

**RHODE ISLAND CLEAN WATER FINANCE AGENCY**

**MEETING OF THE BOARD OF DIRECTORS**

**PUBLIC SESSION**

**APRIL 19, 2010**

The meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, April 19, 2010 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 3:31 p.m.

Directors present were: Chairman James M. Hagerty, Scott Lajoie, and Michael Solomon, Department of the Treasury.

Directors absent were: Andrew Bilodeau.

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

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; Maureen Gurhigan, First Southwest; Neal Pandozzi and Peter Johnson Agency Bond Counsel; Karen Beard, U.S. Bank; Linda George, 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 March 15, 2010 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, 2010 Board Meeting Minutes.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie and Michael Solomon.

Voting against the foregoing were: None.

Item #2 on the Agenda was review and consideration of the Agency's February, 2010 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, 2010 Financial Statements.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie and Michael Solomon.

Voting against the foregoing were: None.

Item #3 on the agenda was 2<sup>nd</sup> quarter review by Cayer Caccia, LLP. Michael Larocque, Agency Accounting/Office Manager, reviewed the 2<sup>nd</sup> quarter review by Cayer Caccia, LLP 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 2<sup>nd</sup> quarter review by Cayer Caccia.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, and Michael Solomon.

Voting against the foregoing were: None.

Item #4 on the Agenda was review and consideration of a loan application from the Town of Burrillville in an amount up to \$2,500,000 out of the Clean Water SRF. 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 \$2,500,000 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.

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 \$2,500,000 out of the Clean Water SRF with the following caveats:

- 1) that all projects to be funded appear on Department of Environmental Managements (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 be made subject to availability of funds; and
- 5) that loan will be made subject ranking on DEM's Project Priority List.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, and Michael Solomon.

Voting against the foregoing were: None.

Item #5 on the Agenda was review and consideration of a loan application from the City of Cranston in an amount up to \$1,000,000 out of the Clean Water SRF. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application from the City of Cranston in an amount up to \$1,000,000 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.

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 Cranston in an amount up to \$1,000,000 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, Scott Lajoie, and Michael Solomon.

Voting against the foregoing were: None.

Item #6 on the Agenda was review and consideration of a loan application from the City of East Providence in an amount up to \$10,000,000 out of the Clean Water SRF Program. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application from the City of East Providence in an amount up to \$10,000,000 out of the Clean Water SRF Program 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; 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 City of East Providence in an amount up to \$10,000,000 out of the Clean Water SRF Program 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 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 agreement will be made subject to ranking on DEM's Project Priority List.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, and Michael Solomon.

Voting against the foregoing were: None.

Item #7 on the Agenda was review and consideration of an Issuance Resolution for 2010 Clean Water State Revolving Fund Bond Issuance in an amount up to \$50,000,000. The Executive Director turned the meeting over to Neal Pandozzi, Agency Bond Counsel. Mr. Pandozzi reviewed the issuance resolution authorizing the issuance of up to \$50,000,000 for the 2010 Clean Water State Revolving Fund Bond Issuance for the Board of Directors and stated that the Resolution authorized the Executive Director and the Chairman of the Board to determine the terms of the Bond Issue and authorizes the Executive Director, the Chairman and any other Agency authorized signers to sign the necessary documents to close the Bond Issue. After discussion, a motion was made and the following vote taken.

Voted: That the Board of Directors approve the Issuance Resolution for 2010 Clean Water State Revolving Fund Bond Issuance in an amount up to \$50,000,000, and authorizes the Board Chairman and/or Executive Director to sign and execute all required documents related to the Bond Issue.

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

Voting against the foregoing were: None

Item #8 on the Agenda was GIC Investment by First Southwest. The status of the Agency GICs was reviewed by Maureen Gurghigan of First Southwest and allowed for questions and comments.

Item #9 on the Agenda was discussion of Agency review procedures for borrower ratings and borrower down grades. The Agency Executive Director discussed the Agency review procedures for borrower ratings and borrower down grades and allowed for questions and comments.

Item #10 on the Agenda was discussion of billing options. The Agency Executive Director discussed the status of the billing options and allowed for questions and comments.

Item #11 on the Agenda was legislative update. The legislative update was review by Christopher Vitale, Agency Legal Counsel and allowed for questions and comments.

Item #12 on the Agenda was Expenses. The first expense was the invoice from Cayer Caccia in the amount of \$1,200.00 for professional services rendered for February 1, 2010 through March 15, 2010. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoice Cayer Caccia in the amount of \$1,200.00 for professional services rendered for February 1, 2010 through March 15, 2010.

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

Voting against the foregoing were: None.

The second expense was the approval of an invoice from US Bank in the amount of \$6,242.50 for Rhode Island Clean Water Series 1992A. 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 \$6,242.50 for Rhode Island Clean Water Series 1992A.

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

Voting against the foregoing were: None

The third expense was the approval of an invoice from US Bank in the amount of \$7,915.00 for Rhode Island 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 from US Bank in the amount of \$7,915.00 for Rhode Island Clean Water Series 1993A.

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

Voting against the foregoing were: None

The fourth expense was the approval of an invoice from US Bank in the amount of \$7,440.00 for Rhode Island Clean Water Water Pollution Control Revenue Fund Revenue 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 US Bank in the amount of \$7,440.00 for Rhode Island Clean Water Water Pollution Control Revenue Fund Revenue Bonds 1999.

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

Voting against the foregoing were: None

The fifth expense was the approval of an invoice from US Bank in the amount of \$6,500.00 for Rhode Island Clean Water 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 US Bank in the amount of \$6,500.00 for Rhode Island Clean Water 2005A Revenue Account.

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

Voting against the foregoing were: None

The sixth expense was the approval of an invoice from US Bank in the amount of \$7,000.00 for Rhode Island Clean Water Finance 07A Debt Service Int. Account. 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 \$7,000.00 for Rhode Island Clean Water Finance 07A Debt Service Int. Account.

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

Voting against the foregoing were: None

The seventh expense was the approval of an invoice from Nixon Peabody in an amount of \$15,751.02 for 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 Nixon Peabody in an amount of \$15,751.02 for services rendered.

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

Voting against the foregoing were: None

The eighth expense was the approval of an invoice from Nixon Peabody in an amount of \$416.00 for Series 2004A IRS Audit. After discussion, a motion was made and seconded and the following vote taken;

Voted: That the Board of Directors approve the invoice from Nixon Peabody in an amount of \$416.00 for Series 2004A IRS Audit.

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

Voting against the foregoing were: None

The ninth expense was the approval of an invoice from The Law Offices of Gerald T. Harrington in an amount of \$21,528.00 for professional services. After discussion, a motion was made and seconded and the following vote taken;

Voted: That the Board of Directors approve the invoice from The Law Offices of Gerald T. Harrington in an amount of \$21,528.00 for professional services.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 4:47 p.m.

Voted: That the Board of Directors adjourn the meeting at 4:47 p.m.

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

Voting against the foregoing were: None.

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**Secretary**

**MINUTES 117: MJ**