

**RHODE ISLAND CLEAN WATER FINANCE AGENCY**

**REGULARLY SCHEDULED MEETING OF THE BOARD OF DIRECTORS**

**PUBLIC SESSION**

**December 20, 2004**

A Regularly Scheduled Meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, December 20, 2004, in the conference room of the Rhode Island Clean Water Finance Agency, 235 Promenade Street, Suite 119, Providence, Rhode Island, pursuant to duly posted public notice of the meeting and notice given to all the Directors. The meeting was called to order by the Chairman of the Board James M. Hagerty at approximately 3:33 p.m.

Directors present were: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Directors absent were: Representative Thomas J. Winfield and Senator Susan Sosnowski.

Also present were: Executive Director, Anthony B. Simeone; Michael P. Larocque, Accounting/Office Manager; Robin K. Hedges, Clean Water SRF Program Manager; Anna Coelho, Drinking Water SRF Program Manager; Michael Pagliaro, Agency Accountant; Marcelina Jackson, Administrative Assistant; Christopher Vitale and Gerry Harrington, Agency Legal Counsel; Maureen Gurghigian and Steve Maceroni, First Southwest, Agency Financial Advisors; Rick Manley, Agency Bond Counsel; and Mark Caccia Cayer, Caccia LLP; Agency Independent Auditor.

Chairman Hagerty opened the meeting by declaring a quorum. The Chairman addressed the first item on the Agenda. The first item on the Agenda was the review and approval of the November 1, 2004 Board Meeting Minutes. After review and discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the November 1, 2004 Board Meeting Minutes.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

Item #2 on the Agenda was the review and consideration of the Agency's August, 2004, September, 2004, and October, 2004 Financial Statements. Michael Larocque, Agency Accounting Manager, reviewed the Financial Statements for the Board of Directors and allowed for questions and comments. After discussion, a motion was made and seconded and the following vote taken.

Voted: That the Board of Directors approve the August, 2004, September, 2004, and October, 2004 Financial Statements.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

Item #3 on the Agenda was the presentation of the Agency's Single Audit Presentation. Mark Caccia, Agency Independent Auditor, reviewed the Agency's Single Audit and stated there were no findings related to the audit. After discussion, a motion was made and seconded and the following vote was taken:

Voted: That the Board of Directors accept the Agency's Single Audit as presented by Mark Caccia.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

Items #4 on the Agenda was Discussion and Consideration of Bond Counsel RFQ. Mr. Simeone, Executive Director, recommended for Bond Counsel; Ropes and Gray, for a term of 2 years commencing with the date of January 1, 2005 through December 31, 2006. After Discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the firm of, Ropes and Gray, to serve as Agency Bond Counsel for a term of 2 years commencing with the date of January 1, 2005 through December 31, 2006.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None

Item #5 was Discussion and Consideration of the Financial Advisor RFQ. Mr. Simeone, Executive Director, recommends as Financial Advisor; First Southwest Company, for a term of 2 years commencing with the date of January 1, 2005 through December 31, 2006. After Discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve First Southwest Company, to serve as Agency Financial Advisor, for a term of 2 years commencing with the date of January 1, 2005 through December 31, 2006.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

Item #6 on the Agenda Was Discussion and Consideration of Letter of proposal from Legal Counsel. Mr. Simeone, Executive Director, stated that the Law Offices of Gerald T. Harrington, Ltd. has done an excellent job in representing the Agency. Mr. Simeone recommends that the Agency Board of Directors re-appoint the Law Offices of Gerald T. Harrington, Ltd. to serve as Agency Legal Counsel.

Voted: That the Board of Directors re-appoint the Law Offices of Gerald T. Harrington, Ltd. to serve as Agency Legal Counsel commencing January 1, 2005 through December 31, 2005.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None

Item #7 on the Agenda was Closed Session: Personnel Matters. The Agency Chairman stated that upon the affirmative vote of the majority of the members of the Agency Board, the meeting shall be closed to the public pursuant to R.I. General Laws § 42-46-5(a)(1) with respect to this portion of the meeting which relates to discussions of the personnel at the Agency. After discussion a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors go into closed session approximately @ 4:05 PM.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None

The Board meeting reconvened @ 4:15

Item #8 on the Agenda was Discussion of Agency Disclosure Issue. Discussion was held relating to disclosure issues related to Rhode Island General Laws section 42-90-1.

Item #9 on the Agenda was the review and consideration of a loan application from the Town of Jamestown for a Community Septic System Loan in the amount of \$300,000. Steve Maceroni, First Southwest, reviewed the credit review for the Board of Directors. After discussion, the Executive Director stated that on the basis of the credit review prepared by First Southwest Company and information provided by the Town of Jamestown, the Executive Director recommends the Agency's Board of Directors accept the loan application from the Town of Jamestown in an amount up to \$300,000 out of the Clean Water SRF with the following caveats:

- 1) that the borrower comply with applicable Federal, State, and municipal laws, ordinances, rules and regulations;
- 2) that a mutually accepted loan agreement be signed by all principal parties;
- 3) that the projects to be funded appear on Rhode Island Department of Environmental Management's (RIDEM) Project Priority List; and
- 4) that the projects to be funded receive a RIDEM Certificate of Approval.

After Discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors accept the loan application from the Town of Jamestown in an amount up to 300,000 from the Community Septic System Loan Program with the following caveats:

- 1) that the borrower comply with applicable Federal, State, and municipal laws, ordinances, rules and regulations;
- 2) that a mutually accepted loan agreement be signed by all principal parties;
- 3) that the projects to be funded appear on Rhode Island Department of Environmental Management's (RIDEM) Project Priority List; and
- 4) that the projects to be funded receive a RIDEM Certificate of Approval.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

Item #10 on the Agenda was the Series 2004 CWSRF and DWSRF Discussion. The 2004 CWSRF Bond Issue closed in December 2004. The DWSRF 2004 Bond Issue is anticipated to close end of February 2005. In this regard, the Executive Director suggests that the DWSRF Series 2004 be changed to DWSRF Series 2005A.

Voted: That the Agency Board of Directors approve the amendment to change the Issuance Resolution for the DWSRF Series 2004 to be re-titled DWSRF Series 2005A.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None

Item #11 on the Agenda was Investment Products. Various investment products were discussed by the Executive Director. No Board action was necessary.

Item #12 on the Agenda was Expenses. The first expense was the invoice from American Express in the amount of \$6,962.27 for new computer for Executive Director and expenses for CIFA Legislative Conference & workshop meeting. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from American Express in the amount of \$6,962.27 for new computer for Executive Director and expenses for CIFA Legislative Conference & workshop meeting.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

The second expense was the approval of an invoice from Richard Coren Design in the amount of \$5,050.00 for Agency's 2004 Annual Report. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from Richard Coren Design in the amount of \$5,050.00 for Agency's 2004 Annual Report.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

The third expense was the approval of an invoice from US Bank in the amount of \$7,450.00 for Rhode Island Clean Water Finance Agency 2002B Pooled Loan. After discussion, a motion was made and seconded the following vote taken:

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$7,450.00 for Rhode Island Clean Water Finance Agency 2002B Pooled Loan.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

The fourth expense was the approval of an invoice from US Bank in the amount of \$10,200.00 for Rhode Island Clean Water Finance Agency Series 2003B. After Discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$10,200.00 for Rhode Island Clean Water Finance Agency Series 2003B.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

The fifth expense was the approval of Print Graphics, Inc in the amount of \$571.19 for Accounts Payable checks. After Discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from Print Graphics, Inc in the amount of \$571.19 for Accounts Payable checks.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

The sixth expense was of an invoice from The Providence Journal Company in the amount of \$551.72 for Legal Ads for RFQ. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from The Providence Journal Company in the amount of \$551.72 for Legal Ads for RFQ.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham, and Anthony F. DeMatteo.

Voting against the foregoing were: None.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 5:07p.m.

Voted: That the Board of Directors adjourn the meeting at 5:07 p.m.

Voting in favor of the foregoing: Chairman James M. Hagerty, Leonard F. Clingham and Anthony F. DeMatteo.

Voting against the foregoing were: None.

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**Assistant Secretary**

**MINUTES 137: MJ**

