

**RHODE ISLAND HEALTH AND EDUCATIONAL
BUILDING CORPORATION**

MEETING OF THE BOARD OF DIRECTORS

SEPTEMBER 14, 2006

A Meeting of the Board of Directors of the Rhode Island Health and Educational Building Corporation was held on **Thursday, September 14, 2006 at 5:30 p.m.**, at the Corporation's office, 170 Westminster Street, Suite 1200, Providence, RI 02903.

Directors present: James Salome, Chairman; John Bentz, Treasurer, Douglas Jeffrey Assistant Treasurer and Jack Sullivan, Secretary.

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

1. APPROVAL OF THE MINUTES FROM AUGUST 2, 2006

It was unanimously voted upon motion by Mr. Sullivan, seconded by Mr. Jeffrey to approve the Public Session Minutes of the Regular Meeting of August 2, 2006.

2. TO REVIEW THE EXECUTIVE DIRECTOR'S REPORT

A) Election of Officers

Mr. Donovan stated that In accordance with the By Laws of the Corporation, each year the Board is required to elect a Chairman, Vice Chairman, Secretary, Treasurer, Assistant Treasurer and an Assistant Secretary. It was unanimously voted, upon motion of Mr. Bentz, second by Mr. Jeffrey to appoint James Salome as Chairman, Ralph Ezovski as Vice Chairman, Jack Sullivan as Secretary, John Bentz as Treasurer, Douglas Jeffrey Sr. as Assistant Treasurer and Robert Donovan as Assistant Secretary.

B) Authorize a Custodial Account

Mr. Donovan requested that the Board authorize the creation of a custodial account with Wells Fargo Corporate Trust to handle the receipt and disbursement of school housing aid received from the state. Mr. Afonso presented the Resolution authorizing the account. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Bentz to adopt the Resolution authorizing the account.

C) Authorization for Legal Fees

Mr. Donovan reviewed the amount of legal fees incurred by RIHEBC to develop the documentation for the public school program. As with other programs, the development of the documentation is an upfront cost and they will be used for all subsequent financings. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Bentz to authorize the payment of the additional fees in the amount of \$20,733.35 for Tillinghast Licht and \$53,509.16 for Edwards Angell Palmer Dodge.

3. TO REVIEW THE FINANCIAL ADVISORS REPORT

Mr. Steve Maceroni updated the Board on the pending bond sale for Roger Williams University and for CFS of Newport.

4. TO ACCEPT AN APPLICATION FROM HOME & HOSPICE OF RI AND HOSPICE CARE OF RI AND APPOINT BOND COUNSEL AND FINANCIAL ADVISOR

Mr. Donovan stated that the Corporation received application from Home & Hospice of RI for a bond issue. It is requested that the Board accept the application. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Sullivan to accept the application for Home & Hospice of RI bond issue.

Mr. Donovan requested that the Board appoint Tillinghast Licht as Bond Counsel for the Home & Hospice of RI bond issue. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Sullivan to appoint Tillinghast Licht as Bond Counsel for the Home & Hospice of RI bond issue.

Mr. Donovan requested that the Board appoint First Southwest as Financial Advisor for the Home & Hospice of RI bond issue. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Sullivan to appoint First Southwest as Financial Advisor for the Home & Hospice of RI bond issue.

5. TO ACCEPT THE FINANCIAL AUDIT FOR THE CORPORATION

Mr. Wilkinson of Prescott, Chatellier, Fontaine and Wilkinson, LLP present their finds of the results of their audit of the Corporations finances for the fiscal year ending June 30, 2006. The audit found no material problems, reportable conditions or adjustment proposed. It was unanimously voted, upon motion by Mr. Bentz, seconded by Mr. Sullivan to accept the financial statements for the Corporation contingent on the acceptance of the statements by the Auditor General.

6. TO GRANT PRELIMINARY APPROVAL AND TO SELECT A FIRM TO SERVE AS THE COMMERCIAL PAPER DEALER FOR BROWN UNIVERSITY

Ms. June Matte reviewed the Preliminary Approval for Brown University bond issue. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Sullivan to grant Preliminary Approval for Brown University.

Mr. Donovan stated that after review of the various proposals it is requested by Brown University that the Board appoint Goldman, Sachs & Co., as commercial paper dealer for Brown University. It was unanimously voted, upon motion of Mr. Bentz, second by Mr. Jeffrey to appoint Goldman, Sachs & Co. as commercial paper dealer for Brown University.

7. TO SELECT A FIRM AS SENIOR UNDERWRITER FOR THE NEIT FINANCING

Ms. June Matte reviewed the Underwriters Summary for the New England Institute of Technology. It is requested that Merrill Lynch be appointed as Senior Underwriter. It was unanimously voted, upon motion of Mr. Bentz, second by Mr. Jeffrey to appoint Merrill Lynch as Senior Underwriter for the New England Institute of Technology.

8. TO ACCEPT AN APPLICATION FROM NRI COMMUNITY SERVICES AND APPOINT BOND COUNSEL AND FINANCIAL ADVISOR

Mr. Donovan stated that the Corporation received application from NRI Community Services for a bond issue. It is requested that the Board accept the application. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Sullivan to accept the application for NRI Community Services bond issue.

Mr. Donovan requested that the Board appoint Edwards Angell Palmer & Dodge LLP as Bond Counsel for the NRI Community Services bond issue. It was unanimously voted, upon motion of Mr. Sullivan, seconded by Mr. Bentz to appoint Edwards Angell Palmer & Dodge LLP as Bond Counsel for the NRI Community Services bond issue.

Mr. Donovan requested that the Board appoint Public Financial Management as Financial Advisor for the NRI Community Services bond issue. It was unanimously voted, upon motion of Mr. Jeffrey, seconded by Mr. Sullivan to appoint Public Financial Management as Financial Advisor for the NRI Community Services 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. Sullivan, to adjourn at 6:20 p.m.

Submitted