# Massachusetts School Building Authority

**Deborah B. Goldberg** *Chairman, State Treasurer* 

James A. MacDonald Chief Executive Officer **Mary L. Pichetti** *Executive Director / Deputy CEO* 

August 15, 2025

Dear Bondholder:

The Massachusetts School Building Authority (the "Authority") appreciates your investment in one or more of its outstanding Bonds as listed in Attachment A to this letter (collectively, the "Bonds").

You are receiving this letter because the Authority is inviting you to tender your Bonds for purchase for cash in connection with a potential refunding of a portion of its outstanding debt. This offer is further described in the "Invitation to Tender Bonds for Purchase", dated August 15, 2025 (the "Invitation") attached hereto and is subject solely to the terms and conditions set forth in the Invitation. Capitalized terms used but not otherwise defined herein have the meanings assigned thereto in the Invitation. Please see below for directions regarding how to access the Invitation and related documents via the web.

# Background

The Invitation is part of a plan by the Authority to refinance a portion of its currently outstanding bonds. The Authority intends to purchase those Bonds tendered and accepted pursuant to the Invitation using (i) a portion of the proceeds of its Subordinated Dedicated Sales Tax Refunding Bonds, 2025 Series B (Social Bonds) (the "Refunding Bonds"), which are more fully described in the Preliminary Official Statement dated August 15, 2025 (the "2025 Refunding POS") and attached as <u>Appendix A</u> to the Invitation, and (ii) in the Authority's sole discretion, other available moneys of the Authority.

#### What is the Purchase Price for my Bonds?

Pursuant to the Invitation, each Bondholder is invited by the Authority to offer to sell to the Authority, for payment in cash, all or part of its beneficial ownership interests in the Bonds as follows:

- <u>Tax-Exempt Target Bonds</u> (as listed in Table 1 of <u>Attachment A</u> of this letter): The prices will be the purchase prices as set forth in the Invitation and as listed in Table 1 of <u>Attachment A</u> of this letter.
- <u>Taxable Target Bonds</u> (as listed in Table 2 of <u>Attachment A</u> of this letter): The prices will be based on a fixed spread set forth in the Invitation and as listed in Table 2 of <u>Attachment A</u> of this letter, to be added to the yields on certain reference United States Treasury Securities corresponding thereto to arrive at a yield used to calculate the purchase price for each maturity and corresponding CUSIP of Taxable Target Bonds.

In addition to the Purchase Price, Bondholders tendering Bonds that are validly tendered and accepted for purchase by the Authority will also receive accrued interest up to but not including, the Settlement Date.

An illustrative pricing example for the Taxable Target Bonds is provided below in <u>Attachment B</u>. THIS EXAMPLE IS BEING PROVIDED FOR ILLUSTRATIVE PURPOSES ONLY AND IS NOT TO BE RELIED UPON BY ANY BONDHOLDER AS AN INDICATION OF THE ACTUAL PURCHASE PRICES THAT MAY BE ACCEPTED BY THE AUTHORITY.

On September 4, 2025, the Authority expects to determine the Offer Purchase Prices for the Taxable Target Bonds pursuant to the calculations described in the Invitation and will publish such results in its "Notice of Taxable Purchase Prices".

In deciding whether and, if so, how to respond to the Invitation, you should contact your broker, account executive, financial advisor and/or other professional to discuss an offer to sell your Bonds and the options available to you.

#### What Happens if I Choose Not to Participate?

Bondholders, who do not tender their Bonds pursuant to the Invitation, as well as Bondholders, who tender Bonds for purchase that the Authority chooses not to accept, will continue to hold such Bonds in their account unchanged by virtue of the Invitation. However, the Authority may use its available moneys to defease such bonds, see "Unpurchased Bonds" in the Invitation.

The deadline to offer your Bonds for purchase is September 2, 2025, at 5:00 p.m. Eastern Time unless extended or earlier terminated. Should you wish to participate, please contact your bank, broker or other financial advisor in advance of this date so that they may have sufficient time to relay your instructions to the Authority prior to expiration of the Invitation.

This brief letter does not provide all the information that you need to consider the Invitation and should not be understood to be a summary of the Invitation. The Authority's offer to purchase Bonds is only being made pursuant to the Invitation. Bondholders are urged to carefully read the Invitation because it contains information, including the various terms of and conditions of the Invitation and information about the Authority that Bondholders should consider before making any decision regarding tendering their Bonds.

The Invitation is available electronically on the website of the Information Agent at <a href="www.globic.com/msba">www.globic.com/msba</a>, (scan the QR Code below), as well as the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <a href="http://emma.msrb.org">http://emma.msrb.org</a>, using the CUSIP numbers for the Bonds listed in <a href="http://emma.msrb.org">Attachment A</a> hereto. Upon expiration of the Invitation, the Authority will post notices regarding the results of the Invitation on these same weblinks.

Institutional investors with questions about the Invitation should contact the Dealer Managers at:

#### BofA Securities, Inc., Dealer Manager

One Bryant Park, 12th Floor New York, New York
Attn: Contact your BofA Securities representative or the Municipal Liability Management Group
Tel: (646) 743-1362 Email: dg.muni-lm@bofa.com

Individual investors and their brokers, account executives, financial advisors and/or other appropriate professionals with questions about the Invitation should contact the Information Agent, Robert Stevens of Globic Advisors, at: (212) 227-9622 or by email: rstevens@globic.com.

Please note that the Authority retains the right to extend, amend or withdraw the Invitation at any time through and including the Expiration Date (i.e., September 2, 2025, at 5:00 p.m. Eastern Time) (unless earlier terminated or extended), as more fully described in the Invitation.

Thank you for taking the time to consider the Invitation.



#### ATTACHMENT A

# TARGET BONDS SUBJECT TO THIS INVITATION\* MASSACHUSETTS SCHOOL BUILDING AUTHORITY TABLE 1 - TAX-EXEMPT TARGET BONDS

Series	CUSIP <sup>†</sup>	Maturity (November 15)	Interest Rate	Outstanding Principal Amount	Par Call Date	Purchase Price (% of Principal Amount)
Series 2016B Bonds	576000UK7	2028	5.000%	\$12,070,000	11/15/2026	103.380
Series 2016B Bonds	576000UL5	2029	3.000%	285,000	11/15/2026	101.103
Series 2016B Bonds	576000UY7	2029	5.000%	12,405,000	11/15/2026	103.380
Series 2016B Bonds	576000UM3	2030	5.000%	13,335,000	11/15/2026	103.296
Series 2016B Bonds	576000UN1	2031	5.000%	14,020,000	11/15/2026	103.199
Series 2016B Bonds	576000UP6	2032	3.000%	2,635,000	11/15/2026	98.531
Series 2016B Bonds	576000UZ4	2032	5.000%	12,075,000	11/15/2026	103.102
Series 2016B Bonds	576000UQ4	2033	5.000%	15,440,000	11/15/2026	103.075
Series 2016B Bonds	576000UR2	2034	5.000%	16,230,000	11/15/2026	103.035
Series 2016B Bonds	576000US0	2035	5.000%	17,060,000	11/15/2026	103.020
Series 2016B Bonds	576000VA8	2036	5.000%	17,065,000	11/15/2026	103.010
Series 2016B Bonds	576000VC4	2039	5.000%	38,645,000	11/15/2026	102.865
Series 2016B Bonds	576000UU5	2046	4.000%	90,000,000	11/15/2026	88.908
Series 2016B Bonds	576000VB6	2046	5.000%	76,830,000	11/15/2026	100.575
Series 2016C Bonds	576000VD2	2033	5.000%	59,870,000	11/15/2026	103.075
Series 2016C Bonds	576000VE0	2034	5.000%	62,930,000	11/15/2026	103.035
Series 2016C Bonds	576000VF7	2035	4.000%	65,825,000	11/15/2026	101.003

<sup>\*</sup> Preliminary and subject to change.

CUSIP is a registered trademark of the American Bankers Association. CUSIP information herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are provided for convenience of reference only. None of the Authority, the Dealer Manager, or the Information and Tender Agent nor their respective agents or counsel assumes responsibility for the accuracy of such numbers.

#### ATTACHMENT A

**TABLE 2 - TAXABLE TARGET BONDS\*** 

Series	CUSIP <sup>†</sup>	Maturity	Interest Rate	Outstanding Principal Amount	Par Call Date	Reference Treasury Security	Fixed Spread (basis points)
Series 2019B Bonds	576000XF5	10/15/2026	2.378%	\$4,935,000		UST 3.875% due 07/31/2027 CUSIP:91282CNP2	-17.5 bps
Series 2019B Bonds	576000XG3	10/15/2027	2.436%	45,280,000		UST 3.875% due 07/31/2027 CUSIP:91282CNP2	-12.5 bps
Series 2019B Bonds	576000XH1	10/15/2028	2.566%	4,115,000		UST 3.625% due 08/15/2028 CUSIP:91282CNU1	-5.0 bps
Series 2019B Bonds	576000XJ7	10/15/2029	2.666%	4,225,000		UST 3.875% due 07/31/2030 CUSIP:91282CNN7	-10.0 bps
Series 2019B Bonds	576000XK4	10/15/2030	2.766%	4,340,000	10/15/2029	UST 3.875% due 07/31/2030 CUSIP:91282CNN7	-5.0 bps
Series 2019B Bonds	576000XL2	10/15/2031	2.866%	50,590,000	10/15/2029	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	-15.0 bps
Series 2019B Bonds	576000XM0	10/15/2032	2.966%	52,090,000	10/15/2029	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	-5.0 bps
Series 2019B Bonds	576000XN8	10/15/2033	3.066%	53,650,000	10/15/2029	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	-20.0 bps
Series 2019B Bonds	576000XP3	10/15/2034	3.166%	55,280,000	10/15/2029	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	-10.0 bps
Series 2019B Bonds	576000XQ1	10/15/2040	3.395%	372,365,000	10/15/2029	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	+30.0 bps
Series 2020B Bonds	576000ZF3	8/15/2026	1.134%	135,615,000		UST 3.875% due 07/31/2027 CUSIP:91282CNP2	-17.5 bps
Series 2020B Bonds	576000ZG1	8/15/2027	1.284%	97,235,000		UST 3.875% due 07/31/2027 CUSIP:91282CNP2	-12.5 bps
Series 2020B Bonds	576000ZH9	8/15/2028	1.503%	67,000,000		UST 3.625% due 08/15/2028 CUSIP:91282CNU1	-5.0 bps
Series 2020B Bonds	576000ZJ5	8/15/2030	1.753%	317,855,000		UST 3.875% due 07/31/2030 CUSIP:91282CNN7	-10.0 bps
Series 2020B Bonds	576000ZK2	8/15/2031	1.773%	8,510,000	8/15/2030	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	-15.0 bps
Series 2020B Bonds	576000ZL0	8/15/2032	1.853%	6,500,000	8/15/2030	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	-5.0 bps
Series 2020B Bonds	576000ZM8	8/15/2033	1.953%	15,845,000	8/15/2030	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	-20.0 bps
Series 2020B Bonds	576000ZN6	8/15/2034	2.053%	21,595,000	8/15/2030	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	-10.0 bps
Series 2020B Bonds	576000ZP1	8/15/2035	2.103%	23,100,000	8/15/2030	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	+0.0 bps
Series 2020C Bonds	576000ZW6	5/15/2043	2.950%	360,655,000	5/15/2030	UST 4.750% due 08/15/2045 CUSIP:912810UN6**	-5.0 bps
Series 2021A Bonds	576000A60	2/15/2027	1.450%	3,190,000		UST 3.875% due 07/31/2027 CUSIP:91282CNP2	-15.0 bps
Series 2021A Bonds	576000A78	2/15/2028	1.600%	3,240,000		UST 3.625% due 08/15/2028 CUSIP:91282CNU1	-7.5 bps
Series 2021A Bonds	576000A86	2/15/2029	1.750%	3,295,000		UST 3.875% due 07/31/2030 CUSIP:91282CNN7	-15.0 bps
Series 2021A Bonds	576000A94	2/15/2030	1.850%	9,170,000		UST 3.875% due 07/31/2030 CUSIP:91282CNN7	-5.0 bps
Series 2021A Bonds	576000B28	2/15/2031	1.950%	11,665,000		UST 4.000% due 07/31/2032 CUSIP:91282CNR8	-20.0 bps
Series 2021A Bonds	576000B36	2/15/2032	2.100%	11,685,000	2/15/2031	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	-10.0 bps
Series 2021A Bonds	576000B44	2/15/2033	2.200%	11,930,000	2/15/2031	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	-25.0 bps
Series 2021A Bonds	576000B51	2/15/2034	2.250%	20,745,000	2/15/2031	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	-15.0 bps
Series 2021A Bonds	576000B69	2/15/2035	2.300%	21,215,000	2/15/2031	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	-5.0 bps
Series 2021A Bonds	576000B77	2/15/2036	2.400%	31,445,000	2/15/2031	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	+5.0 bps
Series 2021A Bonds	576000B85	2/15/2037	2.500%	12,995,000	2/15/2031	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	+15.0 bps
Series 2021A Bonds	576000B93	2/15/2038	2.550%	3,690,000	2/15/2031	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	+25.0 bps
Series 2021A Bonds	576000C27	2/15/2039	2.650%	695,000	2/15/2031	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	+35.0 bps
Series 2021A Bonds	576000C35	2/15/2040	2.700%	715,000	2/15/2031	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	+42.5 bps
Series 2021A Bonds	576000C43	2/15/2041	2.750%	7,885,000	2/15/2031	UST 4.750% due 08/15/2045 CUSIP:912810UN6**	-5.0 bps
Series 2021A Bonds	576000D42	2/15/2049	2.860%	172,845,000	2/15/2031	UST 4.750% due 08/15/2045 CUSIP:912810UN6**	+30.0 bps

<sup>\*</sup> Preliminary and subject to change.

<sup>&</sup>lt;sup>†</sup> CUSIP is a registered trademark of the American Bankers Association. CUSIP information herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are provided for convenience of reference only. None of the Authority, the Dealer Manager, or the Information and Tender Agent nor their respective agents or counsel assumes responsibility for the accuracy of such numbers.

<sup>\*\*</sup> UST due 08/15/2045 will be auctioned on August 20, 2025. Coupon subject to change. Illustrative Reference Yield based on bid yield on U.S. Treasury Security 5.000% due 05/15/2045 (CUSIP: 912810UL0)

## ATTACHMENT B

## ILLUSTRATIVE PURCHASE PRICE

THIS EXAMPLE IS BEING PROVIDED FOR CONVENIENCE ONLY AND IS NOT TO BE RELIED UPON BY A BONDHOLDER AS AN INDICATION OF THE PURCHASE YIELD OR PURCHASE PRICES THAT MAY BE ACCEPTED BY MSBA.

Based on these Reference Treasury Security yields as of August 14, 2025, the following Purchase Prices of Taxable Target Bonds would be derived:

		Maturity		Illustrative Reference		Illustrative Purchase	Illustrative Offer Purchase Price
Series	CUSIP	Date	Reference Treasury Security	Yield	Fixed Spreads	Yield	(% of Principal Amount)
Series 2019B Bonds	576000XF5	10/15/2026	UST 3.875% due 07/31/2027 CUSIP:91282CNP2	3.735%	-17.5 bps	3.560%	98.762
Series 2019B Bonds	576000XG3	10/15/2027	UST 3.875% due 07/31/2027 CUSIP:91282CNP2	3.735%	-12.5 bps	3.610%	97.671
Series 2019B Bonds	576000XH1	10/15/2028	UST 3.625% due 08/15/2028 CUSIP:91282CNU1	3.700%	-5.0 bps	3.650%	96.872
Series 2019B Bonds	576000XJ7	10/15/2029	UST 3.875% due 07/31/2030 CUSIP:91282CNN7	3.815%	-10.0 bps	3.715%	96.065
Series 2019B Bonds	576000XK4	10/15/2030	UST 3.875% due 07/31/2030 CUSIP:91282CNN7	3.815%	-5.0 bps	3.765%	95.422
Series 2019B Bonds	576000XL2	10/15/2031	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	4.026%	-15.0 bps	3.876%	94.577
Series 2019B Bonds	576000XM0	10/15/2032	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	4.026%	-5.0 bps	3.976%	93.822
Series 2019B Bonds	576000XN8	10/15/2033	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	-20.0 bps	4.087%	93.035
Series 2019B Bonds	576000XP3	10/15/2034	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	-10.0 bps	4.187%	92.354
Series 2019B Bonds	576000XQ1	10/15/2040	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	+30.0 bps	4.587%	88.683
Series 2020B Bonds	576000ZF3	8/15/2026	UST 3.875% due 07/31/2027 CUSIP:91282CNP2	3.735%	-17.5 bps	3.560%	97.849
Series 2020B Bonds	576000ZG1	8/15/2027	UST 3.875% due 07/31/2027 CUSIP:91282CNP2	3.735%	-12.5 bps	3.610%	95.746
Series 2020B Bonds	576000ZH9	8/15/2028	UST 3.625% due 08/15/2028 CUSIP:91282CNU1	3.700%	-5.0 bps	3.650%	94.125
Series 2020B Bonds	576000ZJ5	8/15/2030	UST 3.875% due 07/31/2030 CUSIP:91282CNN7	3.815%	-10.0 bps	3.715%	92.633
Series 2020B Bonds	576000ZK2	8/15/2031	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	4.026%	-15.0 bps	3.876%	88.988
Series 2020B Bonds	576000ZL0	8/15/2032	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	4.026%	-5.0 bps	3.976%	87.283
Series 2020B Bonds	576000ZM8	8/15/2033	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	-20.0 bps	4.087%	85.701
Series 2020B Bonds	576000ZN6	8/15/2034	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	-10.0 bps	4.187%	84.266
Series 2020B Bonds	576000ZP1	8/15/2035	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	+0.0 bps	4.287%	82.517
Series 2020C Bonds	576000ZW6	5/15/2043	UST 4.750% due 08/15/2045 CUSIP:912810UN6*	4.851%	-5.0 bps	4.801%	79.973
Series 2021A Bonds	576000A60	2/15/2027	UST 3.875% due 07/31/2027 CUSIP:91282CNP2	3.735%	-15.0 bps	3.585%	97.092
Series 2021A Bonds	576000A78	2/15/2028	UST 3.625% due 08/15/2028 CUSIP:91282CNU1	3.700%	-7.5 bps	3.625%	95.368
Series 2021A Bonds	576000A86	2/15/2029	UST 3.875% due 07/31/2030 CUSIP:91282CNN7	3.815%	-15.0 bps	3.665%	93.915
Series 2021A Bonds	576000A94	2/15/2030	UST 3.875% due 07/31/2030 CUSIP:91282CNN7	3.815%	-5.0 bps	3.765%	92.286
Series 2021A Bonds	576000B28	2/15/2031	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	4.026%	-20.0 bps	3.826%	90.911
Series 2021A Bonds	576000B36	2/15/2032	UST 4.000% due 07/31/2032 CUSIP:91282CNR8	4.026%	-10.0 bps	3.926%	89.741
Series 2021A Bonds	576000B44	2/15/2033	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	-25.0 bps	4.037%	88.336
Series 2021A Bonds	576000B51	2/15/2034	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	-15.0 bps	4.137%	86.711
Series 2021A Bonds	576000B69	2/15/2035	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	-5.0 bps	4.237%	85.096
Series 2021A Bonds	576000B77	2/15/2036	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	+5.0 bps	4.337%	83.911
Series 2021A Bonds	576000B85	2/15/2037	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	+15.0 bps	4.437%	82.803
Series 2021A Bonds	576000B93	2/15/2038	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	+25.0 bps	4.537%	81.302
Series 2021A Bonds	576000C27	2/15/2039	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	+35.0 bps	4.637%	80.321
Series 2021A Bonds	576000C35	2/15/2040	UST 4.250% due 08/15/2035 CUSIP:91282CNT4	4.287%	+42.5 bps	4.712%	79.125
Series 2021A Bonds	576000C43	2/15/2041	UST 4.750% due 08/15/2045 CUSIP:912810UN6*	4.851%	-5.0 bps	4.801%	77.843
Series 2021A Bonds	576000D42	2/15/2049	UST 4.750% due 08/15/2045 CUSIP:912810UN6*	4.851%	+30.0 bps	5.151%	70.944

<sup>\*</sup> UST due 08/15/2045 will be auctioned on August 20, 2025. Coupon subject to change. Illustrative Reference Yield based on bid yield on U.S. Treasury Security 5.000% due 05/15/2045 (CUSIP: 912810UL0).