-	-
Investment in joint venture	-	980,399	-	-	(980,399)	-	-
Other assets	106,667	-	-	-	-	106,667	1,071,193
Other assets of consolidated variable interest entity	-	-	67,260	-	-	67,260	201,834
Total non-current assets	4,377,664	8,960,690	67,260	-	(13,100,487)	305,127	1,650,131
<b>Total assets</b>	\$ 13,713,945	\$ 67,978,683	\$ 861,032	\$ 19,232,489	\$ (14,700,545)	\$ 87,085,604	\$ 58,402,777

(Continued)

**FONTAINE, INC. AND SUBSIDIARIES**

SCHEDULE A

**CONSOLIDATING BALANCE SHEETS (Continued)  
SEPTEMBER 30, 2020 WITH COMPARATIVE TOTALS FOR 2019**

	Fontaine, Inc. (Parent)	Fontaine Bros., Inc. (Subsidiary)	Thunderbird Construction Inc. (Affiliate)	Fontaine WT Rich, LLC (Joint Venture)	Consolidating Entries	2020 Consolidated Totals	2019 Consolidated Totals
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>							
<b>Current liabilities</b>							
Accounts payable	\$ -	\$ 40,359,849	\$ -	\$ 14,094,466	\$ -	\$ 54,454,315	\$ 33,173,397
Accounts payable, affiliate	-	-	-	630,141	(630,141)	-	-
Billings in excess of costs and estimated earnings on uncompleted contracts	-	16,812,270	-	1,872,926	-	18,685,196	11,663,812
Accrued expenses	-	1,310,151	95,702	958	-	1,406,811	2,098,767
Accrued state income taxes payable	-	134,532	11,000	-	-	145,532	61,600
Due to related entity	-	-	369,917	-	(369,917)	-	-
Promissory note - stock redemption, current	274,566	-	-	-	-	274,566	342,542
Stockholders' distribution payable	-	-	-	1,000,000	(600,000)	400,000	200,000
Total current liabilities	<u>274,566</u>	<u>58,616,802</u>	<u>476,619</u>	<u>17,598,491</u>	<u>(1,600,058)</u>	<u>75,366,420</u>	<u>47,540,118</u>
<b>Long-term liabilities</b>							
Due to related entity	7,780,291	-	200,000	-	(7,980,291)	-	-
Promissory note - stock redemption	-	-	-	-	-	-	274,566
Notes payable	-	727,500	250,400	-	-	977,900	-
Total long-term liabilities	<u>7,780,291</u>	<u>727,500</u>	<u>450,400</u>	<u>-</u>	<u>(7,980,291)</u>	<u>977,900</u>	<u>274,566</u>
<b>Total liabilities</b>	<u>8,054,857</u>	<u>59,344,302</u>	<u>927,019</u>	<u>17,598,491</u>	<u>(9,580,349)</u>	<u>76,344,320</u>	<u>47,814,684</u>
<b>Stockholders' equity</b>							
Common stock, Class A	28,117	-	-	-	-	28,117	28,117
Common stock, Class B	259,884	-	-	-	-	259,884	259,884
Common stock, subsidiary	-	288,001	1,000	-	(289,001)	-	-
Additional paid in capital	-	-	-	1,000,000	(1,000,000)	-	-
Accumulated other comprehensive income	56,298	-	-	-	-	56,298	-
Retained earnings	5,314,789	8,346,380	(66,987)	633,998	(4,418,807)	9,809,373	9,792,423
Total Fontaine, Inc. and Subsidiary stockholders' equity	5,659,088	8,634,381	-	980,399	(5,120,196)	10,153,672	10,080,424
Non-controlling interests	-	-	(65,987)	653,599	-	587,612	507,669
Total stockholders' equity	<u>5,659,088</u>	<u>8,634,381</u>	<u>(65,987)</u>	<u>1,633,998</u>	<u>(5,120,196)</u>	<u>10,741,284</u>	<u>10,588,093</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 13,713,945</u>	<u>\$ 67,978,683</u>	<u>\$ 861,032</u>	<u>\$ 19,232,489</u>	<u>\$ (14,700,545)</u>	<u>\$ 87,085,604</u>	<u>\$ 58,402,777</u>

FONTAINE, INC. AND SUBSIDIARIES

SCHEDULE B

CONSOLIDATING STATEMENTS OF INCOME  
FOR THE YEAR ENDED SEPTEMBER 30, 2020  
WITH COMPARATIVE TOTALS FOR THE YEAR ENDED SEPTEMBER 30, 2019

	Fontaine, Inc. (Parent)	Fontaine Bros., Inc. (Subsidiary)	Thunderbird Construction Inc. (Affiliate)	Fontaine WT Rich, LLC (Joint Venture)	Consolidating Entries	2020 Consolidated Totals	2019 Consolidated Totals
Contract revenue earned	\$ -	\$ 185,804,534	\$ 4,935,752	\$ 68,908,950	\$ (6,711,249)	\$ 252,937,987	\$ 126,502,765
Cost of contract revenue earned	-	177,107,886	2,655,706	67,574,349	(6,711,249)	240,626,692	118,347,285
Gross profit	-	8,696,648	2,280,046	1,334,601	-	12,311,295	8,155,480
Other income (loss)	48,424	108,714	1,841	17,896	-	176,875	194,156
Interest income	-	252,458	-	-	-	252,458	-
Gain on life insurance policy	8,278	-	-	-	-	8,278	(52,826)
Gain (loss) on sale of investments	2,823,776	809,224	-	-	(3,633,000)	-	-
Earnings from subsidiary	-	185,659	-	-	-	185,659	210,660
Rental income	-	31,971	-	-	-	31,971	(16,391)
Gain (loss) on disposal of property and equipment	2,880,478	1,388,026	1,841	17,896	(3,633,000)	655,241	335,599
Total other income	2,880,478	10,084,674	2,281,887	1,352,497	(3,633,000)	12,966,536	8,491,079
Income before operating expenses	2,880,478	10,084,674	2,281,887	1,352,497	(3,633,000)	12,966,536	8,491,079
Operating expenses	13,835	7,130,811	63,156	3,791	-	7,211,593	6,494,237
Selling, general and administrative expenses	19,654	5,125	-	-	-	24,779	33,064
Interest expense	33,489	7,135,936	63,156	3,791	-	7,236,372	6,527,301
Total operating expenses	2,846,989	2,948,738	2,218,731	1,348,706	(3,633,000)	5,730,164	1,963,778
Income before state income taxes	(28,155)	(124,962)	(11,270)	-	-	(164,387)	(42,730)
State income tax expense	2,818,834	2,823,776	2,207,461	1,348,706	(3,633,000)	5,565,777	1,921,048
Consolidated net income	-	-	(2,207,461)	(539,482)	-	(2,746,943)	(922,105)
Less: net income attributable to non-controlling interests	-	-	-	-	-	-	-
Net income attributable to Fontaine, Inc. and Subsidiary	\$ 2,818,834	\$ 2,823,776	\$ -	\$ 809,224	\$ (3,633,000)	\$ 2,818,834	\$ 998,943





**Schedule E – LEGAL PROCEEDINGS**

**Firm Name: Fontaine Bros., Inc.**

**SCHEDULE E - LEGAL PROCEEDINGS:** Interested General Contractors are required to list each and every legal proceeding, administrative proceeding or arbitration currently pending and each and every legal proceeding, administrative proceeding and arbitration concluded adversely against it within the past five (5) years.

<b>PROJECT NAME &amp; LOCATION</b>	<b>PROJECT OWNER</b>	<b>DESCRIPTION OF LEGAL PROCEEDING (include caption of case, parties, location of proceeding, description of the dispute or enforcement action and status and/or outcome)</b>
<b>PENDING</b>		
Granby Elementary School Granby, MA.	Town of Granby	Keith Michelson vs. Fontaine Bros. Civil Action No. 2085CV00638 filed 6/12/20. Employee of Subcontractor suffered injury on Fontaine project - seeking compensation for medical expenses.
Beal Elementary School Shrewsbury, MA.	Town of Shrewsbury	WPA-Form 9 Enforcement Order issued by Shrewsbury Conservation Commission on April 30, 2020. Enforcement order issued by Con Com in relation to stormwater runoff as a result of intense storms. Fontaine and site contractor have complied with all conditions of order and continue to work proactively with Con Com.
UMASS Chiller Plant Upgrades Amherst, MA.	UMASS Building Authority	Jesse & Elizabeth Israel vs Fontaine Bros. Civil Action No. 17-116 filed July 24, 2017. Plaintiff was injured while employed by a subcontractor of Fontaine on the jobsite.
Old Chicopee High School Chicopee, MA.	City of Chicopee	CJM Services vs. Fontaine vs. City of Chicopee. Civil Action No. HDCV2015 – TBD. Subcontractor has a flooring plywood dispute with owner over additional work action to be filed in September 2015.

**Schedule E – LEGAL PROCEEDINGS**

**Firm Name: Fontaine Bros., Inc.**

<b>PROJECT NAME &amp; LOCATION</b>	<b>PROJECT OWNER</b>	<b>DESCRIPTION OF LEGAL PROCEEDING (include caption of case, parties, location of proceeding, description of the dispute or enforcement action and status and/or outcome)</b>
<b>CLOSED</b>		
Worcester South High School Worcester, MA	City of Worcester	8/18/2020 - Fontaine was informed that Massachusetts Dept of Labor received a complaint alleging that workers at South High School were not wearing face coverings within six feet of others. Fontaine reviewed the complaint with the inspector and the inspector reported "After speaking with you and reviewing Fontaine Brothers' COVID-19 precautions on the project and receiving documentation, I have closed the investigation". There were no adverse findings or citations in regards to the investigation.
RiverMills Senior Center Chicopee, MA.	City of Chicopee	City of Chicopee vs Fontaine Bros. Civil Action No. 2079-CV-00 filed March 30, 2020. HVAC Dispute between Filed Subcontractor and the Owner's Design Engineer. The Civil Action was dismissed, without prejudice or cost on July 24, 2020.
Worcester D.C.U. Center Chiller Upgrade	City of Worcester	Fontaine vs. Acadia Insurance Company. Civil Action No. 3:18-CV-11636-KAR filed Sept. 2018. This is a dispute over Insurance Coverage on a previous claim. This case was terminated on August 30, 2019.
Nelson Place School Worcester, MA.	City of Worcester	Nelson Place School - Demand for Direct Payment Filed by a subcontractor - West Flooring - On the Nelson Place School for Resilient work on May 23, 2018 - The subcontractor withdrew the Demand on June 7, 2018.
East Bridgewater Jr./Sr. High School East Bridgewater, MA.	Town of East Bridgewater	Michael Ferreira Jr. vs. Fontaine Civil Action No. 1573CV00455. Plaintiff was injured while employed by a subcontractor of Fontaine. Action filed May 12, 2015. Case was settled on February 15, 2018. Fontaine nor its insurance carrier were required to make any contributions to the settlement.
Nelson Place School Worcester, MA.	City of Worcester	Demand for Direct Payment filed by a subcontractor - West Flooring - on the Nelson Place Elementary School for the Ceramic and Resilient work on Dec. 6, 2017 - The Awarding Authority has not released the funds yet. Subcontractor withdrew the demand on March 6, 2018.
Monomoy Regional High School Harwich, MA.	Town of Harwich	Envi Labor vs. Patriot Environmental Civil Action No. 1577CV00894. Summons names Fontaine since we were the General Contractor. Action filed May 29, 2015. A Stipulation of Dismissal was filed on Sept. 6, 2017
DCU Center Worcester, MA.	City of Worcester	City of Worcester vs. Fontaine. Civil Action 2015-0676-C. Fontaine is named as a defendant over the malfunction of ice-making equipment. Action filed May 4, 2015. A Stipulation of Dismissal was filed on July 28, 2017.

**Schedule E – LEGAL PROCEEDINGS**

**Firm Name: Fontaine Bros., Inc.**

PROJECT NAME & LOCATION	PROJECT OWNER	DESCRIPTION OF LEGAL PROCEEDING (include caption of case, parties, location of proceeding, description of the dispute or enforcement action and status and/or outcome)
<b>CLOSED</b>		
Burgess Elementary School Sturbridge, MA	Town of Sturbridge	Tom and Sharon McConnell v. Town of Sturbridge, Sturbridge School Building Committee, Drummey Rosane & Anderson, Lamoureaux & Pagano, Berkshire Design Group, and Fontaine Bros., Inc. Civil Action 13-1549-B dated 11/27/2013 relative to basement water, erosion, silt runoff and vibration. A Stipulation of Dismissal was filed on April 6, 2017.
Athol Elementary School Athol, MA.	Town of Athol	Blast Tech vs. A.J. Virgilio and Fontaine Civil Action No. 16-0654 dated May 9, 2016 - Qty. dispute between Earthwork Sub and his blasting sub-contractor. A Stipulation of Dismissal was filed on February 17, 2017 removing Fontaine from the case.
Monomoy Regional High School Harwich, MA.	Town of Harwich	Demand For Direct Payment filed by Subcontractor Arden Engineering on May 19, 2016 on the Monomoy Regional High School - Fontaine agrees with the amount but the Owner has not released the funds yet. Resolved – Subcontractor withdrew Demand on October 28, 2016.
East Bridgewater Jr./Sr. High School	Town of East Bridgewater	Sagamore Plumbing v. Fontaine Bros., Inc. Small Claims Court Docket 1658SC000495, 1658SC000496 filed on July 20, 2016. Issue was resolved between the parties and dismissal filed on October 26, 2016.
Monomoy Regional High School Harwich, MA.	Town of Harwich	Demand For Direct Payment Filed by Subcontractor Costa Brothers Masonry on the Monomoy High School Project February 17, 2016. Fontaine does not agree with the amount, Costa is paid in full and the actual dispute is between two subcontractors. Resolved – Subcontractor withdrew the Demand on April 15, 2016.
Monomoy Regional High School Harwich, MA.	Town of Harwich	Costa Brothers Masonry vs. Fontaine. Civil Action No. 201673CV00160. Actual Dispute is between (2) subcontractors. Action filed February 17, 2016. Resolved – A Notice of Voluntary Dismissal was filed on April 19, 2016.





# Tom Wolfenden

## Project Manager

Tom Wolfenden has over 18 years of experience in the construction industry and is well versed in all construction means, methods and contract delivery systems. Tom has worked in both the public and the private sectors successfully completing a very diverse array of projects. He has extensive knowledge of complex building systems, complicated details, and solving logistical challenges. As project manager, Tom will oversee administrative responsibilities and overall office management during this project.

### Middleborough High School | Middleborough, MA

This 166,650 SF new high school for the Town of Middleborough consists of two, three-story academic wings; one wing focused on humanities studies while the other wing is focused on STEAM programming including a fabrication/maker space. The academic wings will connect to a rotunda area that serves as the knuckle of the building and includes two central drop-off points to tighten security. Connecting to the rotunda space is a health and wellness wing that will include a gymnasium, fitness area and weight rooms. Also connected is a performing arts wing, housing an auditorium, black box theater, television production studio, the band and choral programs. These two wings will include separate entrances to serve community and after-school functions.

### Burgess Elementary School | Sturbridge, MA

This 131,750 SF project consisted of a new three-story addition including a new gymnasium, classrooms and offices, and a complete renovation of the existing fully occupied building including all mechanical systems, windows, roofing, exterior ball fields and a playscape area.

### Pioneer Valley Chinese Immersion Charter School | Hadley, MA

This new 38,400 SF, 6.5 million, four-story building project was an addition to the existing Pioneer Valley Chinese Immersion Charter School in Hadley, MA.

### Rutland Elementary School | Rutland, MA

New construction of the 89,000 SF two-story Rutland Elementary School, featuring extensive sitework, metal wall panels, a standing seam metal roof and a mammoth structural steel staircase.

### The College of the Holy Cross Contemplative Center | West Boylston, MA

The new Holy Cross Contemplative Center located in West Boylston, MA is a \$22 million, new facility on a 52-acre plot overlooking the Wachusett Reservoir. The Contemplative Center consisted of a 33,800 SF complex used for the college's programs. There is a main building with a chapel, meeting rooms and a dining room. Next to the main building is another structure with living quarters, bedrooms and baths that accommodates up to 60 people.

### PVTA Bus and Maintenance Facility | Springfield, MA

This 203,000 SF, \$47 million facility was built on an 18-acre site providing bus maintenance and storage for the PVTA's fixed route operation in Springfield. The facility accommodates approximately 150 fixed route buses including standard size diesel buses and articulated buses. This new facility consisted of management office space, fuel bays, wash bays, bus and van storage bays, garage and body shop areas, parts storage, exercise rooms, locker rooms/showers, a lounge, dispatch center, employee parking, and green spaces. A new cell tower was also installed on-site to support the PVTA's IT communications. The new facility is LEED certified under the US Green Building Council's green building rating system.



## QUALIFICATIONS

### Northeastern University

B.S. Business Marketing

### Springfield Technical Community College

Construction Management

## MEMBERSHIPS

MA Construction Supervisor License

## REFERENCES

Bruno Fisher, COO  
MART Bus Storage & Maintenance Facility  
978.665.2263  
bruno.fisher@mrta.us

Mike Pagano  
MP-Structures  
508.868.7698  
mpagano@mp-structures.com

Carl Franceschi  
Architect  
Drumey Rosane Anderson  
Burgess Elementary School  
617.964.1700  
cfranceschi@draws.com



## Michael Cavanaugh Superintendent

Mr. Cavanaugh is one of the most experienced school construction Superintendents in the state and has been with Fontaine Bros. for over 30 years. Over the course of his three decades with Fontaine, Mike has built a lengthy list of 10+ public schools. His experience includes having built several elementary schools which has allowed him to develop an expertise in the design intent and programming of spaces for our youngest learners. Mike is a highly capable, methodical and conscientious individual; qualities which are reflected in his supervision and coordination of subcontractors. Mike can create a feeling of family on the project which contributes to a safe and productive worksite.

### Northbridge Elementary School | Northbridge, MA

The \$77.5 million project consists of the construction of a new three-story Northbridge Elementary School on the site of the existing school. The project consolidates the two aged existing elementary schools into a single building for grades Pre-K through five. The new school will contain 171,530 SF, three-story, all new construction solution at the rear of the site, behind the existing school. This concept strives for a compact building footprint while still providing small learning communities as envisioned during the planning stages.

### Templeton Elementary School | Templeton, MA

The Templeton Elementary School project consisted of a new 93,000 SF Pre-K through grade five facility. The building incorporated a three-story classroom wing and a single-story gymnasium, cafeteria, and kitchen wing. The existing Templeton Center School building was demolished to make room for the new facility. The project included site improvements both the school site and to the surrounding roadways. Site improvements included storm water, sanitary, utilities, hard surface parking, sidewalks, site retaining walls, and landscaping. The removal, storage and re-installation of existing playground equipment was also included as part of the project.

### Burgess Elementary School | Sturbridge, MA

This 128,000 SF project consisted of a new three-story addition. Project features included a new gymnasium, classrooms, offices, and a complete renovation of the existing facility. The project also consisted of all new mechanical systems, windows, roofing, exterior ball fields and a playscape area.

### Blueberry Hill Elementary School | Longmeadow, MA

The Blueberry Hill Elementary School project consisted of a 75,000 SF addition and renovation to the existing and fully occupied elementary school. Project features included a new kitchen, gymnasium, mechanical systems as well as an extensive asbestos abatement.

### Whittemore Elementary School | Waltham, MA

The Whittemore Elementary School project consisted of a new 85,000 SF school located in Waltham MA. The project included demolition of part of the existing building, restoration of 50,000 SF and the construction of a new three-story, 35,000 SF addition. This addition included classrooms, special rooms, offices, a parking lot and site improvements.

### Glenwood Elementary School | Rutland, MA

The new Glenwood Elementary School project consisted of a 89,000 SF, two-story elementary school. Project features included extensive site work, metal wall panels, standing seam metal roof and a mammoth structural steel staircase.



### MEMBERSHIPS

Carpenters Local 108

### REFERENCES

Joel G. Seeley, AIA, LEED AP BD+C  
COO | Executive Vice President  
SMMA  
617.520.9403  
jseeley@smma.com

Jennifer Soucy, AIA  
Senior Associate | Project Architect  
SMMA  
t: 617.520.9261 | m: 978-302-0380  
jsoucy@smma.com

Matt Dunn  
Colliers International  
Matthew.Dunn@colliers.com

# Summary of Work-Related Injuries and Illnesses

Year 2020



U.S. Department of Labor  
Occupational Safety and Health Administration

Form OSHA-300A (12/2017)

All establishments covered by Part 1904 must complete this Summary page each time a work-related injury or illness occurred during the year. Go online to review the LOG to verify that the entries are complete and accurate before completing this summary.

Using the LOG, count the incident entries you made for each category. Then write the total below, making sure you do not add the same entry every page in the LOG. If you had no cases, write 0.

Employees, former employees, and their representatives have the right to review the OSHA Form 300A in its entirety. They also have access to the OSHA Form 300A or its equivalent, 29 CFR Part 1904.30, to OSHA's regulatory text. For full details on the access procedures for these items:

### Number of Cases

Total number of deaths	Total number of cases with days away from work	Total number of cases with job transfer or restriction	Total number of other recordable cases
0	0	0	0
(G)	(H)	(I)	(J)

### Number of Days

Total number of days away from work	Total number of days of job transfer or restriction
0	0
(K)	(L)

### Injury and Illness Types

Total number of (M)	(1) Injuries	(2) Skin disorders	(3) Respiratory conditions	(4) Poisonings	(5) Hearing loss	(6) All other illnesses
0	0	0	0	0	0	0

Post this Summary page from February 1 to April 30 of the year following the year covered by the form.

Public reporting burden for this collection of information is estimated to average 30 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, reviewing and collecting the data, and reviewing and reporting the information. Send comments regarding this burden estimate or any aspect of this collection of information, including suggestions for reducing the burden, to Washington Headquarters Service, U.S. Department of Commerce, Paperwork Project (0142-0007), Washington, DC 20540. Do not send the completed form to this office.

### Establishment information

Your establishment name Fontaine Bros. Inc.

Street 510 Cottage Street  
City Springfield State MA ZIP 01104

Industry description (e.g., Manufacturer of metal cookware)  
Commercial and Institutional Building Construction

Standard Industrial Classification (SIC) if known (e.g., 0711)  
1522

North American Industry Classification (NAICS) if known (e.g., 09521)  
236220

### Employment information (If you don't have these figures, see the "Disclaimer" on the back of this page for more.)

Annual average number of employees 46  
Total hours worked by all employees in the year 91225

### Sign here

Knowingly falsifying this document may result in a fine.

I certify that I have examined this document and that to the best of my knowledge the entries are true, accurate, and complete.

[Signature] PROJ  
Company/Division 413 781 2020 Date 1/13/2021

# Summary of Work-Related Injuries and Illnesses

Year 2019



U.S. Department of Labor  
Occupational Safety and Health Administration

Form approved OMB no. 1218-0176

All establishments covered by Part 1904 must complete this Summary page, even if no work-related injuries or illnesses occurred during the year. Remember to review the Log to verify that the entries are complete and accurate before completing this summary.

Using the Log, count the individual entries you made for each category. Then write the totals below, making sure you've added the entries from every page of the Log. If you had no cases, write "0."

Employees, former employees, and their representatives have the right to review the OSHA Form 300 in its entirety. They also have limited access to the OSHA Form 301 or its equivalent. See 29 CFR Part 1904.35, in OSHA's recordkeeping rule, for further details on the access provisions for these forms.

### Number of Cases

Total number of deaths	Total number of cases with days away from work	Total number of cases with job transfer or restriction	Total number of other recordable cases
0	0	0	0
(G)	(H)	(I)	(J)

### Number of Days

Total number of days away from work	Total number of days of job transfer or restriction
0	0
(K)	(L)

### Injury and Illness Types

Total number of . . . (M)			
(1) Injuries	0	(4) Poisonings	0
(2) Skin disorders	0	(5) Hearing loss	0
(3) Respiratory conditions	0	(6) All other illnesses	0

Post this Summary page from February 1 to April 30 of the year following the year covered by the form.

Public reporting burden for this collection of information is estimated to average 30 minutes per response, including time to review the instructions, search and gather the data needed, and complete, and review the collection of information. Persons are not required to respond to the collection of information unless it displays a currently valid OMB control number. If you have any comments about these estimates or any other aspects of this data collection, contact: US Department of Labor, OSHA Office of Statistical Analysis, Room N-3641, 200 Constitution Avenue, NW, Washington, DC 20210. Do not send the completed forms to this office.

### Establishment information

Your establishment name Fontaine Bros. Inc.

Street 510 Cottage Street

City Springfield State MA ZIP 01104

Industry description (e.g., *Manufacture of motor track tractors*)  
Commercial and Institutional Building Constructio

Standard Industrial Classification (SIC), if known (e.g., 3715)  
1522

OR

North American Industrial Classification (NAICS), if known (e.g., 336212)  
236220

**Employment information** (If you don't have these figures, see the Worksheet on the back of this page to estimate.)

Annual average number of employees 37

Total hours worked by all employees last year 75045

### Sign here

Knowingly falsifying this document may result in a fine.

I certify that I have examined this document and that to the best of my knowledge the entries are true, accurate, and complete.

[Signature] Title Pres  
Phone 413 781 2020 Date 1.9.20



# Summary of Work-Related Injuries and Illnesses

All establishments covered by Part 1904 must complete this Summary page, even if no work-related injuries or illnesses occurred during the year. Remember to review the Log to verify that the entries are complete and accurate before completing this summary.

Using the Log, count the individual entries you made for each category. Then write the totals below, making sure you've added the entries from every page of the Log. If you had no cases, write "0."

Employees, former employees, and their representatives have the right to review the OSHA Form 300 in its entirety. They also have limited access to the OSHA Form 301 or its equivalent. See 29 CFR Part 1904.35, in OSHA's recordkeeping rule, for further details on the access provisions for these forms.

### Number of Cases

Total number of deaths	Total number of cases with days away from work	Total number of cases with job transfer or restriction	Total number of other recordable cases
0	0	0	1
(G)	(H)	(I)	(J)

### Number of Days

Total number of days away from work	Total number of days of job transfer or restriction
0	0
(K)	(L)

### Injury and Illness Types

Total number of ... (M)	
(1) Injuries	1
(2) Skin disorders	0
(3) Respiratory conditions	0
(4) Poisonings	0
(5) Hearing loss	0
(6) All other illnesses	0

Post this Summary page from February 1 to April 30 of the year following the year covered by the form.

Public reporting burden for this collection of information is estimated to average 50 minutes per response, including time to review the instructions, search and gather the data needed, and complete and review the collection of information. Persons are not required to respond to the collection of information unless it displays a currently valid OMB control number. If you have any comments about these estimates or any other aspects of this data collection, contact: US Department of Labor, OSHA Office of Statistical Analysis, Room N-3614, 200 Constitution Avenue, N.W., Washington, DC 20210. Do not send the completed forms to this office.

### Establishment information

Your establishment name Fontaine Bros. Inc.

Street 510 Cottage Street

City Springfield State MA ZIP 01104

Industry description (e.g., *Manufacture of motor truck trailers*)  
Commercial and Institutional Building Constructio

Standard Industrial Classification (SIC), if known (e.g., 3715)  
8741

OR

North American Industrial Classification (NAICS), if known (e.g., 336212)  
236220

**Employment information** (If you don't have these figures, see the Worksheet on the back of this page to estimate.)

Annual average number of employees 40

Total hours worked by all employees last year 79626

### Sign here

Knowingly falsifying this document may result in a fine.

I certify that I have examined this document and that to the best of my knowledge the entries are true, accurate, and complete.

[Signature] Title President  
 Company executive  
 Phone 413 781 2020 Date 01 28 2019





# THE DOWD AGENCIES, LLC

INSURANCE • EMPLOYEE BENEFITS

OVER **120** years of EXCELLENCE

November 12, 2020

John E. Dowd Jr.  
AAI, LIA

David W. Griffin Sr.  
CIC, LIA

David W. Griffin Jr.  
CIC

Re: Fontaine Bros., Inc.-Experience Modification Rate

To whom it may concern:

Please allow this letter to confirm Fontaine Bros., Inc.'s current and historical Workers Compensation experience modification rates as follows:

	<b>Policy Period</b>	<b>Experience Modification</b>
James J. Dowd 1859-1916	10/01/2020-10/01/2021	1.22
James J. Dowd II 1889-1960	10/01/2019-10/01/2020	1.11
John E. Dowd 1926-1974	10/01/2018-10/01/2019	1.11
James J. Dowd Jr. 1923-1988		

James J. Dowd III  
1948-

Please call should you have any questions.

Robert W. Gilbert Jr.  
1947-

Sincerely,

  
David W. Griffin, Sr., CIC, LIA

Exec. VP, Treasurer

The Dowd Agencies, LLC

[dgriffin@dowd.com](mailto:dgriffin@dowd.com)

Phone: (413) 538-7444

Fax: (413) 536-6020



P: 413-538-7444

F: 413-536-6020

dowd.com

**Mailing Address:**

14 Bobala Road, Holyoke, MA 01040



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

9/30/2020

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

<b>PRODUCER</b> The Dowd Agencies, LLC 14 Bobala Road Holyoke MA 01040	<b>CONTACT NAME:</b> Linda Alstede <b>PHONE (A/C No. Ext):</b> 413-437-1022 <b>FAX (A/C, No):</b> 413-536-6020		
	<b>E-MAIL ADDRESS:</b> lalstede@dowd.com <b>PRODUCER CUSTOMER ID #:</b> FONBR		
<b>INSURED</b> Fontaine Bros., Inc. 510 Cottage Street Springfield MA 01104	<b>INSURER(S) AFFORDING COVERAGE</b>		<b>NAIC #</b>
	INSURER A : Travelers Property Casualty Company of America		25674
	INSURER B : Phoenix Insurance Company		25623
	INSURER C : Great American Assurance Company		26344
	INSURER D : Liberty Insurance Underwriters, Inc.		19917
	INSURER E : Endurance American Insurance Company		
INSURER F : Travelers Indemnity Company of Connecticut		25682	

**COVERAGES**

CERTIFICATE NUMBER: 1832140238

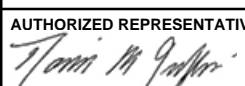
REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
B	<b>GENERAL LIABILITY</b>			CO9N910075	10/1/2020	10/1/2021	EACH OCCURRENCE	\$ 1,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY						DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 300,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR						MED EXP (Any one person)	\$ 10,000
							PERSONAL & ADV INJURY	\$ 1,000,000
							GENERAL AGGREGATE	\$ 2,000,000
							PRODUCTS - COMP/OP AGG	\$ 2,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER:							\$
	<input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input checked="" type="checkbox"/> LOC							\$
A	<b>AUTOMOBILE LIABILITY</b>			8109N908817	10/1/2020	10/1/2021	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000
	<input checked="" type="checkbox"/> ANY AUTO						BODILY INJURY (Per person)	\$
	<input type="checkbox"/> ALL OWNED AUTOS						BODILY INJURY (Per accident)	\$
	<input type="checkbox"/> SCHEDULED AUTOS						PROPERTY DAMAGE (Per accident)	\$
	<input type="checkbox"/> HIRED AUTOS							\$
	<input type="checkbox"/> NON-OWNED AUTOS							\$
A C	<input checked="" type="checkbox"/> <b>UMBRELLA LIAB</b>	<input checked="" type="checkbox"/>		ZUP16N64443 EXC3279214	10/1/2020 10/1/2020	10/1/2021 10/1/2021	EACH OCCURRENCE	\$ 15,000,000
	<input type="checkbox"/> <b>EXCESS LIAB</b>	<input type="checkbox"/>					AGGREGATE	\$ 15,000,000
	<input type="checkbox"/> DEDUCTIBLE						Each Occurrence	\$ 10,000,000
	<input checked="" type="checkbox"/> RETENTION \$ 10,000						Aggregate	\$ 10,000,000
F	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b>			UB9N928435	10/1/2020	10/1/2021	<input checked="" type="checkbox"/> WC STATUTORY LIMITS	OTH-ER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)	<input type="checkbox"/> Y <input checked="" type="checkbox"/> N	N/A				E.L. EACH ACCIDENT	\$ 500,000
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE	\$ 500,000
							E.L. DISEASE - POLICY LIMIT	\$ 500,000
D E	Excess Liability			1000228541-05 EXC30001271701	10/1/2020 10/1/2020	10/1/2021 10/1/2021	Occ/Agg Occ/Agg	15,000,000 10,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

**CERTIFICATE HOLDER****CANCELLATION**

For Insurance Purposes Only 510 Cottage Street Springfield MA 01104	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE 

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