

RHODE ISLAND HEALTH AND EDUCATIONAL BUILDING CORPORATION

MEETING OF THE BOARD OF DIRECTORS

DECEMBER 9, 2004

A Meeting of the Board of Directors of the Rhode Island Health and Educational Building Corporation was held on **Thursday, December 9, 2004 at 5:30 p.m.**, at the Corporation's office, 170 Westminster Street, Suite 1200, Providence, RI 02903.

Directors present: James Salome, Chairman; Ralph Ezovski, Vice Chairman; John Bentz, Treasurer and Jack Sullivan, Secretary.

Also present: Robert E. Donovan, the Corporation's Executive Director; Scott P. O'Malley, Chief Financial Officer; Emily Abrantes from Public Financial Management, Inc., Maureen Gurhigian, from First Southwest Co., Scott Gibson from Advest, Inc., the Corporation's Financial Advisors; Ellen Courneau, Esq., from Tillinghast Licht Perkins Smith & Cohen, LLP; Normand Benoit, Esq., from Partridge, Snow & Hahn and Jim McGuirk, Esq., from Edwards and Angell, the Corporation's Bond Counsel; and Tony Afonso, Esq., the Corporation's Legal Counsel.

1. APPROVAL OF THE MINUTES FROM NOVEMBER 4, 2004

It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Bentz to approve the Public Session Minutes of the Regular Meeting of November 4, 2004.

2. REVIEW THE EXECUTIVE DIRECTOR'S REPORT

A) Request for waiver from Partridge Snow & Hahn

Mr. Normand Benoit of Partridge Snow & Hahn requested that the Board of Directors approve their fee as bond counsel for the Times 2 Academy transaction. The fee is above the amount set by the Board however the transaction was more complicated then anticipated and additional time was needed to complete the bond issues. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Sullivan to approve the increase amount.

3. TO REVIEW THE FINANCIAL ADVISORS REPORT

Mr. Scott Gibson reviewed the final sales report of the recent bond issue for the Groden Center/Kingston Academy. He also updated the Board on the status of the bond issue for the Board of Governors.

Ms. Emily Abrantes reviewed the final sales report for the Times 2 Academy bond issue which was recently closed.

4. TO GRANT FINAL APPROVAL, SELECT A TRUSTEE AND AUTHORIZE THE BOND ISSUE FOR THE CATHOLIC SCHOOLS POOL PROGRAM

Ms. Maureen Gurghigian reviewed the Final Approval Memorandum for the Catholic Schools Pool bond issue. It will be an approximately \$28,800,000, variable rate bond issue. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Ezovski to grant Final Approval for the Catholic Schools Pool bond issue.

Jim McGuirk reviewed the Authorizing Resolution for the Catholic Schools Pool bond issue. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Ezovski to grant the Authorizing Resolution for the Catholic Schools Pool.

Mr. Donovan stated that after receiving proposals for Trustee for the Catholic Schools Pool bond it is recommended that Bank of New York be appointed as Trustee with US Bank as a back up. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Ezovski to appoint Bank of New York as Trustee with US Bank as back up.

5. TO GRANT FINAL APPROVAL, AUTHORIZING RESOLUTION AND SELECT THE FIRM TO PROVIDE THE FINANCING FOR THE KENT COUNTY/BUTLER LEASE

Ms. Emily Abrantes reviewed the Final Approval Memorandum for the Kent County/Butler Lease. It will be approximately \$5,250,000, fixed rate lease. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Sullivan to grant Final Approval for the Kent County/Butler Lease.

Ms. Ellen Courneau reviewed the Authorizing Resolution for the Kent County/Butler Lease. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Sullivan to grant Authorizing Resolution for the Kent County/Butler Lease.

Mr. Donovan requested that the Board appoint Bank of America as lender for the Kent County/Butler Lease. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Bentz to appoint Bank of America as lender for the Kent County/Butler Lease.

6. TO GRANT PRELIMINARY APPROVAL FOR THE MEETING STREET SCHOOL BOND ISSUE

Ms. Maureen Gurghigian reviewed the Preliminary Approval for Meeting Street School. It will be approximately \$14,500,000 variable rate bond issue. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Bentz to grant Preliminary Approval for Meeting Street School.

7. TO GRANT FINAL APPROVAL AND AUTHORIZE THE BOND ISSUES FOR THE BOARD OF GOVERNORS

Mr. Scott Gibson reviewed the Final Approval Memorandum for two Board of Governors bond issues. They total approximately \$5,300,000 and will both be fixed rate issues. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Ezovski to grant Final Approval for the Board of Governors bond issue.

Ms. Ellen Courneau reviewed the Authorizing Resolution for the Board of Governors bond issue. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Sullivan to grant Authorizing Resolution Board of Governors bond issue.

8. TO ADOPT A MEETING SCHEDULE FOR CALENDAR YEAR 2005

Mr. Donovan stated that under State Law the Corporation is obligated to submit a monthly Board meeting schedule for the 2005 calendar year. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Sullivan to approve the Board meeting schedule for the 2005 calendar year.

9. TO CONSIDER GRANT REQUEST

- A) Arts in Education**
- B) Prevent Child Abuse**
- C) Childhood Lead Action**
- D) Children Friends & Services**
- E) Salve Regina University**

Mr. Donovan stated over the past three years the Corporation has provided grants through its Arts in Education program for students to experience various art forms as part of their education. The four organizations receiving the grants, RI Philharmonic, Providence Performing Arts, Trinity Repertory Company and Festival Ballet have been able to allow over 40,000 students per year to attend performances or have in school exposure to the arts. It is requested that the Board consider approving grants of \$25,000 for the RI Philharmonic, \$25,000 for PPAC, \$20,000 for Trinity and \$15,000 for Festival of Ballet. It is also requested that the Board renew the Arts in Education program for another three year term. After some discussion, it was recommended by the Board that the grant for the Festival Ballet be increased to \$20,000. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Bentz to approve the grant and increase the amount for the Festival Ballet for the Arts in Education for three years.

Mr. Donovan stated that the Corporation has received a grant application from Prevent Child Abuse RI for a \$10,000 grant which would be used to produce educational material and conduct training sessions with primary care physicians to expand the programs. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Bentz to approve the \$10,000 grant for Prevent Child Abuse RI.

Mr. Donovan stated that the Corporation has received a grant application for \$7,500 from the Childhood Lead Action Project to expand their newsletter distribution and information outreach. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Bentz to approve the \$7,500 grant for the Childhood Lead Action Project.

Mr. Donovan stated that the Corporation has received a request from Children Friends & Service to help with the development of Early Childhood Mental Health Institution. The program will develop a curriculum for cross training early childhood and mental health professionals to deliver these services. The organization has requested \$15,000 which is above the program limit, therefore it is requested that the Board consider approving \$10,000 towards this program. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Bentz to approve the \$10,000 grant for Children Friends & Service.

Mr. Donovan stated The Corporation has received a grant request from Salve Regina University for a new program in partners with high schools to allow students access to educational opportunities in law enforcement and public safety. The initial phase of the program will be a partnership with Woonsocket High School to educate students in the field of Administration of Justice. It is requested that the Board consider giving approval for a grant of \$9,750 for this program. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Bentz to approve the \$9,750 grant for Salve Regina University.

10. TO CONSIDER ANY OTHER BUSINESS TO COME PROPERLY BEFORE BOARD

There being no other business to come before the Board, it was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Jeffrey, to adjourn at 6:20 PM.

Submitted