

RHODE ISLAND CLEAN WATER FINANCE AGENCY

MEETING OF THE BOARD OF DIRECTORS

PUBLIC SESSION

FEBRUARY 23, 2009

A meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, February 23, 2009 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 3:55 p.m.

Directors present were: Chairman James M. Hagerty, Treasurer Frank Caprio, and Scott Lajoie

Directors absent were: Andrew Bilodeau.

Arthur C. Barton III joined the meeting at 4:00pm

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 and Gerald Harrington, Agency Legal Counsel; Maureen Gurhigan, First Southwest; Neal Pandozzi and Peter Johnson, Agency Bond Counsel; Laurie Brayton, RI Senate Fiscal Office; John McMahon, ING Financial Adviser.

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 December 15, 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 December 15, 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 John McMahon from ING Life Insurance and Annuity Company to discuss Agency's 457 plan. Mr. McMahon reviewed the Agency's 457 plan to the Board of Directors and allowed for questions and comments.

Item #3 on the Agenda was review and consideration of the Agency's November, 2008 and December, 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 November, 2008 and December, 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 #4 on the Agenda was review and consideration of a revised loan application from the City of Newport in an amount up to \$7,695,532 out of the Clean Water SRF. Maureen Gurghigan, 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 Newport in an amount up to \$7,695,532 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 City of Newport in an amount up to \$7,695,532 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 #5 on the Agenda was review and consideration of a loan application from the Town of Cumberland in an amount up to \$1,750,000 out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority Lists;
- 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;
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and
- 5) that a loan 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 revised loan application from the Town of Cumberland in an amount up to \$1,750,000 out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority Lists;
- 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;
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and

5) that a loan be signed by all principal parties authorized to sign.

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 #6 on the agenda was Agency's Investments update from First Southwest. Agency's Investment update were reviewed by Maureen Gurghigan of First Southwest and allowed for questions and comments.

Item # 7 on the Agenda was Discuss and consideration issues related to the American Recovery and Reinvestment Act of 2009 by Chris Vitale, Agency Counsel. Mr. Vitale, discussed the Recovery and Reinvestment Act of 2009 for the Board and allowed for questions and comments.

Item # 8 on the Agenda was discussion and consideration of CIFA Legislative Conference held in Washington on April 19, 2009 – April 21, 2009. The Executive Director stated the he is requesting permission to send three staff members from the Agency, to attend the conference from April 19, 2009 through April 21, 2009 in Washington. The anticipated expenses for the conference are in the amount of \$2,467.00. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve three staff members from the Agency, to attend the conference from April 19, 2009 through April 21, 2009 in Washington, with the anticipated expenses for the conference are in the amount of \$2,467.00.

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 #9 on the Agenda was discussion of eligible use of Board Designated Funds. Agency Counsel discussed the eligible use of Board Designated Funds and allowed for questions and comments.

Item #10 on the Agenda was Discussion of CIFA expense. The Executive Director stated that the Board had approved an expense of \$2,000.00 related to the CIFA conference in October. He the Executive Director asked the Board to ratify their prior approval and that the minutes indicate the ratification.

Voted: That the Board of Directors ratify the \$2,000.00 expense for the CIFA conference on October 19, 2008 – October 21, 2008 in Providence, RI.

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 #11 on the Agenda was Expenses. The first expense was the invoice from Starkweather & Shepley in the amount of \$1,914.00 for government crime policy. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice from Starkweather & Shepley in the amount of \$1,914.00 for government crime policy.

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 Pitney Bowes in the amount of \$700.00 for Agency's Annual Report Mailing.

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

Voted: That the Board of Directors approve the invoice from Pitney Bowes in the amount of \$700.00 for Agency's Annual Report Mailing.

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 Council of Infrastructure Financing Authorities, Inc. in the amount of \$1,000.00 for 2009 CIFA membership dues for the period January 1, 2009 – December 31, 2009.

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

Voted: That the Board of Directors approve the invoice form Council of Infrastructure Financing Authorities, Inc. in the amount of \$1,000.00 for 2009 CIFA membership dues for the period January 1, 2009 – December 31, 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

The fourth expense was the approval of an invoice from Moody's Analytics in the amount of \$1,400.00 for products and services from December 01, 2008 through November 30, 2009.

Voted: That the Board of Directors approve the invoice from Moody's Analytics in the amount of \$1,400.00 for products and services from December 01, 2008 through November 30, 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

The fifth expense was the approval of an invoice from Cayer Caccia in the amount of \$3,822.00 for services rendered from September 22, 2008 through November 26, 2008.

Voted: That the Board of Directors approve the invoice from Cayer Caccia in the amount of \$3,822.00 for services rendered from September 22, 2008 through November 26, 2008.

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 sixth expense was the approval of an invoice from Cayer Caccia in the amount of \$3,120.00 for services rendered from November 27, 2008 through December 27, 2008.

Voted: That the Board of Directors approve the invoice from Cayer Caccia in the amount of \$3,120.00 for services rendered from November 27, 2008 through December 27, 2008.

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 seventh expense was approval of the invoice from US Bank in the amount of \$12,650.00 for RICW 06A dept service interest account.

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$12,650.00 for RICW 06A dept service interest account.

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 eighth expense was approval of the invoice from US Bank in the amount of \$11,550.00 for RICW 07A CW dept service interest ac.

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$11,550.00 for RICW 07A CW dept service interest ac.

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 ninth expense was approval of the invoice from US Bank in the amount of \$11,000.00 for RICWFA Water Pollution Control Series 2005A Pooled Loan Issue.

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$11,000.00 for RICWFA Water Pollution Control Series 2005A Pooled Loan Issue.

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 tenth expense was approval of the invoice from US Bank in the amount of \$5,695.00 for RI Clean Water Series 1995.

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$5,695.00 for RI Clean Water Series 1995.

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 eleventh expense was approval of the invoice from US Bank in the amount of \$7,500.00 for RI Clean Water Finance Agency Series 2000A Pooled Loan.

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$7,500.00 for RI Clean Water Finance Agency Series 2000A 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 twelfth expense was approval of the invoice from US Bank in the amount of \$9,000.00 for RI Clean Water Finance Agency dated 12/04.

Voted: That the Board of Directors approve the invoice from US Bank in the amount of \$9,000.00 for RI Clean Water Finance Agency dated 12/04.

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 thirteenth expense was approval of the invoice from Nixon Peabody, LLP in the amount of \$17,778.20 for professional services rendered through December 31, 2008.

Voted: That the Board of Directors approve the invoice from Nixon Peabody, LLP in the amount of \$17,778.20 for professional services rendered through December 31, 2008.

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 fourteenth expense was approval of the invoice from Nixon Peabody, LLP in the amount of \$16,582.54 for professional services rendered through January 31, 2009.

Voted: That the Board of Directors approve the invoice from Nixon Peabody, LLP in the amount of \$16,582.54 for professional services rendered through January 31, 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

The fifteenth expense was approval of the invoice from Nixon Peabody, LLP in the amount of \$3,021.00 for professional services rendered through November 30, 2008.

Voted: That the Board of Directors approve the invoice from Nixon Peabody, LLP in the amount of \$3,021.00 for professional services rendered through November 30, 2008.

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 sixteenth expense was approval of the invoice from Nixon Peabody, LLP in the amount of \$10,642.53 for professional services rendered.

Voted: That the Board of Directors approve the invoice from Nixon Peabody, LLP in the amount of \$10,642.53 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 seventeenth expense was approval of the invoice from Law offices of Gerald T. Harrington, Ltd. in the amount of \$27,149.39 for professional services rendered.

Voted: That the Board of Directors approve the invoice from Law offices of Gerald T. Harrington, Ltd. in the amount of \$27,149.39 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 eighteenth expense was approval of the invoice from First Southwest Company in the amount of \$30,612.61 for professional services rendered.

Voted: That the Board of Directors approve the invoice from First Southwest Company in the amount of \$30,612.61 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 nineteenth expense was approval of the invoice from First Southwest Company in the amount of \$32,681.40 for professional services rendered.

Voted: That the Board of Directors approve the invoice from First Southwest Company in the amount of \$32,681.40 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

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 5:25 p.m.

Voted: That the Board of Directors adjourns the meeting at 5:25 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 175: MJ