

RHODE ISLAND CLEAN WATER FINANCE AGENCY

MEETING OF THE BOARD OF DIRECTORS

PUBLIC SESSION

JANUARY 28, 2013

A meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, January 28, 2013 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, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Also present were: Executive Director, Anthony B. Simeone; Michael P. Larocque, Deputy Director; 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; Adam Krea, First Southwest; Neal Pandozzi and Peter Johnson, Agency Bond Counsel; Sara Desens, 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 December 17, 2012 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 17, 2012 Board Meeting Minutes.

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

Voting against the foregoing were: None.

Item #2 on the Agenda was 1st quarterly review from Cayer Caccia, LLP. Michael Larocque reviewed the 1st quarterly review from 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 Agency's 1st quarterly review from Cayer Caccia, LLP.

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

Voting against the foregoing were: None.

Item #3 on the Agenda was Review and consideration of the Agency's November, 2012 and December, 2012, Financial Statements. Michael Larocque 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, 2012 and December, 2012, Financial Statements.

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

Voting against the foregoing were: None.

Item #4 on the Agenda was Review and consideration of a loan to the City of Newport in an amount up to \$31,000,000 out of the Drinking Water SRF.

- 1) that the project appear on Department of Health's Project Priority List;
- 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 agreement 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 loan application to the City of Newport in an amount up to \$31,000,000 out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 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 agreement be signed by all principal parties authorized to sign.

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

Voting against the foregoing were: None.

Item # 5 on the Agenda was review and consideration of a loan to the City of Pawtucket in an amount up to \$8,645,000 out of the Drinking Water SRF. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application to the City of Pawtucket in an amount up to \$8,645,000 out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 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 agreement be signed by all principal parties authorized to sign.

Voted: That the Board of Directors accept the loan application to the City of Pawtucket in an amount up to \$8,645,000 out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 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 agreement be signed by all principal parties authorized to sign.

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

Voting against the foregoing were: None.

Item #6 on the Agenda was review and consideration of a loan to the East Smithfield Water District in an amount up to \$600,000 out of the Drinking Water SRF. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application to East Smithfield Water District in an amount up to \$600,000 out of the Drinking Water SRF with the following caveats:

- 1) the project appear on Department of Health's Project Priority List;
- 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 agreement be signed by all principal parties authorized to sign.

Voted: That the Board of Directors accept the loan application to the East Smithfield Water District in an amount up to \$600,000 out of the Drinking Water SRF with the following caveats:

- 1) the project appear on Department of Health's Project Priority List;
- 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 agreement be signed by all principal parties authorized to sign.

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

Voting against the foregoing were: None.

Item #7 on the Agenda was review and consideration of a loan to the City of Woonsocket in an amount up to \$14,500,000. This matter was deferred to a future meeting.

Item #8 on the Agenda was review and discussion of an extension of the Agency's lease with The Foundry. Chairman Hagerty indicated he would be recusing himself on this matter as his employer has a business relationship with The Foundry, and that he would be filing the requisite forms with the RI Ethics Commission. The lease extension, which included the Agency taking additional adjacent space in accordance with the terms of the lease extension, was reviewed by the Executive Director. The Executive Director recommends the Board of Directors approve the lease extension with the Foundry.

Voted: That the Board of Directors approve a lease extension for the Agency with The Foundry which includes the Agency taking additional adjacent space.

Voting in favor of the foregoing: Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Recusal: Chairman James Hagerty

Item #9 on the Agenda was review of the Investment update by First Southwest. The Investment update by First Southwest was reviewed by Adam Krea of First Southwest and allowed for questions and comments.

Item #10 on the Agenda was discussion of Executive Director's position. The posting of the Executive Director's position was reviewed by Christopher Vitale, Agency Legal Counsel and allowed for questions and comments.

Item #11 on the Agenda was Expenses. The expenses were US Bank, Nixon Peabody, LLP, Cayer Caccia, Moody's, Pitney Bowes, Council of Infrastructure Financing Authorities, Inc., and Law Offices of Gerald T. Harrington, Ltd. 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, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 4:17 p.m.

Voted: that the Board of Directors adjourn the meeting at 4:17 p.m.

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

Voting against the foregoing were: None.

Secretary

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