

RHODE ISLAND CLEAN WATER FINANCE AGENCY

MEETING OF THE BOARD OF DIRECTORS

PUBLIC SESSION

APRIL 21, 2014

The meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, April 21, 2014 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, Joshua Celeste, Joshua Brumberger.

Directors absent were: Lisa Ferrara and Scott Lajoie.

Also present were: William Sequino, Jr., Executive Director; Michael P. Larocque, Deputy Director; Robin Hedges, Clean Water SRF Program Manager; Anna Coelho Cortes, Drink Water SRF Program Manager; Helen Terra, Road and Bridge Program/Compliance Manager; Michael Pagliaro, Agency Accountant; Marcelina Jackson, Administrative Assistant; Christopher Vitale, Gerald Harrington, and Katie Nee, Agency Legal Counsel; Maureen Gurghigian and Matthew Blais, First Southwest; Neal Pandozzi, Agency Bond Counsel; Sharon Flynn and Steven Pitassi, Janney Montgomery; Karen Beard, U.S. Bank; Rebecca Webber, Treasurers 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 17, 2014 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 17, 2014 Board Meeting Minutes.

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

Voting against the foregoing were: None.

Item #3 on the agenda was review and consideration of the Agency's February, 2014, Financial Statements. Michael Larocque, Deputy Director, summarized the Revenue and Expense Report and Balance Sheet for the month of February 2014. After a brief discussion, a motion was made and seconded and the following vote was taken:

Voted: That the Board of Directors approve the Agency financial statements for the month of February 2014 as reported by the Deputy Director.

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

Voting against the foregoing were: None.

Item #4 on the agenda was review and consideration of a loan to the City of East Providence in an amount up to \$1,215,000 out of the Municipal Road and Bridge Revolving Fund. Maureen Gurghigian summarized the City of East Providence's credit review for the Board of Directors. After discussion, Ms. Gurghigian recommends the Agency's Board of Directors accept the loan application from the City of East Providence in an amount up to \$1,215,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that the project appear on Department of Transportation's Project Priority List;
- 2) that loan security be in form acceptable to the Agency as determined by Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
and
- 4) that a loan agreement be signed by all principal parties authorized to sign.

Voted: that the Board of Directors accept the loan application for the City of East Providence in an amount up to \$1,215,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that the project appear on Department of Transportation's Project Priority List;
- 2) that loan security be in a form acceptable to the Agency as determined by Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
and
- 4) that a loan agreement be signed by all principal parties authorized to sign.

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

Voting against the foregoing were: None

Item #5 review and consideration of a loan to the City of Warwick in an amount up to \$1,600,000 out of the Municipal Road and Bridge Revolving Fund. Maureen Gurghigian summarized the City of Warwick's credit review for the Board of Directors. After discussion, Ms. Gurghigian recommends the Agency's Board of Directors accept the loan application from the City of Warwick in an amount up to \$1,600,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that the project appear on Department of Transportation's Project Priority List;
- 2) that loan security be in a form acceptable to the Agency as determined by Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
and
- 4) 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 was taken:

Voted: that the Board of Directors accept the loan application for the City of Warwick in an amount up to \$1,600,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that the project appear on Department of Transportation's Project Priority List ;
- 2) that loan security be in a form acceptable to the Agency as determined by Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
and
- 4) that a loan agreement be signed by all principal parties authorized to sign.

Voting in favor of the foregoing were: Joshua Celeste, and Joshua Brumberger.

Voting against the foregoing were: None.

Chairman Hagerty abstained from the voting on the application from the City of Warwick, noting his employer, The Washington Trust Company, has a business relationship with the City of Warwick.

Item #6 on the agenda was review and consideration of a loan to the Town of New Shoreham in an amount up to \$255,000 from the Municipal Road and Bridge Revolving Fund. Maureen

Gurghigian summarized the Town of New Shoreham's credit review for the Board of Directors. After discussion, Ms. Gurghigian recommends the Agency's Board of Directors accept the loan application from the Town of New Shoreham in an amount up to \$255,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that the project appear on Department of Transportation's Project Priority List;
- 2) that loan security be in a form acceptable to the Agency as determined by Agency;
- 3) that the borrower comply with all federal, state, and Agency laws rules and regulations;
and
- 4) that a loan agreement be signed by all principal parties authorized to sign.

Voted: that the Board of Directors accept the loan application for the Town of New Shoreham in an amount up to \$255,000 from the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that all the project appear on Department of Transportation's Project Priority List;
- 2) that the security be in a form acceptable to the Agency as determined by Agency;
- 3) that the security be in a form acceptable to the Agency as determined by Agency; and
- 4) that loan agreement be signed by all principal parties authorized to sign.

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

Voting against the foregoing were: None.

Item #7 on the agenda was review and consideration of a loan to the Town of Westerly in an amount up to \$400,000 out of the Municipal Road and Bridge Revolving Fund. Maureen Gurghigian summarized the Town of Westerly's credit review for the Board of Directors. After discussion, Ms. Gurghigian recommends the Agency's Board of Directors accept the loan application from the Town of Westerly in an amount up to \$400,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that all projects appear on Department of Transportation's Project Priority List;
- 2) that loan security be in form acceptable to the Agency as determined by Agency;

- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
and
- 4) that loan agreement be signed by all principal parties authorized to sign.

Voted: that the Board of Directors accept the loan application for the Town of Westerly in an amount up to \$400,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that all projects appear on Department of Transportation's Project Priority List;
- 2) that loan security be in form acceptable to the Agency as determined by Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
and
- 4) that loan agreement be signed by all principal parties authorized to sign.

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

Voting against the foregoing were: None.

Item #8 on the agenda was review and consideration of a loan to the City of Pawtucket in an amount up to \$1,750,000 out of the Municipal Road and Bridge Revolving Fund. Maureen Gurghigian summarized the City of Pawtucket's credit review for the Board of Directors. After discussion, Ms. Gurghigian recommends the Agency's Board of Directors accept the loan application from the City of Pawtucket in an amount up to \$1,750,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that the project appear on Department of Transportation's Project Priority List;
- 2) that loan security be in a form acceptable to the Agency as determined by Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
and
- 4) that a loan agreement be signed by all principal parties authorized to sign.

Voted: that the Board of Directors accept the loan application for the City of Pawtucket in an amount up to \$1,750,000 out of the Municipal Road and Bridge Revolving Fund with the following caveats:

- 1) that the project appear on Department of Transportation's Project Priority List;
- 2) that loan security be in a form acceptable to the Agency as determined by Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
and
- 4) that a loan agreement be signed by all parties authorized to sign.

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

Voting against the foregoing were: None.

Item #9 on the agenda was the investments update by First Southwest. Maureen Gurghigian provided an overview of the investments update including a spreadsheet of current Agency investments noting any changes to ratings.

Item # 10 on the agenda was expenses. Invoices from US Bank, First Southwest, American Express and Harrington & Vitale were presented in the amount of \$53,102.58. 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 in the amount of \$53,102.58.

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

Item # 11 on the agenda was Legislative update. The legislative update was provided by Christopher Vitale, who updated the Board on the legislation of interest to the Agency and allowed for questions and comments. After discussion, the next item on the agenda was discussed.

Item #12 on the agenda was update on insurance review - Errors & Omissions Policy. The Errors & Omissions Policy update was provided by William Sequino, and allowed for questions and comments. After discussion, the next item on the agenda was discussed

Item #13 on the agenda was Executive Session, Pursuant to RI General Laws Section

42-46-5(1) – Executive Directors review. 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 the Executive Directors review. After discussion a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors goes into Closed Session @ approximately 4:22 p.m.

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

Voting against the foregoing were: None.

The Board Meeting reconvened @ 4:45 p.m.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 4:46 p.m.

Voted: that the Board of Directors adjourn the meeting at 4:46 p.m.

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

Voting against the foregoing were: None.

Secretary

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