

RHODE ISLAND CLEAN WATER FINANCE AGENCY

MEETING OF THE BOARD OF DIRECTORS

PUBLIC SESSION

DECEMBER 15, 2008

A meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, December 15, 2008 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 annual 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 3:45 p.m.

Directors present were: Chairman James M. Hagerty, Arthur C. Barton III, and Scott Lajoie

Directors absent were: Andrew Bilodeau.

Treasurer Frank Caprio joined the meeting at 3:50pm

Also present were: Executive Director, Anthony B. Simeone; Michael P. Larocque, Accounting/Office Manager; Robin Hedges, Clean Water SRF Program Manager; Anna Coelho Cortes, Drinking Water SRF Program Manager; Michael Pagliaro, Agency Accountant; Marcelina Jackson, Administrative Assistant; Christopher Vitale, Agency Legal Counsel; Steve Maceroni, First Southwest; Mark Caccia & Donna Caccia, Agency Auditors; Laurie Brayton, RI Senate Fiscal Office.

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 17, 2008 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 17, 2008 Board Meeting Minutes.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III, Scott Lajoie, and Treasurer Caprio.

Voting against the foregoing were: None.

Item #2 on the Agenda was presentation of Agency's Single Audit by Mark Caccia. Donna Caccia of Cayer Caccia reviewed the Agency's Single Audit. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the Agency's Single Audit prepared by Cayer Caccia.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III, Scott Lajoie, and Treasurer Caprio.

Voting against the foregoing: None.

Item #3 on the Agenda was presentation of Agency's first quarter FY2009, management letter prepared by Cayer Caccia. Donna Caccia of Cayer Caccia reviewed the Agency's first quarter FY2009, management letter.

Voted: That the Board of Directors approve the Agency's first quarter FY2009, management letter prepared by Cayer Caccia.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III, Scott Lajoie, and Treasurer Caprio.

Voting against the foregoing: None.

Item #4 on the Agenda was review and consideration of the Agency's October, 2008 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 taking:

Voted: That the Board of Directors approve the Agency's October, 2008 Financial Statements.

Voting in favor of the foregoing: Chairman James M. Hagerty, Arthur C. Barton III, Scott Lajoie, and Treasurer Caprio.

Voting against the foregoing were: None.

Item #5 on the Agenda was review and consideration of a revised loan application from the Town of Bristol in an amount up to \$2,600,000 out of the Clean Water SRF. 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 Bristol in an amount up to \$2,600,000 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 of 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 revised loan application from Town of Bristol in an amount up to \$2,600,000 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, Scott Lajoie, and Treasurer Caprio.

Voting against the foregoing were: None.

Item #6 on the Agenda was consideration of appointment of Legal Counsel. After discussion, Mr. Simeone, Executive Director recommends the Agency's Board of Directors appoint the Law Offices of Gerald T. Harrington Ltd. to serve as legal counsel for a term of one year.

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

Voted: That the Board of Directors appoint the Law Offices of Gerald T. Harrington, Ltd. to serve as Legal Counsel for a term of one year commencing January 1, 2009.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Arthur C. Barton III, and Treasurer Caprio.

Voting against the foregoing were: None.

Item #7 on the agenda was consideration of Bond Counsel appointment. Mr. Simeone, Executive Director recommends the Agency's Board of Directors to extend the engagement of Nixon Peabody to serve as Bond Counsel for a term of one year.

Voted: That the Board of Directors extend the engagement of Nixon Peabody to serve as Agency Bond Counsel for a term of one year.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Arthur C. Barton III and Treasurer Caprio.

Voting against the foregoing were: None.

Item # 8 on the Agenda was a discussion of Board Restricted funds by Executive Director. Mr. Simeone, Agency Executive Director discussed the Board Restricted funds for the Board and allowed for questions and comments.

Item # 9 on the Agenda was the review of Agency investments by First Southwest. Steve Maceroni, First Southwest, reviewed the status of the Agency's financial investments for the Board and allowed for questions and comments.

Item #10 review and consideration of 2009 Regularly Scheduled Board Meetings. Mr. Simeone included a copy of the 2009 Board Meeting schedule and allowed for comments. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the Agency's 2009 schedule for regularly scheduled monthly Board Meetings.

Item #11 on the Agenda was Expenses. The first expense was the invoice from Cayer Caccia, LLP in the amount of \$5,359.00 for professional services rendered. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from Cayer Caccia, LLP in the amount of \$5,359.00 for professional services rendered.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Arthur C. Barton III and Treasurer Caprio.

Voting against the foregoing were: None.

The second expense was the approval of an invoice from First Southwest in the amount of \$28,200.00 for arbitrage calculations.

After discussion, a motion was made and seconded and the following vote taken;

Voted: That the Board of Directors approve the invoice from First Southwest in the amount of \$28,200.00 for arbitrage calculations.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Arthur C. Barton III and Treasurer Caprio.

Voting against the foregoing were: None

The third expense was the approval of an invoice from US Bank in the amount of \$7,000.00 for RICW Finance Agency 2002B Pooled Loan.

After discussion, a motion was made and seconded and the following vote taken;

Voted: That the Board of Directors approve the invoice form US Bank in the amount of \$7,000.00 for RICW Finance Agency 2002B Pooled Loan.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Arthur C. Barton III and Treasurer Caprio.

Voting against the foregoing were: None

The fourth expense was the approval of an invoice from US Bank in the amount of \$9,800.00 for Rhode Island Clean Water Finance Agency Revenue Series 2003B.

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$9,800.00 for Rhode Island Clean Water Finance Agency Revenue Series 2003B.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Arthur C. Barton III and Treasurer Caprio.

Voting against the foregoing were: None

The fifth expense was the approval of an invoice from Nixon Peabody in the amount of \$9,389.00 for services rendered.

Voted: That the Board of Directors approve the invoice from Nixon Peabody in the amount of \$9,389.00 for services rendered.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 4:40 p.m.

Voted: That the Board of Directors adjourns the meeting at 4:40 p.m.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Arthur C. Barton III and Treasurer Caprio.

Voting against the foregoing were: None.

Secretary

MINUTES 100: MJ