

**CFDF Corporation**

**Minutes of Meeting**

**Tuesday, October 25, 2005**

**I. Call to Order: Meeting was called to order at 6:10 pm**

**II. Roll Call: Present were Maurice Brousseau, Casey Andrade, Augie O'Connor and Al Romanowicz. Absent was Gene Racquier Also present were Wayne Salisbury, Chris Orton, David Dumay and Tony Ventetuolo.**

**III. Secretary's Report: On a motion by Maurice Brousseau seconded by Augie O'Connor the Board voted 4-0 to accept the minutes of the September 27, 2005 business meeting.**

**IV. Treasurer's Report: On a motion by Maurice Brousseau seconded by Casey Andrade the Board voted 4-0 to accept Treasurers Report and Balance Sheet dated September 30, 2005.**

**V. Executive Session: On a motion by Maurice Brousseau seconded by Casey Andrade the Board voted 4-0 to go into Executive Session at 6:25 pm to discuss facility security issues under RIGL 42-46-5(a)3. The Board came out of Executive Session at 6:35 pm**

**VI. Old Business:**

**a. Project Financing: The IXIS Funding report for September 1, 2005 to September 30, 2005 was presented to the Board.**

**b. Ongoing Disclosure: Ray Meador from Public Asset Management made a presentation to the Board and submitted a memorandum of financial performance and compliance issues. Also presented to the Board was a draft quarterly report of the CFDF for the period of July 1, 2005 through September 30, 2005 to be submitted to the bond holders as part of the ongoing disclosure requirements. Mr. Meador discussed three items in his finance conformance and compliance report. One was the quarterly report requirement, second was the banking, in that, his recommendation was that the Board establish a Rhode Island for it's operational expenditures and that the current procedure of making payments to vendors following the approval of those expenditures by the Board at the monthly meeting would continue, however, the board would be responsible for issuing checks through a Rhode Island based financial institution. This has several advantages in that the Corporation could operate with more flexibility on its cash flow basis and it would provide the Board with a line of credit to be used in circumstances where the receivables are behind payables. The third issue discussed by Mr. Meador was the issue of an auditor for the annual financial report. It is Mr. Meador's recommendation that the Board authorize Public Asset Management to work with AVCORR and the Board's legal council to advertise for the position of auditor for the Corporation. It is PAM's opinion that because the current financing is much more complicated and**

comprehensive than in the past, that an audit firm with more resources and experience in these types of financing be sought after for auditing purposes. On a motion by Maurice Brousseau seconded by Casey Andrade the Board voted 4-0 to go forward with the process of identifying an audit firm to be engaged for the next 3-5 years. Further, the motion indicated that PAM should come back to the Board at the next monthly meeting with no less than three firms and a recommendation for engagement. On a motion by Maurice Brousseau seconded by Augie O'Connor the Board voted to allow PAM to proceed with obtaining financial proposals from 3-5 financial institutions in an effort to accept the process of a separate banking facility for monthly payments. Further, the Board wanted Mr. Meador to solicit proposals from at least two local credit unions, The Dexter and The Central Falls Credit Union, as well as other financial institutions.

c. USMS Transportation Proposals: Mr. Ventetuolo discussed his discussions with Gina Chambers from the USMS

d. Vermont Marketing: Wayne Salisbury discussed the upcoming meeting with the Department of Corrections in Vermont to discuss their potential needs for civil commitments as well as other out of state inmate housing

e. Amendment to the Construction Contract: Chris Orton discussed the amendment that is being circulated to both parties now for signature. The amendment clarifies the substantial completion dates in the contract from the time of authorization to proceed.

f. OD/T Status: Mr. Ventetuolo discussed the difficulty in getting

**positive response from the Office of Detention Trustee ever since the Katrina storm and the Government's commitment to spend an additional \$252 billion dollars in funds to address the Katrina storm. It is felt that the Government will be looking to cut budgets and this has contributed to the lack of a positive response from the OD/T. The Board's consultant in Washington will continue to try to pin down information in per diem requests**

**g. Newman Settlement: Chris Orton discussed the settlement that was made with the Newman's on the relocation for \$101,000.00. That settlement is being submitted for signatures and payment.**

## **VII. New Business:**

**a. Construction Progress Status: Mr. Ventetuolo provided the Board with copies of the Ahlborg monthly progress report #1 along with Levien-Rich observation report #3 and went over specifics of the process and the status of the construction.**

**b. Owner's meeting: Minutes of the 09/29/05 Owner's meeting were presented to the Board so that they could get an understanding of the types of information and oversight that is being provided on the project by AVCORR, Cornell and other consultants to the owner.**

**c. Building Elevation: The elevation plan was presented to the Board and discussion revolved around colors of the block and building esthetics.**

**d. Kelly Vending: A quarterly report was provided to the Board showing the revenues for the quarter from Kelly vending.**

**e. Global Tel\*Link:** A telephone monthly report was provided to the Board and it was noted that the revenues from the Global telephone services have been higher than anticipated.

**f. Change Orders:** Final – temporary security fencing of \$42,049.99 was discussed by Mr. Ventetuolo with the Board. This is the first change order that has been finalized and will be paid for.

**g. Defibrillator Donation:** Maurice Brousseau discussed the presentation of two defibrillators to Central Falls athletic department. A letter from the athletic department thanking the Board for their donation was also read to the Board.

**IX. Other:** On a motion by Casey Andrade seconded by Maurice Brousseau the Board voted 4-0 to approve payment of requisitions #OMF-173, #CIF-122, #CIF-123, #EPA-102, and COI-103.

**X. Adjournment:** On a motion by Maurice Brousseau seconded by Casey Andrade the Board voted 4-0 to adjourn at 8:00 pm.