



Financing Facilities for a Better Future

MEETING OF THE BOARD OF DIRECTORS

APRIL 14, 2016

A Meeting of the Board of Directors of the Rhode Island Health and Educational Building Corporation was held on **Thursday, April 14, 2016, at 5:30 p.m.**, at the Corporation's office located at 170 Westminster Street, Suite 1200, Providence, RI 02903.

Directors present: James Salome, Chairman; Ralph Ezovski, Vice Chairman; Richard Sinapi, Treasurer; Ralph Palumbo, Assistant Treasurer; and Scott Davis, Secretary.

Also present: Robert Donovan, the Corporation's Executive Director; Peter Scoliard from Public Financial Management, Inc., Adam Krea from First Southwest, the Corporation's Financial Advisors; Karen Grande from Locke Lord LLP, Eugene Bernardo 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 Ryan Ltd., the Corporation's Legal Counsel.

1. TO APPROVE THE PUBLIC SESSION MINUTES OF THE MEETINGS HELD ON March 3, 2016 and March 23, 2016;

It was unanimously voted upon motion by Mr. Davis, seconded by Mr. Sinapi to approve the Public Session minutes of March 3 and March 23, 2016.

2. TO APPROVE THE EXECUTIVE SESSION MINUTES OF THE MEETING HELD ON MARCH 23, 2016 AND VOTE TO KEEP THEM CONFIDENTIAL;

It was unanimously voted upon motion by Mr. Sinapi, seconded by Mr. Palumbo to approve the Executive Session minutes of March 23, 2016 and keep them confidential.

3. TO REVIEW THE EXECUTIVE DIRECTOR'S REPORT;

A) To authorize the engagement of a firm to conduct an economic impact study as part of the 50th Anniversary report;

Mr. Donovan updated the Board on the status of the report and explained that for the economic impact section of the report, a firm needs to be hired.

Mr. Donovan recommended that IHS Global Inc. which has extensive experience in preparing reports for agencies like RIHEBC be engaged.

It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Ezovski to engage IHS Global Inc. for a maximum budget of \$9,000.

B) To authorize the engagement of temporary office help by the Corporation

Mr. Donovan explained that he has been without an assistant since last May and that while some of the duties have been shifted there are duties that need to be completed. Also, in light of the office move, the work throughout June will be significant.

Mr. Donovan requested that the Board authorize him to hire temporary help for up to 10 weeks with a budget not to exceed \$10,000.

It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Davis to authorize the Executive Director to obtain temporary help for up to 10 weeks with a budget of \$10,000.

One other item was a presentation by Mr. Afonso of some aspirational language regarding the issue of local hiring practices for project financial by the Corporation. Mr. Afonso requested the Board to review the language and provide any comments.

4. TO REVIEW THE FINANCIAL ADVISOR'S REPORT;

There were no reports.

5. TO AUTHORIZE A REQUEST FOR PROPOSALS FOR;

- A) Investment Bankers**
- B) Bond Counsel**
- C) Legal Counsel**
- D) Financial Advisory**

Mr. Donovan reported that every two years the Corporation seeks proposals from firms interested in serving as legal counsel, bond counsel, financial advisor, and investment banker and he requested the Board authorize the Request for Proposals (RFP). It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Davis to authorize the RFP's.

It was also unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Davis to have the Chairman, Vice Chairman, and Executive Director serve as Subcommittee and report back to the Board with recommendations.

6. TO AUTHORIZE THE EXECUTION OF A LEASE FOR THE OFFICE SPACE AT 55 DORRANCE STREET, PROVIDENCE;

Mr. Afonso reported on the status of the lease for the new office space and that the lease was ready to be signed. After some discussion about the terms of the lease, it was unanimously

voted upon motion by Mr. Palumbo, seconded by Mr. Davis to authorize the signing of the lease.

A) To authorize an upgrade to the Corporation's phone systems and the purchase of equipment.

Mr. Donovan explained that the current phone system was last updated 5 years ago and that some components were even older. It also would be more efficient to have a new system in place prior to the move and that the cost would be less than \$17,000 for the new system. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Palumbo to authorize the purchase of a phone system with a maximum budget of \$17,000.

7. TO CONSIDER A REQUEST FROM CARE NEW ENGLAND REGARDING AMENDMENTS TO THE LOAN AGREEMENTS OF THE 2010 AND 2011 BOND ISSUES;

Mr. Scoliard presented the Approval Memo regarding the amendment to the Loan Agreement.

Mr. Benoit presented the Authorize Resolution to approve the amendment to the Loan Agreement.

After some discussion, it was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Sinapi to grant approval and adopt the Authorizing Resolution.

8. TO ACCEPT AN APPLICATION FROM ST. ANTOINE/FRASSATI AND APPOINT BOND COUNSEL AND FINANCIAL ADVISOR;

Mr. Donovan stated that the Corporation received an application from St. Antoine/Frassati for a bond issue. It was requested that the Board accept the application. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Palumbo, to accept the application from the St. Antoine/Frassati issue.

Mr. Donovan requested that the Board appoint Adler Pollock & Sheehan P.C. as Bond Counsel for the St. Antoine/Frassati bond issue. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Davis, to appoint Adler Pollock & Sheehan P.C. as Bond Counsel for the St. Antoine/Frassati bond issue.

Mr. Donovan requested that the Board appoint First Southwest as Financial Advisor for the St. Antoine/Frassati bond issue. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Davis, to appoint First Southwest as Financial Advisor for the St. Antoine/Frassati bond issue.

9. TO ACCEPT AN APPLICATION FROM LIFESPAN AND APPOINT BOND COUNSEL AND FINANCIAL ADVISOR;

Mr. Donovan stated that the Corporation received an application from the Lifespan for a bond issue. It was requested that the Board accept the application. It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Davis, to accept the application from the Lifespan.

Mr. Donovan requested that the Board appoint Partridge Snow & Hahn LLP as Bond Counsel for the Lifespan bond issue. It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Ezovski, to appoint Partridge Snow & Hahn LLP as Bond Counsel for the Lifespan bond issue.

Mr. Donovan requested that the Board appoint Public Financial Management as Financial Advisor for the Lifespan bond issue. It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Sinapi, to appoint Public Financial Management as Financial Advisor for the Lifespan bond issue.

10. TO ACCEPT AN APPLICATION FROM THE FOLLOWING COMMUNITIES AND APPOINT BOND COUNSEL AND FINANCIAL ADVISOR;

Mr. Ezovski recused himself from participating on this matter.

A) The Town of North Smithfield

Mr. Donovan stated that the Corporation received an application from the Town of North Smithfield for a bond issue. It was requested that the Board accept the application. It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Davis, to accept the application from the Town of North Smithfield.

Mr. Donovan requested that the Board appoint Hinckley Allen & Snyder LLP as Bond Counsel for the Town of North Smithfield bond issue. It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Davis, to appoint Hinckley Allen & Snyder LLP as Bond Counsel for the Town of North Smithfield bond issue.

Mr. Donovan requested that the Board appoint Public Financial Management as Financial Advisor for the Town of North Smithfield bond issue. It was unanimously voted upon motion by Mr. Davis, seconded by Mr. Palumbo, to appoint Public Financial Management as Financial Advisor for the Town of North Smithfield bond issue.

B) The Town of Exeter/West Greenwich

Mr. Donovan stated that the Corporation received an application from the Town of Exeter/West Greenwich for a bond issue. It was requested that the Board accept the application. It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Davis, to accept the application from the Town of Exeter/West Greenwich.

Mr. Donovan requested that the Board appoint Hinckley Allen & Snyder LLP as Bond Counsel for the Town of Exeter/West Greenwich bond issue. It was unanimously voted upon motion by Mr. Davis, seconded by Mr. Palumbo, to appoint Hinckley Allen & Snyder LLP as Bond Counsel for the Town of Exeter/West Greenwich bond issue.

Mr. Donovan requested that the Board appoint Public Financial Management as Financial Advisor for the Town of Exeter/West Greenwich bond issue. It was unanimously voted upon motion by Mr. Davis, seconded by Mr. Palumbo, to appoint Public Financial Management as Financial Advisor for the Town of Exeter/West Greenwich bond issue.

11. TO ACCEPT AN APPLICATION FROM THE BOARD OF EDUCATION AND APPOINT BOND COUNSEL AND FINANCIAL ADVISOR;

Mr. Donovan stated that the Corporation received an application from the Board of Education for a bond issue. It was requested that the Board accept the application. It was unanimously voted upon motion by Mr. Palumbo, seconded by Mr. Davis, to accept the application from the Board of Education.

Mr. Donovan requested that the Board appoint Hinckley Allen & Snyder LLP as Bond Counsel for the Board of Education bond issue. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Davis, to appoint Hinckley Allen & Snyder LLP as Bond Counsel for the Board of Education bond issue.

Mr. Donovan requested that the Board appoint First Southwest as Financial Advisor for the Board of Education bond issue. It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Davis, to appoint First Southwest as Financial Advisor for the Board of Education bond issue.

12. TO GRANT PRELIMINARY APPROVAL FOR THE PUBLIC SCHOOL REVENUE BOND SERIES 2016, CITY OF WARWICK;

Mr. Krea presented the Preliminary Approval memorandum for the City of Warwick bond issue. It was unanimously voted upon motion by Mr. Davis, seconded by Mr. Palumbo, to grant Preliminary Approval for the City of Warwick.

A) To select an Investment Banker

It was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Sinapi to appoint Oppenheimer as the Investment Banker.

13. TO CONSIDER A REQUEST FROM WELLONE REGARDING AMENDMENTS AND CONSENTS TO PROVISIONS OF THE LOAN AGREEMENTS;

Mr. Krea presented the Approval Memo regarding the request from WellOne.

Mr. Afonso presented an Authorizing Resolution regarding the amendments and consents requested by WellOne.

After some discussion it was unanimously voted upon motion by Mr. Ezovski, seconded by Mr. Sinapi to grant approval and adopt the Authorizing Resolution regarding the request from WellOne.

14. 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. Sinapi, seconded by Mr. Ezovski, to adjourn at 6:20 p.m.