

**RHODE ISLAND CLEAN WATER FINANCE AGENCY**  
**ANNUAL MEETING OF THE BOARD OF DIRECTORS**

**PUBLIC SESSION**

**May 15, 2006**

The Annual Meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, May 15, 2006, 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 3:50 p.m.

Directors present were: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Directors absent were: Andrew Bilodeau

Also present were: Executive Director, Anthony B. Simeone; Michael P. Larocque, Accounting/Office Manager; Robin Hedges, Clean Water SRF Program Manager; Michael Pagliaro, Agency Accountant; Marcelina Jackson, Administrative Assistant; Gerald Harrington, Agency Legal Counsel; Steve Maceroni and Maureen Gurghigian, First Southwest; Laurie Brayton, RI Senate Fiscal Advisory Staff.

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 March 15, 2006 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 March 15, 2006 Board Meeting Minutes.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

Item #2 on the Agenda was Agency's 3rd Quarter Review from Cayer Caccia, Independent Auditor. Michael P. Larocque, Accounting/Office Manager reviewed the Agency's 3<sup>rd</sup> Quarter Review and stated there were no findings related to the audit.

Voted: That the Board of Directors accept the Agency's 3<sup>rd</sup> Quarter Review.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

Item #3 on the Agenda was the review and consideration of the Agency's February 2006, and March 2006 Financial Statements. Michael Larocque, Agency Accounting/Office 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 Agency's February 2006, and March 2006 Financial Statements.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

Item #4 on the Agenda was Discussion and consideration of a loan application from the Town of Jamestown in an amount up to \$6.2 million out of the Drinking Water State Revolving Fund (DWSRF). Steve Maceroni, First Southwest, reviewed the credit review for the Board of Directors. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application from the Town of Jamestown in an amount up to \$6.2 million out of the Drinking Water State Revolving Fund (DWSRF) with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 2) that the project receive a DOH Certificate of Approval;
- 3) that loan security be in a form acceptable to the Agency as determined by Agency General Counsel;
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and
- 5) that a loan agreement be signed by all principal parties authorized to sign.

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 \$6.2 million out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;

- 2) that the project receive a DOH Certificate of Approval;
- 3) that loan security be in a form acceptable to the Agency as determined by Agency General Counsel;
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and
- 5) that a loan agreement be signed by all principal parties authorized to sign.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

Item #5 on the Agenda was Discussion and consideration of a loan application from the Town of Burrillville in an amount up to \$3.5 million out of the Clean Water State Revolving Fund (CWSRF). Steve Maceroni, First Southwest, reviewed the credit review for the Board of Directors. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application from the Town of Burrillville in an amount up to \$3.5 million out of the Clean Water State Revolving Fund (CWSRF) with the following caveats:

- 1) that all projects to be funded appear on Department of Environmental Management's (DEM's) Project Priority List and have Certificates of Approval issued;
- 2) that the borrower comply with all Federal, State, and Agency laws, rules and regulations;
- 3) that a satisfactory loan agreement be signed by all parties to the transaction;
- 4) that the loan will be made subject to availability of funds; and
- 5) that loan will be made subject to ranking on DEM's Project Priority List;

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 Burrillville in an amount up to \$3.5 million out of the Clean Water SRF with the following caveats:

- 1) that all projects to be funded appear on Department of Environmental Management's (DEM's) Project Priority List and have Certificates of Approval issued;
- 2) that the borrower comply with all Federal, State, and Agency laws, rules and regulations;
- 3) that a satisfactory loan agreement be signed by all parties to the transaction;
- 4) that the loan will be made subject to availability of funds; and

5) that loan will be made subject to ranking on DEM's Project Priority List;

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

Item #6 on the Agenda was Discussion and consideration of a loan application from the City of Pawtucket in an amount up to \$1.9 million out of the Drinking Water State Revolving Fund (DWSRF). Maureen Gurghigian, First Southwest, reviewed the credit review for the Board of Directors. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application from the City of Pawtucket in an amount up to \$1.9 million out of the Drinking Water State Revolving Fund (DWSRF) with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 2) that the project receive a DOH Certificate of Approval;
- 3) that loan security be in a form acceptable to the Agency as determined by Agency General Counsel;
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and
- 5) that a loan agreement be signed by all principal parties authorized to sign.

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 City of Pawtucket in an amount up to \$1.9 million out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 2) that the project receive a DOH Certificate of Approval;
- 3) that loan security be in a form acceptable to the Agency as determined by Agency General Counsel;
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and
- 5) that a loan agreement be signed by all principal parties authorized to sign.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

Item #7 on the Agenda was Discussion and consideration of a loan application from the Lincoln Water Commission in an amount up to \$1.8 million out of the Drinking Water State Revolving Fund (DWSRF). Steve Maceroni, First Southwest, reviewed the credit review for the Board of Directors. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application from the Lincoln Water Commission in an amount up to \$1.8 million out of the Drinking Water State Revolving Fund (DWSRF) with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 2) that the project receive a DOH Certificate of Approval;
- 3) that loan security be in a form acceptable to the Agency as determined by Agency General Counsel;
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and
- 5) that a loan agreement be signed by all principal parties authorized to sign.

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 Lincoln Water Commission in an amount up to \$1.8 million out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 2) that the project receive a DOH Certificate of Approval;
- 3) that loan security be in a form acceptable to the Agency as determined by Agency General Counsel;
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and
- 5) that a loan agreement be signed by all principal parties authorized to sign.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

Item #8 on the Agenda was review of loan security from Paige Associates in an amount up to \$80,000 out of the Drinking Water SRF. Executive Director, Anthony Simeone deferred this item to Gerald Harrington, Legal Counsel and Steve Maceroni, First Southwest to review discussion. No board action was taken.

Item #9 on the Agenda was Legislative Update. Gerald Harrington, Agency Legal Counsel, discussed current legislation of interest to the agency.

Item #10 on the Agenda was deferred at this time until later in the meeting.

Item #11 on the Agenda was Agency expenses. The first expense on the agenda was approval of an invoice from American Express in the amount of \$1,046.26 for conference expenses. After discussion, a motion was made and seconded the following vote taken:

Voted: That the Board of Directors approve the invoice from American Express in the amount of \$1,046.26 for conference expenses.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

The second expense was the approval of an invoice from American Express in the amount of \$2,322.95 for membership renewals. After discussion, a motion was made and seconded the following vote taken:

Voted: That the Board of Directors approve the invoice from American Express in the amount of \$2,322.95 for membership renewals.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

The third expense was the approval of an invoice from U.S. Bank in the amount of \$9,925.00 for RICWFA 2004A Drinking WTR ISS Rev Acct. After discussion, a motion was made and seconded the following vote taken:

Voted: That the Board of Directors approve the invoice from U.S. Bank in the amount of \$9,925.00 for RICWFA 2004A Drinking WTR ISS Rev Acct.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

The fourth expense was the approval of an invoice from U.S. Bank in the amount of \$6,675.00 for RICWFA 2005A Revenue Account. After Discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from U.S. Bank in the amount of \$6,675.00 for RICWFA 2005A Revenue Account. After Discussion, a motion was made and seconded and the following vote taken:

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

The fifth expense was the approval of an invoice from U.S. Bank in the amount of \$7,100.00 for RICW Water Pollution Control FD Rev Bonds 1999. After Discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from U.S. Bank in the amount of \$7,100.00 for RICW Water Pollution Control FD Rev Bonds 1999.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

The sixth expense was of an invoice from U.S. Bank in the amount of \$4,805.00 for RI Clean Water Series 1993A. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice U.S. Bank in the amount of \$4,805.00 for RI Clean Water Series 1993A.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

The seventh expense was an invoice from U.S. Bank in the amount of \$6,635.00 for RI Clean Water Series 1992A. After discussion, a motion was made and seconded the following vote taken:

Voted: That the Board of Directors approve the invoice U.S. Bank in the amount of \$6,635.00

for RI Clean Water Series 1992A.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

At this time, the Board of Directors continued the discussion regarding Agenda Item #10

Item # 10 on the Agenda was Closed Session – Executive Director’s Evaluation. 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 job performance of the Executive Director of the Agency. After discussion a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors goes into closed session @ approximately 4:55 p.m.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

The Board Meeting reconvened @ 5:00 p.m.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 5:01 p.m.

Voted: That the Board of Directors adjourns the meeting at 5:01 p.m.

Voting in favor of the foregoing: Chairman James Hagerty, Arthur C. Barton III and Joan M. Caine.

Voting against the foregoing were: None.

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**Assistant Secretary**

**MINUTES 110: MJ**