

**RHODE ISLAND HEALTH AND EDUCATIONAL
BUILDING CORPORATION**

MEETING OF THE BOARD OF DIRECTORS

MARCH 9, 2006

A Meeting of the Board of Directors of the Rhode Island Health and Educational Building Corporation was held on **Thursday, March 9, 2006 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, Assistant Treasurer.

Also present: Robert E. Donovan, the Corporation's Executive Director; June Matte, from Public Financial Management, Inc., Maureen Gurghigian, from First Southwest Co., the Corporation's Financial Advisors; Karen Grande, Esq., from Tillinghast Licht LLP; Normand Benoit, Esq., from Partridge, Snow & Hahn; James McGuirk, Esq., from Edwards Angell Palmer & Dodge LLP the Corporation's Bond Counsel; and Antonio Afonso, Esq., from Moses Afonso Jackvony, Ltd. the Corporation's Legal Counsel.

1. APPROVAL OF THE MINUTES FROM FEBRUARY 16, 2006

It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Jeffrey to approve the Public Session Minutes of the Regular Meeting of February 16, 2006.

2. TO REVIEW THE EXECUTIVE DIRECTOR'S REPORT

A) To select firms to act as Bond Counsel, Financial Advisors, General Counsel and Auditor

Mr. Donovan requested that following the review of the proposals and interviews conducted by the Selection Committee that the Board appoints Tillinghast Licht, Partridge Snow & Hahn, LLP and Edwards Angell Palmer & Dodge as the Corporations Bond Counsel for a term of one year with an option at RIHEBC's sole discretion to serve an additional year. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Bentz to appoint Tillinghast Licht, Partridge Snow & Hahn, LLP and Edwards Angell Palmer & Dodge as the Corporations Bond Counsel for a term of one year with an option at RIHEBC's sole discretion to serve an additional year.

Mr. Donovan requested that following the review of the proposals and interviews conducted by the Selection Committee that the Board appoints Public Financial Management and First Southwest Company as the Corporations Financial Advisors for a term of one year with an option at RIHEBC's sole discretion to serve an additional year. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Ezovski to

appoint Public Financial Management and First Southwest Company as the Corporations Financial Advisors for a term of one year with an option at RIHEBC's sole discretion to serve an additional year.

Mr. Donovan requested that following the review of the proposals and interviews conducted by the Selection Committee that the Board appoints Moses Afonso Jackvony, LLP as General Counsel for a term of one year with an option at RIHEBC's sole discretion to serve an additional year. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Bentz to appoint Moses Afonso Jackvony, LLP General Counsel for a term of one year with an option at RIHEBC's sole discretion to serve an additional year.

Mr. Donovan requested that following the review of the proposals and interviews conducted by the Selection Committee that the Board appoints Prescott Chatellier Fontaine Wilkinson as Auditors for a term of one year with an option at RIHEBC's sole discretion to serve an additional year. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Jeffrey to appoint Prescott Chatellier Fontaine Wilkinson as Auditors for a term of one year with an option at RIHEBC's sole discretion to serve an additional year.

B) To authorize the purchase of Directors and Officers Liability Insurance

Mr. Donovan stated that every year the Corporation is required to request proposals from companies willing to provide Directors and Officers Liability Insurance. After reviewing the proposals the best coverage and price was from the current provider National Union Fire Insurance Company. It is requested that based on the proposal the Board approve obtaining D&O Insurance in the amount of \$15 million. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Bentz to obtain \$15 million in D& O Insurance as contained in the proposal presented by Mr. Donovan.

C) To consider a request from Partridge Snow & Hahn

Mr. Benoit request consideration of a waiver from the Bond Counsel fee cap for the recent bond issues for South County Hospital and Lifespan due to their complexity and changes. After additional discussion it was unanimously voted, upon motion of Mr. Bentz, seconded by Ezovski to approve a waiver of the cap and approve a fee of \$99,717.86 for the South County Hospital transaction and \$94,432.66 for the Lifespan transaction.

3. TO REVIEW THE FINANCIAL ADVISORS REPORT

June Matte presented the results of the South County Hospital bond issue.

4. TO SELECT AN UNDERWRITER FOR THE BLACSTONE VALLEY COMMUNITY HEALTH CENTER

Deferred

5. TO GRANT PRELIMINARY APPROVAL FOR THE PROVIDENCE COLLEGE BOND ISSUE

Ms. Maureen Gurghigian reviewed the Preliminary Approval for the Providence College Bond Issue. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Jeffrey to grant Preliminary Approval for the Providence College Bond Issue.

Mr. Ezovski excuses himself from the Board Meeting after the Providence College vote.

6. TO GRANT PRELIMINARY APPROVAL FOR THE SECOND SCHOOL BOND ISSUE

Ms. Maureen Gurghigian reviewed the Preliminary Approval for the Cluny School Project. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Jeffrey to grant Preliminary Approval for the Cluny School Project.

Ms. Maureen Gurghigian reviewed the Preliminary Approval for the Prout School Project. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Jeffrey to grant Preliminary Approval for the Prout School Project.

Ms. Maureen Gurghigian reviewed the Preliminary Approval for St. Raphael Academy School Pool Project. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Bentz to grant Preliminary Approval for the St. Raphael Academy School Pool Project.

Ms. Maureen Gurghigian reviewed the Preliminary Approval for the Salve Regina University School Pool Project. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Jeffrey to grant Preliminary Approval for the Salve Regina University School Pool Project.

7. TO GRANT PRELIMINARY APPROVAL FOR THE MUNICIPAL SCHOOL BOND ISSUE

Ms. Maureen Gurghigian reviewed the Preliminary Approval for the Pawtucket Municipal School Bond Issue. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Bentz to grant Preliminary Approval for the Pawtucket Municipal School Bond Issue.

Ms. Maureen Gurghigian reviewed the Preliminary Approval for the Bristol Warren Regional Municipal School Bond Issue. It was unanimously voted, upon motion of

Mr. Jeffrey, seconded by Mr. Bentz to grant Preliminary Approval for the Bristol Warren Regional Municipal School Bond Issue.

Ms. Maureen Gurghigian reviewed the Preliminary Approval for the Burrillville Municipal School Bond Issue. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Jeffrey to grant Preliminary Approval for the Burrillville Municipal School Bond Issue.

8. TO ACCEPT APPLICATIONS FROM NEW SHOREHAM AND PORTSMOUTH FOR INCLUSIONS IN THE MUNICIPAL BOND FINANCING

New Shoreham –Deferred

Mr. Donovan stated that the Corporation received an application from the Town of Portsmouth for inclusion in the municipal bond financing. It is requested that the Board accept the application. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Bentz to accept the application from the Town of Portsmouth.

9. 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. Bentz, seconded by Mr. Jeffrey, to adjourn at 6:15 PM.

Submitted