

CFDF Corporation

Minutes of Meeting

Tuesday, April 24, 2007

I. Call to Order: Meeting was called to order at 6:00 pm.

II. Roll Call: All Board members were present with the exception of Al Romanowicz and Casey Andrade. Also present were Chris Orton, Wayne Salisbury and Tony Ventetuolo.

III. Secretary's Report: On a motion by Maurice Brousseau seconded by Gene Racquier the Board voted 3-0 to accept the minutes of the March 27, 2007 Board meeting.

IV. Treasurer's Report: On a motion by Maurice Brousseau seconded by Augie O'Connor the Board voted 3-0 to accept the financial report and balance sheet for the period ending March 31, 2006.

V. Executive Session: On a motion by Gene Racquier seconded by Augie O'Connor the Board voted 3-0 to go into Executive Session at 6:05 pm to discuss issues of security, management contract and the Global contract. The Board came out of Executive Session at 6:20 pm and voted 3-0, on a motion by Maurice Brousseau seconded by Augie O'Connor, to seal the minutes of the Executive Session.

VI. Old Business:

a. Resolution Management Contract: On a motion by Maurice Brousseau seconded by Gene Racquier the Board voted 3-0 to authorize Tony Ventetuolo and Chris Orton to negotiate with Cornell and extend the MOU.

b. Resolution Global Contract: On a motion by Maurice Brousseau seconded by Gene Racquier the Board voted 3-0 to pass a resolution regarding the Global Contract.

c. Project Banking: The IXIS Funding report for the period of 03/01/07 through 03/31/07 was presented to the Board. It was noted that the accounts generated approximately \$64,000.00.

d. Bank of America Account: Bank of America activity sheets were provided to the Board and showed a balance of approximately \$574,000.00

e. Trustee: Mr. Ventetuolo presented the Board with an email that listed all of the activities and documents that are being transferred over to Bank New York. The transfer of the money into the accounts (from US Bank to Bank NY) will take place on April 27, 2007.

f. Central Falls - City Impact Fees/Budget Projections: Mr. Ventetuolo

discussed the increase in the fees going to the City of Central Falls and presented the Board with copies of the recent checks. Mr. Ventetuolo also discussed the forecast for the City's budget and indicated that a \$492,000.00 amount for FY2007 was passed on to the City.

g. Per Diem Negotiations:

a. Mr. Ventetuolo discussed the status of the US Marshal Service OD/T negotiations. A final draft agreement has been completed. There are two issues that are still being discussed; the retroactive date of the contract with regard to the increase per diem payment and the language related to the next period for an increase in the per diem.

b. Presented to the Board was some documentation related to the retroactive date of the new BICE for the purposes of the full per diem increase. It was noted that BICE has agreed to make the new per diem rate effective January 1, 2007.

h. Management Contract: Mr. Orton discussed the MOU revision in terms of the date and issues relating to the Department of Labor and the requirement that Cornell notify all of their employees that it is possible that their contract will not be extended or renewed.

i. Cornell Invoice Payment: Mr. Ventetuolo explained that the bank had made an error in the payment of the first January, 2007 invoice. A letter was sent to Cornell from Mr. Ventetuolo explaining why the payment was late and it is not anticipated that any late fee will be incurred through Cornell.

j. Transitional Cornell Invoice Auditing: Mr. Ventetuolo discussed the

fact that he has hired Tammy Novo on an hourly basis to provide analysis and review of cost plus invoice being charged to the Corporation from January 1st on. Ms. Novo is taking over the invoices and has requested additional information from Cornell Corporate on specific details and documents.

k. Expansion Project Status:

a. Levien-Rich observation report #21 was presented to the Board for their review as well as the OAS schedule which shows the final work to be completed.

b. It was noted that by Thursday, the 26th, the next payment for the contractor, the project will be at 98% completion. It was noted that all of the revenue generating areas of the facility will be completed by the April 26, 2007 deadline. Areas still requiring some additional work are the chapel areas, which it was noted that the Owner reported some additional work to be done in that chapel area, the classrooms for inmates, the storage area and some of the staff administration areas. The training center is well ahead of schedule and should be completed within the next 2-3 weeks.

c. It was noted that Arden Engineering has been hired for \$25,000.00 to provide commissioning for all HVAC equipment at the new facility and the training center. It is also being planned to hire Arden Engineering to provide maintenance services to the Wyatt for all HVAC control and equipment. This will provide us with continuity and a “one stop shopping” for any items relating to the HVAC and should eliminate any finger pointing by various sub-contractors.

VII. New Business:

- a. Global Revenues:** The March, 2007 report was presented to the Board which totaled \$27,700.00.
- b. Kelly Refreshment:** Revenues for the first quarter 2007 were \$968.00 – copies were presented to the Board.
- c. 2007 Risk Management Trust:** Mr. Ventetuolo discussed the risk renewal form that has been completed and sent to the Trust showing the expanded facility, new equipment and operations.
- d. 2006 Audit:** A copy of the final 2006 Audit from Batchelor, Frechette, Michael & McCrory was provided to all Board members. Also attached were copies of the engagement liability letter as well as a letter to the Board from the auditor. There were no questions related to the audit.
- e. Donation Request:** Letters were provided to the Board in response to requests for donations from both the Holden Scholarship and the Seton Academy. It was noted that because the Board is in a state of transition with regard to ramping up of new inmates and taking control of various portions of the new facility, all donation requests are being put on hold at this time.
- f. ProJo Article:** A copy of the 03/22/07 ProJo article was presented to the Board in connection with the new police officer which the Corporation is funding as a liaison person to the Wyatt.
- g. FY2006 Annual Report:** It was noted by Mr. Ventetuolo that RDW is currently working on the 2006 annual report. The narrative

information has been generated as well as the final 2006 financials. The final report should be completed by the end of June.

h. Recognition Ceremony: Mr. Ventetuolo discussed the planning for a recognition ceremony that will be held sometime in June. RDW is putting together a plan for this activity and it will be provided to the Board within the next several weeks.

VIII. Other:

a. Requisitions: On a motion by Maurice Brousseau seconded by Augie the Board voted 3-0 to approve funding on requisitions as listed in the agenda.

IX. Adjournment: On a motion by Maurice Brousseau, seconded by Augie O'Connor the Board voted 3-0 to adjourn at 7:00 pm. It should also be noted that the Board was provided with approximately a one hour tour of various areas of the facility after the Board meeting.