

RHODE ISLAND CLEAN WATER FINANCE AGENCY

MEETING OF THE BOARD OF DIRECTORS

PUBLIC SESSION

JANUARY 23, 2012

A meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, January 23, 2012 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 3:36 p.m.

Directors present were: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel, Department of the Treasury.

Directors absent were: None

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; Keith Campagnone, Compliance Manager; Christopher Vitale, Agency Legal Counsel; Maureen Gurghigian, First Southwest; Karen Beard, U.S. Bank; Kimberly Welsh, Janney Montgomery; Charles Donovan, Legislative Project Coordinator - Oversight Rhode Island House of Representatives; Linda George, RI Senate Fiscal Office ; Peter Johnson, Agency Bond Counsel.

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 19, 2011 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 19, 2011 Board Meeting Minutes.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were: None.

The Chairman then directed that Item #9 would be taken next. Item #9 on the agenda was Executive Session-Personnel. 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 Personnel. After discussion a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors goes into Closed Session @ approximately 3:35 p.m.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were: None.

The Board Meeting reconvened @ 4:05 p.m.

Item #2 on the Agenda was 1st Quarterly review performed by Cayer Caccia, Michael P. Larocque, Accounting/Office Manager reviewed the 1st Quarterly review 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 1st Quarterly review.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were none.

Item #3 Review and consideration of the Agency's November, 2011 and December 2011, 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 November 2011, and December 2011, Financial Statements.

Voting in favor of the foregoing were: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were: None.

Item #4 on the agenda was discussion and consideration of the Agency Issuance Resolution for the City of Warwick for \$2,400,000 conduit loan. The Executive Director turned the meeting over to Peter Johnson, Agency Bond Counsel. Mr. Johnson reviewed the Issuance Resolution authorizing the Issuance of up to \$2,400,000 for the Board of Directors and stated the Resolution authorized the Executive Director, the Chairman and any other Agency authorized signers to sign 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 in an amount up to \$2,400,000, 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 were: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were: None.

Item #5 on the agenda was discussion and consideration of appointment of Bond Counsel. The Agency Executive Director stated that the Agency received three responses that were sent out to the Board Members. The Executive Director Recommends that the Board of Directors reappoint Nixon Peabody. After discussion, a motion was made and seconded and the following vote taken.

Voted: That the Board of Directors appoint Nixon Peabody Bond Counsel for a term of two years subject to a mutually agreeable engagement letter.

Voting in favor of the foregoing were: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were: None.

Item #6 on the Agenda was discussion and consideration of appointment of Financial Advisor. The Agency Executive Director stated that the Agency received two responses that were sent out to the Board Members. The Executive Director Recommends that the Board of Directors reappoint First Southwest for a term of two years subject to a mutually agreeable engagement letter. After discussion, a motion was made and seconded and the following vote taken.

Voted: That the Board of Directors appoint First Southwest for Financial Advisor for a term of two years subject to a mutually agreeable engagement letter.

Voting in favor of the foregoing were: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were: None.

Item #7 on the Agenda was review and consideration of the revised Rhode Island Clean Water Finance Agency's Personnel Policies for exempt and non exempt employees. The Executive Director stated that this was presented at the last Board Meeting and the Agency Legal Counsel, Christopher Vitale revised the Policies per the discussion at the December Board Meeting.

Voted: That the Board of Directors approve the amended Personnel Policies for exempt and non exempt employees.

Voting in favor of the foregoing were: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were: None.

Item #8 on the Agenda was review of borrower credit ratings by First Southwest. The borrower credit ratings were reviewed by Maureen Gurghigian, First Southwest and allowed for questions and comments.

Item #10 on the Agenda was Expenses. The expenses were US Bank, Nixon Peabody, Cayer Caccia, Law Offices of Gerald T. Harrington, Moody's Analytics, Providence Journal, and Council of Infrastructure Financing Authorities, Inc., after discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoices from the expenses listed above.

Voting in favor of the foregoing were: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, Lisa Ferrara and Christopher Feisthamel.

Voting against the foregoing were: None.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 4:45 p.m.

Voted: that the Board of Directors adjourn the meeting at 4:45 p.m.

Voting in favor of the foregoing: Chairman James M. Hagerty, Scott Lajoie, Joshua Celeste, and Christopher Feisthamel.

Voting against the foregoing were: None.

Secretary

MINUTES: 109 MJ