

**MINUTES OF THE SPECIAL MEETING
OF THE PROVIDENCE PUBLIC BUILDINGS AUTHORITY
HELD ON OCTOBER 28, 2010 AT
400 WESTMINSTER STREET, PROVIDENCE, RHODE ISLAND**

A Special Meeting of the Providence Public Buildings Authority (hereinafter "PPBA") was held on October 28, 2010 at 11:00 A.M.

MEMBERS PRESENT: Chairman Lloyd Granoff, Thomas Deller and Richard Kerbel

OTHERS PRESENT: Linda Painter, AICP, Deputy Director of the Department of Planning and Development, Alan Sepe, Acting Director of Public Property, William Fazzioli of First Southwest Company, Daniel Waugh, Esq. of Moses & Afonso, Ltd., Ellen Corneau, Esq. of Edwards Angell Palmer & Dodge, LLP and Mal A. Salvadore, Esq., General Counsel

Chairman Granoff called the meeting to order at approximately 11:05 A.M.

The Board then proceeded to items 2(A) and 3(A) of its agenda.

Mr. Kerbel then summarized for the members present the terms and provisions offered by TD Bank, N.A. with respect to the proposed \$19,500,000 borrowing. Mr. Fazzioli then informed the Board that the

projected annual interest rate was approximately 4.25%. Chairman Granoff then inquired of those present what Board members would have the authority to decide any presently open terms of the TD Bank, N.A. proposal should the Board proceed to adopt the pending “Resolution Authorizing the Issuance of Providence Public Buildings Authority (Fire Stations and PWSB Headquarters Projects) Revenue Bonds, 2010 Series 1 and Authorizing and Approving the Execution and Delivery of a Fourteenth Supplemental Indenture, Schedule No. 12 to the Master Lease Agreement and Other Documents and Matters In Connection Therewith.” In response thereto, Messrs. Waugh and Salvadore advised the Chairman that, pursuant to the express provisions of Section 1 of the proposed resolution, the Chairman, Vice Chairman, Secretary or Assistant Secretary were given to the Authority to determine all of the final business terms of the proposed borrowing. Mr. Waugh then proceeded to distribute the proposed six (6)- page resolution, a true copy of which is attached to the minutes of this meeting, and summarized for all of the members present the terms and provisions thereof. After their review and consideration thereof and upon motion of Richard Kerbel duly seconded by Thomas Deller, it was unanimously

VOTED: To adopt the Resolution Authorizing the Issuance of Providence Public Buildings Authority (Fire Stations and PWSB Headquarters Projects) Revenue Bonds, 2010 Series 1 and Authorizing and Approving the Execution and Delivery of a Fourteenth Supplemental Indenture, Schedule No. 12 to the Master

Lease Agreement and Other Documents and Matters In Connection Therewith, a true copy of which is attached to the minutes of this meeting.

The Board then proceeded to consider items 3(B) and 3(C) of its agenda, entitled “RESOLUTION AUTHORIZING THE ISSUANCE OF PROVIDENCE PUBLIC BUILDINGS AUTHORITY (QUALIFIED SCHOOL CONSTRUCTION BOND PROJECTS) REVENUE BONDS, 2010 SERIES B AND AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A FIFTEENTH SUPPLEMENTAL INDENTURE, SCHEDULE NO. 13 TO THE MASTER LEASE AGREEMENT, AND OTHER DOCUMENTS AND MATTERS IN CONNECTION THEREWITH” and “RESOLUTION AUTHORIZING THE ISSUANCE OF PROVIDENCE PUBLIC BUILDINGS AUTHORITY (QUALIFIED ZONE ACADEMY BOND PROJECTS) REVENUE BONDS, 2010 SERIES C AND AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A SIXTEENTH SUPPLEMENTAL INDENTURE, SCHEDULE NO. 14 TO THE MASTER LEASE AGREEMENT AND OTHER DOCUMENTS AND MATTERS IN CONNECTION THEREWITH,” respectively. Mrs. Corneau then distributed to the members present two (2) five- (5) page written resolutions that would authorize (a) the issuance of a qualified school construction bond to Rhode Island Health and Educational Building Corporation (hereinafter, “RIHBEC”) in an amount not to exceed \$12,283,314.00 and (b) the issuance of a qualified zone academy bond to RIHBEC in an amount not to exceed \$9,666,000. Mrs. Corneau then

proceeded to summarize for the members present the terms and provisions of the proposed written resolutions, true copies of which are attached to these minutes. Mr. Kerbel then noted that both the City Council and School Board of the City of Providence had approved of these two proposed bond issues and that preliminary approval had been obtained from the Rhode Island Department of Education. Mr. Kerbel further noted that the City's fiscal advisor had advised him that the Authority would likely obtain a better annual interest rate upon these two proposed borrowings if the bonds were sold on or before December 1, 2010 due to the substantially greater volume of bond sales of this type anticipated between December 15, 2010 and December 31, 2010. Upon inquiry from Chairman Granoff, Messrs. Kerbel and Sepe confirmed that (a) both of these proposed borrowings were eligible for the eighty (80) plus percent state reimbursement formula and (b) that the latest estimate of the cost of necessary improvements to the City's school system, as set forth in the present Capital Improvement Program, was \$150,000,000.

Upon further inquiry of Chairman Granoff, Mrs. Corneau indicated that it was anticipated that the bonds to be issued by RIHBEC (in furtherance of the issuance to RIHBEC of the proposed PPBA Bonds) would be a private placement and not a public offering. Additionally, Mr. Fazzioli, on behalf of the City's fiscal advisor, informed Chairman Granoff that the likely purchasers of the RIHBEC bonds would be large banks, insurance companies or other large financial institutions.

There being no further discussion of agenda item 3(B) and upon motion of Thomas Deller duly seconded by Richard Kerbel, it was unanimously

VOTED: To adopt the RESOLUTION AUTHORIZING THE ISSUANCE OF PROVIDENCE PUBLIC BUILDINGS AUTHORITY (QUALIFIED SCHOOL CONSTRUCTION BOND PROJECTS) REVENUE BONDS, 2010 SERIES B AND AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A FIFTEENTH SUPPLEMENTAL INDENTURE, SCHEDULE NO. 13 TO THE MASTER LEASE AGREEMENT AND OTHER DOCUMENTS AND MATTERS IN CONNECTION THEREWITH, a true copy of which is attached to the minutes of this meeting.

There being no further discussion of agenda item 3(C) and upon motion of Thomas Deller duly seconded by Richard Kerbel, it was unanimously

VOTED: To adopt the RESOLUTION AUTHORIZING THE ISSUANCE OF PROVIDENCE PUBLIC BUILDINGS AUTHORITY (QUALIFIED ZONE ACADEMY BOND PROJECTS) REVENUE BONDS, 2010 SERIES C AND AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A SIXTEENTH SUPPLEMENTAL INDENTURE, SCHEDULE NO. 14 TO THE MASTER LEASE AGREEMENT, AND OTHER DOCUMENTS AND MATTERS IN CONNECTION THEREWITH,

a true copy of which is attached to the minutes of this meeting.

There being no further business to come before the Board at this Special Meeting and upon motion duly made and seconded, it was unanimously

VOTED: To adjourn.

The meeting was adjourned at approximately 11:40 A.M.

Respectfully submitted,

Stanley Weiss, Secretary