

**RHODE ISLAND CLEAN WATER FINANCE AGENCY**

**MEETING OF THE BOARD OF DIRECTORS**

**PUBLIC SESSION**

**JUNE 17, 2013**

A meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, June 17, 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 3:35 p.m.

Directors present were: Chairman James M. Hagerty, Joshua Celeste, Lisa Ferrara, and Joshua Brumberger.

Directors absent were: Scott Lajoie

Also present were: Executive Director, Anthony B. Simeone; Michael P. Larocque, Deputy Director; 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 Gurghigian and Adam Krea, First Southwest; Peter Johnson and Neal Pandozzi Agency Bond Counsel; Karen Beard, U.S. Bank; Sara Desens, Janney Montgomery; Jay Manning, RI DEM; William Sequino.

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 8, 2013, April 15, 2013, May 6, 2013 and May 13, 2013 Public Session 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 8, 2013, April 15, 2013, May 6, 2013 and May 13, 2013 Public Session Meeting Minutes.

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

Voting against the foregoing were: None.

Item #2 on the agenda was review and consideration of approval and sealing of April 8, 2013, April 15, 2013 May 6, 2013, and May 13, 2013 Board Executive Session Meeting Minutes.

Voted: That the Board of Directors accept and approve the sealing of the April 8, 2013, April 15, 2013, May 6, 2013 and May 13, 2013 Board Executive Session Meeting Minutes.

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

Voting against the foregoing were: None.

Item #3 on the Agenda was review and consideration of the Agency's April, 2013, 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 April 2013, Financial Statements.

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

Voting against the foregoing were: None.

Item #4 on the Agenda was Review and consideration of the Agency's Clean Water, Drinking Water and RI Water Pollution Control Fund Budgets for Fiscal 2014. Mr. Larocque reviewed the budgets for the Board 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 Fiscal 2014 Clean Water, Drinking Water and RI Water Pollution Control Fund Budgets.

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

Voting against the foregoing were: None.

Item #5 on the Agenda was review and consideration of a Conduit Loan in an amount up to \$9,000,000 to the Town of Coventry. After discussion, the Executive Director recommends the Agency's Board of Directors accept the Conduit Loan application in an amount up to \$9,000,000 to the Town of Coventry 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;
- 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 and debt service requirements be approved by any applicable regulatory Agency;
- 5) that the loan be made subject to availability of funds; and
- 6) that the 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 for a Conduit Loan in an amount up to \$9,000,000 from the Town of Coventry 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;
- 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 and debt service requirements be approved by any applicable regulatory Agency;
- 5) that the loan will be made subject to availability of funds; and
- 6) that the loan will be made subject to ranking on DEM's Project Priority List.

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

Voting against the foregoing were: None.

Item #6 on the Agenda was review and consideration of new Agency Office Lease. Michael Larocque discussed with the Board the new Agency Office Lease 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 new Agency Office Lease.

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

Voting against the foregoing were: None.

Item #7 on the Agenda was review and consideration of a Bond Resolution for the Town of Coventry's Conduit Loan in an amount up to \$9,000,000. The Executive Director turned the meeting over to Neal Pandozzi, Agency Bond Counsel. Mr. Pandozzi reviewed the Bond Resolution for the Town of Coventry's Conduit Loan authorizing the issuance of up to \$9,000,000 for the Board of Directors and stated that the Resolution authorized 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 of a Bond Resolution for the Town of Coventry Conduit Loan authorizing an amount up to \$9,000,000, and authorizes the Executive Director, the Chairman and any other Agency authorized signers to sign the necessary documents to close the Bond Issue.

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

Voting against the foregoing were: None.

Item #8 on the Agenda was review and consideration of D&O Policy. The Deputy Director stated the Agency had placed postings and advertisements for Request for Quotes (RFQ) for D&O Insurance. The Agency Deputy Director stated the Agency received one proposal, A.R. Bucci, for a term of one year. After discussion, a motion was made and seconded and the following vote taken:

Voted: that the Board of Directors approve the proposal from A.R. Bucci for D&O Liability Insurance Coverage for a term July 1, 2013 through June 30, 2014.

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

Voting against the foregoing were: None.

Item #9 on the Agenda was discussion of RFQ for FY2013 Annual Report. Michael Larocque, the Agency Deputy Director wanted to make the Board of directors aware the Agency would be issuing an RFQ for FY2013 Annual Report.

Item #10 on the Agenda was review of the Agency's GIC Investment update by First Southwest. The Agency's GIC Investment update was provided by Maureen Gurchigian of First Southwest and allowed for questions and comments.

Item #11 on the Agenda was review and consideration of an MOU with DEM for Non-SRF projects. Jay Manning, RI DEM discussed with the Board the MOU with DEM for Non-SRF projects and allowed for questions and comments. The MOU will allow DEM to recoup administrative

expenses for non-SRF projects financed by the Agency. After discussion, a motion was made and seconded and the following vote taken:

Voted: that the Board of Directors approve the non-SRF MOU between the Agency and DEM.

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

Voting against the foregoing were: None.

Item #12 on the Agenda was Discussion of Agency Accounting Software. Michael Larocque reviewed for the Board the Agency Accounting Software options and allowed for questions and comments.

Item #13 on the Agenda was legislative update. The legislative update was provided by Christopher Vitale and Gerald Harrington, Agency Legal Counsel and allowed for questions and comments.

Item #14 on the Agenda was Expenses. Expenses from U.S. Bank, Nixon Peabody LLP., First Southwest, New Harbor Group, and Cayer Caccia, were presented. 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, Joshua Celeste, Lisa Ferrara and Joshua Brumberger.

Voting against the foregoing were: None.

Item #15 on the Agenda was Executive Session pursuant to 42-46-5(a)(1) for discussion and/or consideration of the Executive Director position. 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 and/or consideration of the Executive Director position. After discussion a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors goes into Closed Session @ approximately 4:52p.m.

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

Voting against the foregoing were: None.

The Board Meeting reconvened @ 5:17 p.m.

The Board continued its discussion of Item #15. After discussion, a motion was made and

seconded and the following vote taken:

Voted: That the Board of Directors approve the Employment Agreement for William Sequino to serve as Executive Director of the Agency.

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

Voting against the foregoing were: None.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 5:31 p.m.

Voted: that the Board of Directors adjourn the meeting at 5:31 p.m.

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

Voting against the foregoing were: None.

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**Secretary**

**MINUTES: 197**