

RHODE ISLAND HEALTH AND EDUCATIONAL BUILDING CORPORATION

MEETING OF THE BOARD OF DIRECTORS

May 8, 2008

A Meeting of the Board of Directors of the Rhode Island Health and Educational Building Corporation was held on **Thursday, May 8, 2008 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; Douglas Jeffrey, Assistant Treasurer; Terrence Biafore, Secretary

Also present: Robert E. Donovan, the Corporation's Executive Director; June Matte from Public Financial Management, Inc., Maureen Gurghigian and Steven Maceroni from First Southwest Co., the Corporation's Financial Advisors; Jim McGuirk from Edwards Angell Palmer & Dodge LLP, Normand Benoit from Partridge, Snow & Hahn, the Corporation's Bond Counsel and Antonio Afonso, Jr., Esq. from Moses Afonso, LTD, the Corporation Counsel.

1. APPROVAL OF THE MINUTES FROM APRIL 10, 2008

It was unanimously voted upon motion by Mr. Biafore, seconded by Mr. Bentz to approve the Public Session Minutes of the Regular Meeting of April 10, 2008.

2. TO REVIEW THE EXECUTIVE DIRECTOR'S REPORT

A) To consider a request from Partridge Snow & Hahn concerning fees

Mr. Donovan reported on a request from Partridge Snow & Hahn for additional fees related to the Care New England bond issue. The transaction was more complicated and involved additional work to complete it. The institution does not have an objection to the additional fee.

It was unanimously voted upon motion of Mr. Bentz, seconded by Mr. Jeffrey to accept the request from Partridge Snow & Hahn.

B) To ratify the assignment of co-managers for the Public School Bond Issue

Mr. Donovan explained that when the Board authorized the Public School bond issue at the prior meeting, it was not clear that co-managers were appointed in addition to the Senior managing underwriter. The co-managers; Bank of America; Oppenheimer and Co. and Roosevelt and Cross were on the prior transactions and participated in this issue.

It was unanimously voted upon motion of Mr. Ezovski, seconded by Mr. Bentz to ratify the assignment of co-managers for the Public School Bond Issue.

Mr. Donovan also reported on legislation currently being considered by the General Assembly which will impact the Corporation. The most significant one being the 2009 Budget legislation that appropriates Corporation funds.

3. TO REVIEW THE FINANCIAL ADVISOR REPORTS

Maureen Gurghigian reviewed the recently completed refunding bond issue for Providence College.

4. TO ACCEPT AN APPLICATION FROM ROGER WILLIAMS UNIVERSITY AND TO APPOINT BOND COUNSEL AND A FINANCIAL ADVISOR

Mr. Donovan stated that the Corporation received an application from Roger Williams University for a Bond Issue. It is requested that the Board accept the application. It was unanimously voted upon motion of Mr. Ezovski, seconded by Mr. Bentz to accept the application from Roger Williams University.

Mr. Donovan requested that the Board appoint Edwards Angell Palmer & Dodge LLP as Bond Counsel for the Roger Williams University Bond Issue. It was unanimously voted, upon motion of Mr. Biafore, seconded by Mr. Jeffrey to appoint Edwards Angell Palmer & Dodge LLP as Bond Counsel for Roger Williams University.

Mr. Donovan requested that the Board appoint Public Financial Management as a Financial Advisor for the Roger Williams University Bond Issue. It was unanimously voted upon motion of Mr. Jeffrey, seconded by Mr. Biafore to appoint Public Financial Management as a Financial Advisor for Roger Williams University.

5. TO APPOINT AN UNDERWRITER FOR JOHNSON AND WALES UNIVERSITY

Mr. Donovan requested that the Board Appoint Bank of America as an Underwriter for Johnson and Wales University. It was unanimously voted, upon motion of Mr. Biafore, seconded by Mr. Bentz to Appoint Bank of America as an Underwriter for Johnson and Wales University.

6. TO ACCEPT AN APPLICATION FROM THE EXETER-WEST GREENWICH REGIONAL SCHOOL DISTRICT AND TO APPOINT BOND COUNSEL AND A FINANCIAL ADVISOR

Mr. Donovan stated that the Corporation received an application from the Exeter-West Greenwich Regional School District for a Bond Issue. It is requested that the Board accept the application. Upon motion of Mr. Ezovski, seconded by Mr. Jeffrey to accept the application from Exeter-West Greenwich it was open for discussion. Mr. Bentz expressed his concerns that the Corporation must be sure that it closely examine the communities' ability to repay the bonds and not just approve the transaction. Currently several communities will need to seek waivers to increase taxes to support their operations and that school bonds add to the problem. He wants to make sure that the Corporation is meeting its obligations to determine the financial viability of the project.

Mr. Benoit mentioned from a legal standpoint since these bonds are backed by a General obligation pledge of the community, it would be required to raise taxes to pay the debt which does place more burden on the taxpayer, however it also was debt authorized by the same taxpayers. Mr. Bentz while supporting the school bond issues, wants to make sure that the Corporation thoroughly conducts a financial analysis of each community. There being no further discussion, it was unanimously voted to accept the application.

Mr. Donovan requested that the Board appoint Edwards Angell Palmer & Dodge LLP as Bond Counsel for the Exeter-West Greenwich Regional School District Bond Issue. It was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Bentz to appoint Angell Palmer & Dodge LLP as Bond Counsel for Exeter-West Greenwich.

Mr. Donovan requested that the Board appoint First Southwest Company as a Financial Advisor for the Exeter-West Greenwich Regional School District Bond Issue. It was unanimously voted upon motion of Mr. Ezovski, seconded by Mr. Jeffrey to appoint First Southwest Company as a Financial Advisor for Exeter-West Greenwich.

7. A) TO ADOPT AN AUTHORIZING RESOLUTION FOR A DIRECT LOAN FOR THE TOWN OF PORTSMOUTH SCHOOL PROJECT

Mr. Donovan reviewed the Authorizing Resolution for a Direct Loan for the Town of Portsmouth. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Ezovski to adopt the Authorizing Resolution for the Town of Portsmouth.

B) TO ACCEPT TWO APPLICATIONS FROM THE TOWN OF PORTSMOUTH AND APPOINT BOND COUNSEL AND A FINANCIAL ADVISOR

Mr. Donovan stated that the Corporation received two applications from the Town of Portsmouth for Bond Issues. It is requested that the Board accept the applications. It was unanimously voted upon motion of Mr. Ezovski, seconded by Mr. Bentz to accept the applications from Portsmouth.

Mr. Donovan requested that the Board appoint Edwards Angell Palmer & Dodge LLP as Bond Counsel for the Portsmouth Bond Issues. It was unanimously voted, upon motion of Mr. Biafore, seconded by Mr. Ezovski to appoint Edwards Angell Palmer & Dodge LLP as Bond Counsel for Portsmouth.

Mr. Donovan requested that the Board appoint First Southwest Company as a Financial Advisor for the Portsmouth Bond Issues. It was unanimously voted upon motion of Mr. Jeffrey, seconded by Mr. Bentz to appoint First Southwest Company as a Financial Advisor for Portsmouth.

8. TO GRANT PRELIMINARY APPROVAL FOR THE ST. MICHAEL'S COUNTRY DAY SCHOOL

Ms. Gurghigian reviewed the Preliminary Approval Memorandum for the St. Michael's Country Day Bond Issue. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Ezovski to Grant Preliminary Approval for St. Michael's Country Day School.

9. TO GRANT PRELIMINARY APPROVAL FOR THE TIVERTON SCHOOL BOND ISSUE

Mr. Maceroni reviewed the Preliminary Approval Memorandum for the Tiverton School Bond Issue. It was unanimously voted, upon motion of Mr. Biafore, seconded by Mr. Bentz to Grant Preliminary Approval for Tiverton.

10. TO GRANT PRELIMINARY AND FINAL APPROVAL FOR THE NEW ENGLAND INSTITUTE OF TECHNOLOGY 2004 BOND ISSUE AND ADOPT AND AUTHORIZING RESOLUTION

Ms. Matte reviewed the Preliminary Approval Memorandum for the New England Institute of Technology Bond Issue. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Ezovski to grant Preliminary Approval for the New England Institute of Technology.

Ms. Matte reviewed the Final Approval Memorandum for the New England Institute of Technology Bond Issue. It was unanimously voted, upon motion of Mr. Biafore, seconded by Mr. Ezovski to grant Final Approval for the New England Institute of Technology.

Mr. Benoit reviewed the Authorizing Resolution for the New England Institute of Technology Bond Issue. It was unanimously voted, upon motion of Mr. Bentz, seconded by Mr. Ezovski to adopt the Authorizing Resolution for the New England Institute of Technology.

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

It was unanimously voted upon motion of Mr. Ezovski, seconded by Mr. Biafore, to move to Executive Session in accordance with Rhode Island Open Meeting Law, specifically 42-46-5(a)(2) and (a)(7) of the General Laws of Rhode Island 1956 (1993 Reenactment) as amended as it related to litigation and investment of public funds.

Upon returning from Executive Session no votes or actions were reported.

There being no other business to come before the Board, it was unanimously voted, upon motion of Mr. Ezovski, seconded by Mr. Bentz, to adjourn at 6:30 PM.

Submitted