Rhode Island Health and Educational Building Corporation

1966-2012

Financing Facilities for a Better Future

MEETING OF THE BOARD OF DIRECTORS

JUNE 14, 2012

A Meeting of the Board of Directors of the Rhode Island Health and Educational Building Corporation was held on **Thursday, June 14, 2012 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 Terrance Biafore, Jr., Secretary

Also present: Robert Donovan, the Corporation's Executive Director; Scott O'Malley, the Corporation's Chief Financial Officer; Emily Glynn, the Corporation's Executive Assistant; Peter Scoliard from Public Financial Management, Inc., Maureen Gurghigian from First Southwest Co., the Corporation's Financial Advisors; Karen Grande from Edwards Wildman Palmer LLP, Normand Benoit from Partridge, Snow & Hahn LLP, Paul Campellone from Adler Pollock & Sheehan P.C., Adam Gwaltney from Hinckley Allen & Snyder LLP, the Corporation's Bond Counsel; and Antonio Afonso, Jr. from Moses Afonso, LTD, the Corporation's Counsel.

1. **TO APPROVE THE PUBLIC SESSION MINUTES OF THE MEETING HELD ON MAY 10, 2012**
   It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz, to approve the Public Session Minutes of the Regular Meeting of May 10, 2012.

2. **TO REVIEW THE EXECUTIVE DIRECTOR'S REPORT**

   A) **TO ADOPT A CORPORATION BUDGET FOR FISCAL YEAR 2013**
   Mr. Donovan presented the projected financial results for the Corporation for the 2012 fiscal year and the proposed budget for fiscal year 2013.

   The Corporation will complete 19 financings totaling $322,770,000 million during the current fiscal year 2012. The Corporation is also currently working on 5 additional financings of approximately $340 million which should be completed in fiscal year 2013.

   The budget for the fiscal year beginning July 1, 2012 anticipates that the Corporation will complete 9 financings totaling approximately $200 million. Revenues for the period should be approximately $2.4 million which reflects the activity of the prior year's bond issuance and continued low interest rates on investments. Expense items have been changed when necessary to reflect any anticipated increases, however most expenses are anticipated to remain near current levels. Net income is estimated to be $457,700.

Mr. Donovan requested that the Board adopt the Budget for the 2013 fiscal year. It was unanimously voted, upon motion by Mr. Bentz, seconded by Mr. Ezovski to adopt the Budget as presented.

B) DESIGNATION OF FUND BALANCES

Mr. Donovan stated that prior to the end of each fiscal year the Board designates specific purposes for the Corporation's funds. Based upon the anticipated income for this fiscal year, it is requested that the Board considers the Designation of Funds. It was unanimously voted, upon motion by Mr. Biafore, seconded by Mr. Bentz to approve the designation of funds as proposed.

C) TO CONSIDER A REQUEST FROM EDWARDS WILDMAN PALMER LLP CONCERNING NORTH KINGSTOWN AND THE GREENE SCHOOL

This item was deferred.

3. TO REVIEW THE FINANCIAL ADVISOR'S REPORT

Ms. Gurghigian provided the Board with a credit report from Standard & Poor's.

4. A) TO GRANT FINAL APPROVAL AND ADOPT AN AUTHORIZING RESOLUTION FOR THE CITY OF EAST PROVIDENCE ISSUE, SERIES 2012 B

Ms. Gurghigian presented the Final Approval Memorandum for the City of East Providence bond issue. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz, to grant Final Approval for the City of East Providence bond issue.

Ms. Grande explained that because it has not been determined whether the financing will be publicly offered or privately placed, two Resolutions will be presented for the Board's consideration allowing the financing to proceed when the type of sale is determined.

Ms. Grande presented the Authorizing Resolution for the City of East Providence publicly offered bond issue. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz, to adopt the Authorizing Resolution for the City of East Providence publicly offered bond issue.

Ms. Grande then presented the Authorizing Resolution for the City of East Providence privately placed bond issue. It was unanimously voted upon motion by Mr. Bentz, seconded by Mr. Biafore, to adopt the Authorizing Resolution for the City of East Providence privately placed bond issue.

It was then noted by Mr. Afonso that only one Resolution not to exceed $15 million will be effective once the type of sale is determined.

B) TO APPROVE A LOAN FOR THE CITY OF EAST PROVIDENCE

Ms. Gurghigian presented the Approval Memorandum for the City of East Providence direct loan. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz, to grant Approval for the City of East Providence direct loan.

Ms. Grande presented the Authorizing Resolution for the City of East Providence direct loan. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz, to adopt the Authorizing Resolution for the City of East Providence direct loan.

5. **TO ACCEPT AN APPLICATION FROM PROVIDENCE COLLEGE AND APPOINT BOND COUNSEL AND A FINANCIAL ADVISOR**

Mr. Donovan stated that the Corporation received an application for financing from Providence College for a bond issue. It was requested that the Board accept the application. It was unanimously voted upon motion by Mr. Biafore, seconded by Mr. Bentz, to accept the application from Providence College.

Mr. Donovan requested that the Board appoint Edwards Wildman Palmer LLP as Bond Counsel for the Providence College bond issue. It was unanimously voted upon motion by Mr. Biafore, seconded by Mr. Ezovski, to appoint Edwards Wildman Palmer LLP as Bond Counsel for the Providence College bond issue.

Mr. Donovan requested that the Board appoint First Southwest Company as Financial Advisor for the Providence College bond issue. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz, to appoint First Southwest Company as Financial Advisor for the Providence College bond issue.

6. **TO GRANT PRELIMINARY AND FINAL APPROVAL AND ADOPT AN AUTHORIZING RESOLUTION FOR THE RHODE ISLAND SCHOOL OF DESIGN ISSUE, SERIES 2012 B**

Mr. Ezovski then recused himself from all actions relating to Rhode Island School of Design.

Mr. Scoliard presented the Preliminary and Final Approval Memorandum for the Rhode Island School of Design bond issue. It was unanimously voted upon motion by Mr. Bentz, seconded by Mr. Biafore, to grant Preliminary and Final for the Rhode Island School of Design bond issue.

Mr. Benoit presented the Authorizing Resolution for the Rhode Island School of Design bond issue. It was unanimously voted upon motion by Mr. Bentz, seconded by Mr. Biafore, to adopt the Authorizing Resolution for the Rhode Island School of Design bond issue.

Mr. Donovan requested that the Board appoint Oppenheimer & Co., Janney Montgomery Scott and J.P. Morgan to serve as Co-Managers for the Rhode Island School of Design bond issue. It was unanimously voted upon motion by Mr. Biafore, seconded by Mr. Bentz, to appoint Oppenheimer & Co., Janney Montgomery Scott and J.P. Morgan to serve as Co-Managers for the Rhode Island School of Design bond issue.

7. **A) TO GRANT FINAL APPROVAL FOR THE BROWN UNIVERSITY ISSUE, SERIES 2012 AND THE BROWN UNIVERSITY COMMERCIAL PAPER NOTES**

Mr. Scoliard presented the Final Approval Memorandum for the Brown University bond issue and commercial paper notes. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz, to grant Final Approval for the Brown University bond issue and commercial paper notes.

B) TO ADOPT AN AUTHORIZING RESOLUTION FOR THE BROWN UNIVERSITY ISSUE, SERIES 2012

Mr. Gwaltney presented the Authorizing Resolution for the Brown University bond issue. It was unanimously voted upon motion by Mr. Bentz, seconded by Mr. Ezovski, to adopt the Authorizing Resolution for the Brown University bond issue.

C) TO ADOPT AN AUTHORIZING RESOLUTION FOR THE BROWN UNIVERSITY COMMERCIAL PAPER NOTES

Mr. Gwaltney presented the Authorizing Resolution for the Brown University commercial paper notes. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz, to adopt the Authorizing Resolution for the Brown University commercial paper notes.

8. TO GRANT FINAL APPROVAL AND ADOPT AN AUTHORIZING RESOLUTION FOR THE RHODE ISLAND BLOOD CENTER ISSUE, SERIES 2012

Ms. Gurghigian presented the Final Approval Memorandum for the Rhode Island Blood Center bond issue. It was unanimously voted upon motion by Mr. Biafore, seconded by Mr. Bentz, to grant Final Approval for the Rhode Island Blood Center bond issue.

Mr. Campellone presented the Authorizing Resolution for the Rhode Island Blood Center bond issue. It was unanimously voted upon motion by Mr. Biafore, seconded by Mr. Bentz, to adopt the Authorizing Resolution for the Rhode Island Blood Center bond issue.

9. A) TO APPOINT BOND COUNSEL FOR THE CORPORATION

It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Biafore to appoint Adler Pollock & Sheehan P.C., Edwards Wildman Palmer LLP, Hinckley Allen & Snyder LLP and Partridge Snow & Hahn LLP as Bond Counsel to the Corporation.

B) TO APPOINT FINANCIAL ADVISORS FOR THE CORPORATION

It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz to appoint First Southwest Company and Public Financial Management, Inc. as Financial Advisors to the Corporation.

C) TO APPOINT LEGAL COUNSEL FOR THE CORPORATION

It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Bentz to appoint Moses & Afonso, Ltd. as Legal Counsel to the Corporation.

D) TO APPOINT INVESTMENT BANKERS FOR THE CORPORATION

It was unanimously voted upon motion by Mr. Biafore, seconded by Mr. Bentz to approve the list of qualified Investment Bankers contained in Tab 9.

E) TO APPOINT TRUSTEES FOR THE CORPORATION

It was unanimously voted upon motion by Mr. Bentz, seconded by Mr. Ezovski to approve the list of qualified Trustees contained in Tab 9.

10. 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 by Mr. Biafore, seconded by Mr. Bentz, to adjourn at 6:40 p.m.