

RHODE ISLAND CLEAN WATER FINANCE AGENCY

MEETING OF THE BOARD OF DIRECTORS

PUBLIC SESSION

March 23, 2015

A meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, March 23, 2015 in the conference room of the Rhode Island Clean Water Finance Agency, 235 Promenade Street, Suite 119, Providence, Rhode Island pursuant to a 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 Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Also present were: William Sequino, Jr., Executive Director; Michael P. Larocque, Deputy Director; Robin Hedges, Clean Water Program Manager; Anna Coelho Cortes, Drinking Water Program Manager; Helen Terra, Road and Bridge Program/Compliance Manager; Michael Pagliaro, Agency Accountant; Marcelina Jackson, Administrative Assistant; Gerald Harrington, Christopher Vitale and Katie Nee, Harrington & Vitale, Agency Legal Counsel; Maureen Gurghigian and Adam Krea, First Southwest Company, Agency Financial Advisor; Neal Pandozzi, Nixon Peabody, Agency Bond Counsel; Steven Pitassi, Janney Montgomery; Karen Beard, U.S. Bank; Kelly Rogers, Treasurer's Policy Director; Laurie Brayton, Senate Fiscal Office; Kelly Carpenter, Legislative Fiscal Analyst II; Senate Fiscal Office.

Chairman James 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 February 23, 2015 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 February 23, 2015 Board Meeting Minutes.

Voting in favor of the foregoing: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Item #2 on the agenda was review and consideration of the Agency's February, 2015 Financial Statements. Michael Larocque summarized the Revenue and Expense Report and Balance Sheet for the month of February, 2015. 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's financial statements for the month of

February, 2015 as reported by the Deputy Director.

Voting in favor of the foregoing: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item #3 on the agenda was review and consideration of a transfer from the Agency's Administrative Fund in an amount up to \$3,500,000 to the Municipal Road and Bridge Revolving Fund. William Sequino Jr., Executive Director explained that the State had provided approximately \$5,000,000 for projects for this year, and that the Agency had received applications for projects that were ready to proceed this construction season for approximately \$8,500,000, so this transfer would allow the Agency to meet all the needs of those communities requesting funds this year. After discussion, a motion was made and seconded and the following vote was taken:

Voted: That the Board of Directors approve a transfer from the Agency's Administrative Fund in an amount up to \$3,500,000 to the Municipal Road and Bridge Revolving Fund.

Voting in favor of the foregoing: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item #4 on the agenda was review and consideration of a loan to the Town of Coventry in an amount up to \$900,000 out of the Municipal Road and Bridge Revolving Fund. Adam Krea of First Southwest summarized the Town of Coventry's credit review for the Board of Directors. After discussion, Mr. Krea recommended the Agency's Board of Directors accept the loan application from the Town of Coventry in an amount up to \$685,000 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 the 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 from the Town of Coventry in an amount up to \$685,000 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 the 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: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item #5 on the agenda was review and consideration of a loan to the Town of Bristol in an amount up to \$500,000 out of the Municipal Road and Bridge Revolving Fund. Adam Krea of First Southwest summarized the Town of Bristol's credit review for the Board of Directors. After discussion, Mr. Krea recommended the Agency's Board of Directors accept the loan application from the Town of Bristol in an amount up to \$500,000 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 the 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 from the Town of Bristol in an amount up to \$500,000 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 the 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 to authorized to sign.

Voting in favor of the foregoing: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item #6 on the agenda was review and consideration of a loan to the Town of West Warwick in an amount up to \$150,515 out of the Municipal Road and Bridge Revolving Fund. Adam Krea of First Southwest summarized the Town of West Warwick's credit review for the Board of Directors. After discussion, Mr. Krea recommended the Agency's Board of Directors accept the loan application from the Town of West Warwick in an amount up to \$150,515 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 the Agency;
- 3) that a borrower comply with all federal, state, and Agency's laws, rules and regulations; and
- 4) that a loan agreement be signed by all principal parties to authorized to sign.

Voted: that the Board of Directors accept the loan application from the Town of West Warwick in an amount up to \$150,515 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 the 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: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item # 7 on the agenda was review and consideration of a loan to the Town of Hopkinton in an amount up to \$253,000 out of the Municipal Road and Bridge Revolving Fund. Adam Krea of First Southwest summarized the Town of Hopkinton's credit review for the Board of Directors. After discussion, Mr. Krea recommended the Agency's Board of Directors accept the loan application from the Town of Hopkinton in an amount up to \$253,000 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) the loan security be in a form acceptable to the Agency as determined by the 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 from the Town of Hopkinton in an amount up to \$253,000 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 the 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: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item #8 on the agenda was review and consideration of a loan to the Town of East Greenwich in an amount up to \$2,000,000 out of the Municipal Road and Bridge Revolving Fund. Adam Krea of First Southwest summarized the Town of East Greenwich's credit review for the Board of Directors. After discussion, Mr. Krea recommended the Agency's Board of Directors accept the loan application from the Town of East Greenwich in an amount up to \$2,000,000 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 the 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 from the Town of East Greenwich in an amount up to \$2,000,000 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 the Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
- 4) that a loan agreement be signed by all principal parties to authorized to sign.

Voting in favor of the foregoing: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item #9 on the agenda was review and consideration of a loan to the City of Pawtucket in an amount up to \$5,000,000 out of the Municipal Road and Bridge Revolving Fund. Adam Krea of First Southwest summarized the Pawtucket's credit review for the Board of Directors. After discussion, Mr. Krea recommended the Agency's Board of Directors accept the loan application from the City of Pawtucket in an amount up to \$5,000,000 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 the Agency;
- 3) that the borrower comply with all federal, state, and Agency laws, rules and regulations;
- 4) that a loan agreement be signed by all principal parties authorized to sign.

Voted: that the Board of Directors accept the loan application from the City of Pawtucket in an amount up to \$5,000,000 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 the 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: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item #10 on the agenda was review and consideration of a loan to the City of Pawtucket in an amount up to \$10,600,000 out of the Drinking Water State Revolving Fund. Adam Krea of First Southwest summarized the City of Pawtucket's credit review for the Board of Directors. After discussion, Mr. Krea recommended the Agency's Board of Directors accept the loan application from the City of Pawtucket in an amount up to \$10,600,000 out of the Drinking Water State Revolving Fund with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 2) that the project receive a Department of Health Certificate of Approval;
- 3) that loan security be in form acceptable to the Agency as determined by Agency General Counsel;
- 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 for the City of Pawtucket in an amount up to \$10,600,000 out of the Drinking Water State Revolving Fund with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;
- 2) that the project receive a Department of Health Certificate of Approval;
- 3) that the loan security be in form acceptable to the Agency as determined by Agency General Counsel;

- 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 Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

Item #11 on the agenda was a legislative update. Treasurer Seth Magaziner updated the Board on Article 24 of the Governor's proposed budget. Article 24, if signed into law, would rebrand the Agency as the Rhode Island Infrastructure Bank (RIIB). Article 24 proposes several new programs that would be administered by the Agency including the Efficient Building Fund (EBF) and Property Assessed Clean Energy Fund (PACE). EBF would provide financing for municipalities to retrofit public buildings. PACE would include both a commercial and residential program to provide homeowners and commercial building owners with financing for approved energy efficiency and renewable energy projects. Treasurer Magaziner allowed for questions and comments.

Item #12 on the agenda was expenses. Invoices from, US Bank, Bank of America, Cayer Caccia, Starkweather and Shepley, Pitney Bowes, Staples, and Harrington & Vitale, LTD., were presented in the aggregate amount of \$21,555.10 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 \$21,555.10.

Voting in favor of the foregoing were: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner .

Voting against the foregoing were: None.

Being that there was no further business, a motion was made by Scott Lajoie and seconded by Lisa Ferrara to adjourn the meeting at 4:50 p.m.

Voted: That the Board of Directors adjourn the meeting at 4:50 p.m.

Voting in favor of the foregoing: Chairman James Hagerty, Scott Lajoie, Lisa Ferrara, Josh Celeste and Treasurer Seth Magaziner.

Voting against the foregoing were: None.

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