

**BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS
MINUTES OF MEETING OF THE BOARD**

DATE: July 9, 2007

**PLACE: Department of Administration
One Capitol Hill, Conference Room A
Providence, RI 02908**

MEMBERS PRESENT: Dana M. Newbrook, Wilbur E. Yoder, James R. Carlson, Joseph A. Cirillo and Barbara Feibelman

OTHERS PRESENT: Adam J. Sholes, Special Assistant Attorney General

**Peter N. Dennehy, Deputy Chief Legal Counsel, Dept. of Admin.
Dawne Broadfield, Board Executive
Michael W. Carroll, Esq.**

CALLED TO ORDER: Chair Newbrook called a special meeting of the Board

to order at 9:03 a.m. to commence Board business.

Attorney Carroll left at 9:30 a.m.

(A) Review/take action on the Application(s) for Certificate(s) of Authorization for:

(1) Sage Architecture + Design, LLC

Attorney Dennehy gave background on whether or not the Certificate of Authorization (COA) application for the Limited Liability Company

(LLC) for Sage Architecture + Design, LLC should be granted. Attorney Dennehy spoke to Chair Newbrook regarding the legislative history of Section 5-1-15.1 and wrote a memo dated July 6, 2007. The memo stated that the COA for Sage Architecture + Design, LLC would appear to meet the requirements of Section 5-1-15.1 and indicated two reasons why. The first reason dealt with the statutory interpretation which has been discussed at length. The second reason was raised to Attorney Dennehy by Chair Newbrook that the statute was based on the National Council of Architectural Registration Boards (NCARB) legislative guidelines. These guidelines had been changed five or six times since 1988, but the underlying numerical distinction between 2/3rds–1/3rd had never been changed. Attorney Dennehy reviewed the commentary in the NCARB legislative guidelines and determined that there is no requirement concerning ownership of the firm but emphasized the type of rule that would be controlled by professionals. The NCARB legislative guidelines state that this section requires 1/3rd of the directors or managers and then the following language “at least one half of the architect and engineer directors or managers are registered to practice architecture.” The proposal is in line with that guidelines in that 100% of the architects or managers are registered to practice architecture and appeared that the COA application is legally consistent with statutory requirements.

Attorney Carroll addressed the Board and indicated that Sage Architecture + Design, LLC has complied with the letter and the spirit

of the statute and believes that they are in clear compliance based on one manager (100%) who is a registered architect. Attorney Carroll asked that the Board grant provisional approval which will allow Sage Architecture + Design, LLC to go to the Rhode Island Secretary of State and have this LLC approved.

Secretary Carlson stated that neither this Board nor any previous Board has done anything other than deal with strictly numbers of people to ensure that professionals are in charge and felt that if it is a bad law, then let the law fall back to the legislature. Secretary Carlson did not think that neither this Board nor its administration is equipped to deal with ownership issues and in his opinion would be just a total nightmare. It appeared to him that this was heading down a road that the Board will not be able to control in the future. The national trend from NCARB is back to one person in responsible control and not to try to control firms.

Secretary Carlson did not think that denying this request puts Ms. Craig or Ms. Burney in any kind of hardship whatsoever since there are a number of ways they could practice. Secretary Carlson will choose to continue to interpret the statute in that fashion until there is something more definitive in the law.

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Ms. Feibelman stated that the ownership information provided is

more information than what the Board was asking for. The LLC has one manager who is an architect, and incidental to that, there is a member who is a non-architect. The LLC can exist without managers.

Once the LLC chooses to have a manager, then the law appears to state that 2/3rds of those managers must be architects or engineers. If there is only one manager and she is an architect, then the LLC meets the law.

Vice-Chair Yoder moved to approve the COA application for Sage Architecture + Design, LLC. Ms. Feibelman seconded. Discussion arose. Secretary Carlson indicated that he will continue to vote as he said he would until there is legislative change and did not see any reason for this Board to change what it has been doing. Vote was taken as follows: Chair Newbrook voted aye, Vice-Chair Yoder voted aye, Mr. Cirillo voted aye, and Ms. Feibelman voted aye. Secretary Carlson voted nay. Motion approved 4-1.

(B) 2007 – H 5300 Sub A – Article 3 - Reorganization

(1) Ms. Feibelman moved that the Board amend the agenda to discuss the reorganization of the Boards. Secretary Carlson seconded. Motion approved.

Ms. Feibelman asked Attorney Dennehy to clarify the difference between his memo and what he said at the last meeting since it was drastically different.

Attorney Dennehy indicated that he spoke with Mr. Michael O'Keefe, House Fiscal Advisor, regarding this Article who said the Article states what it states. Attorney Dennehy questioned Mr. O'Keefe as to his understanding of the Boards. Mr. O'Keefe told Attorney Dennehy that there are consolidated Boards in other states. Attorney Dennehy asked what other states and did not receive a response. Attorney Dennehy spoke about the effective date with Mr. O'Keefe and supposedly these changes have to take effect as of January 1, 2008. Until that time, the Boards function as they presently function.

Ms. Feibelman questioned the Chair being a ninth person. Attorney Dennehy stated that Mr. O'Keefe indicated that the idea was to provide a rotating Chair that would be selected for a five-year term and that was a ninth member in order to have an odd number in case there was a difference of opinion.

Secretary Carlson asked Attorney Dennehy what his opinion was about the Boards retaining their legislative authority. Attorney Dennehy stated that he thought it was clear that the Board should continue to operate and do all the work under their statutory responsibilities. If the legislature intended otherwise, they would have specifically amended that language to say that the Boards authority is subject to this eight person division.

Secretary Carlson stated that he went with Mrs. Marshall to the one budget meeting that the Boards had before the House Finance

Committee. Mrs. Marshall had submitted her document. Not one person on that committee had read it by the questions that were asked. The Chair of the Committee, himself, said that he did not understand why there even needs to be a Board and then spoke about one Board instead of four. There was absolutely no discussion about how the Boards were arranged other than Mrs. Marshall asking the Committee to look at the package she submitted.

Secretary Carlson felt that the Boards need to determine who they should be a meeting with and what they plan to do next. Attorney Dennehy suggested that the Boards start with the Department of Business Regulation (DBR) and suggested that he contact the Chief Legal Counsel at DBR to begin to bring this to their attention.

(C) ADJOURNMENT

Chair Newbrook informed the Board that the next Board meeting is scheduled for July 18, 2007 at 3:30 p.m. at One Capitol Hill, Conference Room B, Providence, RI 02908. Secretary Carlson moved to adjourn the meeting at 9:54 a.m. Mr. Cirillo seconded. Motion approved.

Respectfully submitted,

James R. Carlson, NCARB, AIA, Secretary

JRC/dmb

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