

RHODE ISLAND CLEAN WATER FINANCE AGENCY

MEETING OF THE BOARD OF DIRECTORS

PUBLIC SESSION

JUNE 7, 2010

The meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, June 7, 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 3:30 p.m.

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

Directors absent were: Andrew Bilodeau and Arthur C. Barton III.

Also present were: Executive Director, Anthony B. Simeone; Michael P. Larocque, Accounting/Office Manager; Anna Coelho Cortes, Drinking Water SRF Program Manager; Michael Pagliaro, Agency Accountant; Marcelina Jackson, Administrative Assistant; Gerald Harrington, Agency Legal Counsel; Maureen Gurhigan and Steve, First Southwest; Neal Agency Bond Counsel; Karen Beard, U.S. Bank; Kimberly Welsh, Janney Montgomery.

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 April 19, 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 April 19, 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 March, 2010 and April 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 March, 2010 and April 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 3rd quarter review by Cayer Caccia, LLP. Michael Larocque, Agency Accounting/Office Manager, reviewed the 3rd 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 3rd 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 the Agency's budget for Clean Water SRF and Drinking Water SRF. Michael Larocque reviewed each of the budgets for the Board, and Members of the Board discussed the budgets and allowed for questions. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the Agency's Clean Water SRF and Drinking Water SRF budget.

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 Town of Bristol in an amount up to \$300,000 out of the Community Septic System Loan Program (CSSLP). 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 \$300,000 out of the Community Septic System Loan Program (CSSLP) 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 Bristol in an amount up to \$300,000 out of the Community Septic System Loan Program (CSSLP) 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 Newport in an amount up to \$15,000,000 for a conduit short-term loan. 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 \$15,000,000 for a conduit short-term loan 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 Newport in an amount up to \$15,000,000 for a conduit short-term loan 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 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 \$15,000,000 Conduit Bond Anticipation Note for rollover of the current conduit bond anticipation note of \$15,000,000 to the City of Newport. 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 \$15,000,000 for the rollover of the current conduit bond anticipation note of \$15,000,000 to the City of Newport 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 to the City of Newport Conduit Bond Issuance in an amount up to \$15,000,000, 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 and Michael Solomon.

Voting against the foregoing were: None.

Item #8 on the Agenda was review and consideration of amendments to Water Pollution Control Indenture of Trust. Neal Pandozzi, Agency Bond Counsel reviewed the proposed amendments to Water Pollution Control Indenture of Trust for the Board of Directors and authorizes the Executive Director and the Chairman, and any other Agency authorized signers to sign the necessary documents. After discussion a motion was made and the following vote taken;

Voted: That the Board of Directors approve the amendments to the Water Pollution Control Indenture of Trust, and authorizes the Board Chairman and/or Executive Director to sign and execute all required documents related to the Indenture of Trust.

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

Voting against the foregoing were: None.

Item #9 on the Agenda was financial update by First Southwest. The financial update was reviewed by Maureen Gurhigan of First Southwest and allowed for questions and comments.

Item #10 on the Agenda was legislative update. The legislative update was reviewed by Gerald Harrington, Agency Legal Counsel and allowed for questions and comments.

Item #11 on the Agenda was Expenses. The first expense was the invoice from Cayer Caccia in the amount of \$4,197.00 for professional services rendered for March 15, 2010 through April 8, 2010. 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 in the amount of \$4,197.00 for professional services rendered for March 15, 2010 through April 8, 2010.

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

Voting against the foregoing were: None.

The second expense was the approval of an invoice from Cayer Caccia in the amount of \$2,512.00 for professional services rendered for April 8, 2010 through May 3, 2010. 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 in the amount of \$2,512.00 for professional services rendered for April 8, 2010 through May 3, 2010.

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

Voting against the foregoing were: None.

The third expense was the approval of an invoice from SourceMedia in the amount of \$3,199.00 for the Bond Buyer. After discussion, a motion was made and seconded and the following vote taken;

Voted: That the Board of Directors approve the invoice from SourceMedia in the amount of \$3,199.00 for the Bond Buyer.

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

Voting against the foregoing were: None.

The fourth expense was the approval of an invoice from Sage in the amount of \$2,773.05 for software renewal. After discussion, a motion was made and seconded and the following vote taken;

Voted: That the Board of Directors approve the invoice from Sage in the amount of \$2,773.05 for software renewal.

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

Voting against the foregoing were: None.

The fifth expense was the approval of an invoice from The Law Offices of Gerald T. Harrington in the amount of \$26,000.00 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 The Law Offices of Gerald T. Harrington in the amount of \$26,000.00 for professional services rendered.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie 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 \$750.00 for Rhode Island Clean 08 (Warwick) Bonds Fund. 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 \$750.00 for Rhode Island Clean 08 (Warwick) Bonds Fund.

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

Voting against the foregoing were: None.

The seventh expense was the approval of an invoice from US Bank in the amount of \$9,000.00 for Rhode Island Clean Water Finance Agency 2004A Drinking Water Issue Rev acct. 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 \$9,000.00 for Rhode Island Clean Water Finance Agency 2004A Drinking Water Issue Rev acct.

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

Voting against the foregoing were: None.

The eighth expense was the approval of an invoice from US Bank in an amount of \$7,410.00 for Rhode Island Clean Water Finance Agency Series 2002A. 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 an amount of \$7,410.00 for Rhode Island Clean Water Finance Agency Series 2002A.

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

Voting against the foregoing were: None.

The ninth expense was the approval of an invoice from American Express in an amount of \$1,461.400 for conference airfare. 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 an amount of \$1,461.400 for conference airfare.

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

Voting against the foregoing were: None.

The tenth expense was the approval of an invoice from American Express in an amount of \$3,210.63 for conference hotel and transportation.

Voted: That the Board of Directors approve the invoice from American Express in an amount of \$3,210.63 for conference hotel and transportation.

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

Voting against the foregoing were: None.

The eleventh expense was the approval of an invoice from Nixon Peabody in an amount of \$6,530.04 for professional services rendered through March 31, 2010.

Voted: That the Board of Directors approve the invoice from Nixon Peabody in an amount of \$6,530.04 for professional services rendered through March 31, 2010.

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

Voting against the foregoing were: None.

The twelfth expense was the approval of an invoice from Nixon Peabody in an amount of \$1,771.78 for professional services rendered through April 30, 2010.

Voted: That the Board of Directors approve the invoice from Nixon Peabody in an amount of \$1,771.78 for professional services rendered through April 30, 2010.

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

Voting against the foregoing were: None.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 4:22 p.m.

Voted: That the Board of Directors adjourn the meeting at 4:22 p.m.

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

Voting against the foregoing were: None.

Secretary

MINUTES 117: MJ