

**RHODE ISLAND HEALTH AND EDUCATIONAL BUILDING
CORPORATION**

MEETING OF THE BOARD OF DIRECTORS

November 4, 2004

A Meeting of the Board of Directors of the Rhode Island Health and Educational Building Corporation was held on **Thursday, November 4, 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 Douglas Jeffrey Sr., Assistant Treasurer.

Also present: Robert E. Donovan, the Corporation's Executive Director; Scott P. O'Malley, Chief Financial Officer; Emily Abrantes from Public Financial Management, Inc., Steve Maceroni, 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 SEPTEMBER 23, 2004

It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Jeffrey to approve the Public Session Minutes of the Regular Meeting of September 23, 2004.

2. REVIEW THE EXECUTIVE DIRECTOR'S REPORT

Mr. Donovan stated that the Audit Report was approved by the Auditor Generals office and that copies were sent to the appropriate governmental offices.

3. TO REVIEW THE FINANCIAL ADVISORS REPORT

Mr. Gibson report on the Board of Governors bond issue scheduled for early December.

4. TO GRANT PRELIMINARY APPROVAL FOR BOARD OF GOVERNOR'S BOND ISSUE

Mr. Gibson reviewed the Preliminary Approval Memorandum for the Board of Governors. There will be two bond issue one for \$2.8 million and another for \$2.5 million. The proceeds will be used for the remodeling and reconstruction located at the Kingston Campus. They will be 15 year fixed rate bond issues. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Ezovski to grant Preliminary Approval for the Board of Governors bond issues.

5. TO GRANT FINAL APPROVAL AND ADOPT AN AUTHORIZING RESOLUTION FOR LANDMARK MEDICAL CENTER TAX-EXEMPT LEASE

Ms. Abrantes reviewed the Preliminary and Final Approval Memorandum for Landmark Medical Center Lease financing. It will be a 5 year fix rate lease for \$4,745,000. Following a discussion concerning the Corporation's policy for requiring the Tefra hearing to be conducted prior to Final Approval and Authorizing the financing, it was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Ezovski to grant Preliminary and Final Approval for the Landmark Medical Center tax-exempt lease financing subject to certification by the Chairman of no adverse comments at the public hearing.

Ms. Courneau reviewed the Authorizing Resolution for Landmark Medical Center Lease financing. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Ezovski to approve the Authorizing Resolution for Landmark Medical Center Lease financing subject to certification by the Chairman of no adverse comments at the public hearing.

6. TO ACCEPT AN APPLICATION FOR TAX-EXEMPT LEASE FINANCING FOR KENT HOSPITAL/BUTLER HOSPITALS AND APPOINT A FINANCIAL ADVISOR AND BOND COUNSEL

Mr. Donovan stated that the Corporation received an application from Kent and Butler Hospitals for a \$6.8 million tax-exempt lease financing for medical equipment. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Ezovski to accept the tax-exempt lease financing application from Kent Hospital/Butler Hospital.

Mr. Donovan requested that Public Financial Management be appointed as Financial Advisors for Kent Hospital/Butler Hospital. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Jeffrey to appoint Public Financial Management as Financial Advisor for Kent Hospital/Butler Hospital.

Mr. Donovan requested that Tillinghast Licht Perkins Smith & Cohen be appointed as Bond Counsel for Kent Hospital/Butler Hospital. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Bentz to appoint Tillinghast Licht Perkins Smith & Cohen be appointed as Bond Counsel for Kent Hospital/Butler Hospital.

7. TO ACCEPT AN APPLICATION FROM MEETING STREET SCHOOL AND APPOINT A FINANCIAL ADVISOR AND BOND COUNSEL

Mr. Donovan stated that the Corporation received an application from Meeting Street School for a \$14,500,000 million bond financing. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Jeffrey to accept application from Meeting Street School.

Mr. Donovan requested that First Southwest Company be appointed as Financial Advisors for Meeting Street School. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Jeffrey to appoint First Southwest Company as Financial Advisor for Meeting Street School.

Mr. Donovan requested that Edwards & Angell be appointed as Bond Counsel Meeting Street School. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Bentz to appoint Edwards & Angell be appointed as Bond Counsel for Meeting Street School.

8. TO APPOINT AN UNDERWRITER FOR THE DIOCESES OF PROVIDENCE BOND ISSUE

Mr. Donovan stated that following a review of the proposals received from investment banking firms and after interviewing three firms, it is requested that the Board appoint Bank of America as the underwriter for the Diocese of Providence bond issue. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Jeffrey to appoint Bank of America as the underwriter for the Diocese of Providence bond issue.

9. TO CONSIDER ANY OTHER BUSINESS TO COME PROPERLY BEFORE THE BOARD

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

Submitted