

RHODE ISLAND COMMERCE CORPORATION

AGENDA

January 22, 2018

Call to order and opening remarks.

- TAB 1: To consider the meeting minutes for the meeting held December 18, 2017.
- TAB 2: To consider the application of Sprague Street Owner LLC for incentives under the Rebuild Rhode Island Tax Credit program.*
- TAB 3: To consider Electro Standards Laboratory, Inc., for an award under the Innovation Voucher program.*
- TAB 4: To consider the amendment of the Small Business Assistance Program agreements with respect to funding allocations and leverage ratios.*
- TAB 5: To consider the extension of a contract with HR&A.*
- TAB 6: To consider the utilization of the Corporation's incentive programs for the investment of public funds.*

*Board members may convene in Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(7) to discuss this Agenda item.

TAB 1

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

January 22, 2018

APPROVED

VOTED: To approve the public meeting minutes for the meeting held December 18, 2017 as presented to the Board.

RHODE ISLAND COMMERCE CORPORATION

MEETING OF DIRECTORS PUBLIC SESSION December 18, 2017

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on December 18, 2017, in Public Session, beginning at 5:00 p.m. at the offices of the Corporation, located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island 02908, pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law and the Corporation's bylaws.

The following Directors were present and participated throughout the meeting as indicated: Governor Gina M. Raimondo, Dr. Nancy Carriuolo, Jason Kelly, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Directors absent were: Bernard Buonanno, III, Tim Hebert, George Nee, Ronald O'Hanley, and Vanessa Toledo-Vickers, and Donna Sams.

Also present were: Secretary of Commerce Stefan Pryor, Darin Early, and Thomas Carlotto, Esq.

1. CALL TO ORDER AND OPENING REMARKS.

Governor Raimondo called the meeting to order at 5:05 p.m., indicating that a quorum was present.

2. TO CONSIDER FOR APPROVAL THE PUBLIC SESSION MINUTES FOR THE MEETING HELD ON NOVEMBER 20, 2017.

Upon motion duly made by Dr. Carriuolo and seconded by Ms. Lovejoy, the following vote was adopted:

VOTED: To approve the Public Session minutes for the meeting held November 20, 2017 as presented to the Board.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Jason Kelly, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Voting against the foregoing were: none.

3. **TO CONSIDER THE APPLICATION OF INFOSYS LIMITED FOR INCENTIVES UNDER THE QUALIFIED JOBS INCENTIVE TAX CREDIT PROGRAM, THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM, AND THE FIRST WAVE CLOSING FUND PROGRAM.**

Secretary Pryor stated that Infosys Limited (“Infosys”) has pledged to create five hundred jobs in the State over five years. Secretary Pryor commended the Governor on her efforts in recruiting Infosys. He indicated that the incentives offered to Infosys were approximately \$8.5 million under the Qualified Jobs tax credit program, which is less than the maximum value that could be awarded under the program; approximately \$750,000 under the Rebuild Rhode Island tax credit program; and approximately \$500,000 under the First Wave Closing Fund program, which will be utilized to develop partnerships between Infosys and local colleges and universities.

Mr. Saglio stated that under the Qualified Jobs tax credit program, Infosys will receive tax credits totaling approximately \$8.5 million over ten years based upon their twelve year commitment. He indicated that the value of the Infosys’ proposed incentive package is the largest Qualified Jobs tax credit program incentive package that the Corporation has offered to date. Mr. Saglio stated that the proposed \$8.5 million in tax credits is less than the program could generate; for instance, it is less than the W-2 state withholdings of the anticipated five hundred new employees. As to the Rebuild Rhode Island tax credits, Mr. Saglio indicated that Infosys anticipates spending approximately \$8.5 million in a two-stage build out of its location, and that the Corporation has proposed \$750,000 in Rebuild Rhode Island tax credits, which is relatively small in proportion to the total investment. Additionally, Mr. Saglio stated that Infosys will need to create a certain amount of jobs before it is eligible to receive the \$500,000 proposed under the First Wave Closing Fund.

Secretary Pryor commended Hillary Fagan on her creation of a business development team, and Lynn Rakowsky on her assistance with bringing Infosys to the State. Mr. Wadensten stated that he was pleased to see Infosys representatives at local events. The Governor stated that Infosys will benefit the State because of its plan to hire students from local universities and colleges and its commitment to grow in the State. Ms. Lovejoy questioned how Infosys compared Rhode Island to other states, and Dr. Michelle Strah, a representative of Infosys, stated that the company targeted Rhode Island because of its talent pool, economic history, and local capabilities.

Upon motion duly made by Ms. Kaplan and seconded by Dr. Carriuolo, the following vote was adopted:

VOTED: To approve the application of Infosys Limited for incentives under the Qualified Jobs Incentive Tax Credit Program, the Rebuild Rhode Island Tax Credit Program, and the First Wave Closing Fund Program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Jason Kelly, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Voting against the foregoing were: none.

A copy of the resolution is attached hereto as **Exhibit B**.

4. **TO CONSIDER THE APPLICATION OF SOUTHERN RHODE ISLAND HOSPITALITY, LLC FOR INCENTIVES UNDER THE TAX INCREMENT FINANCING PROGRAM.**

Mr. Saglio stated that Southern Rhode Island Hospitality, LLC intends to develop a Fairfield Inn hotel at the Village at South County Commons, which is located on Route 1 in South Kingstown. He explained that the hotel is anticipated to cost \$19 million, will consist of approximately one hundred rooms, and is being developed by Thomas DiPrete, an experienced hotel developer. Mr. Saglio stated that the hotel development is anticipated to support South Kingstown's local businesses, tourism, and the University of Rhode Island. He indicated that the proposed incentives total \$1.8 million over fifteen years and will fill a financing gap that exists because the anticipated returns on the project are not sufficient to justify its costs. Mr. Saglio also indicated that there are certain protections in place so that if the developer achieves an above average return, the Corporation will be paid back a portion of the incentives.

Mr. Wadensten indicated that as a resident of South Kingstown, he was pleased about the development of the hotel, which he indicated was supported by the town.

Upon motion duly made by Mr. McNally and seconded by Dr. Carriuolo the following vote was adopted:

VOTED: To approve the application of Southern Rhode Island Hospitality, LLC for incentives under the Tax Increment Financing program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Jason Kelly, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Voting against the foregoing were: none.

A copy of the resolution is attached hereto as **Exhibit C**.

5. **TO CONSIDER AN AMENDMENT TO THE AWARD TO CORNISH ASSOCIATES, LP FOR INCENTIVES UNDER THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM.**

Mr. Saglio stated that Cornish Associates, LP ("Cornish") was previously before the Board in January 2017 when it was originally approved for a \$7.3 million loan from the Rebuild Rhode Island fund. He explained that over the last eleven months, the project's costs have

increased due to construction cost inflation, and a larger project scope resulting from the acquisition of a new building and an increase in square footage. Mr. Saglio stated that without the proposed incentives, the project would not be completed. He indicated that before the Board for approval was an increase of Cornish's original incentive package to \$10.6 million. In addition to the new incentives, Mr. Saglio stated that the developer will be contributing an additional \$2.7 million. He explained that the proposed incentives will have a mechanism in which the incentives will be held by a third-party escrow agent to ensure their availability.

In response to a question by Mr. Wadensten, Mr. Saglio stated that approximately \$11 million in tax credits will be placed in escrow. Mr. Early noted that the purpose of the escrow is for security in the event of a lack of appropriations. In response to a question by Ms. Kaplan, Mr. Saglio indicated that if the project is not completed, the building will likely remain vacant, and it is important to revitalize the downtown area especially when new companies are coming to the State. Mr. McNally also noted that the project was important to the downtown area, and that the project is a good use of the Corporation's program. Mr. Wadensten questioned how much money remained in the Rebuild Rhode Island fund, and Mr. Saglio answered approximately \$38 million. Mr. Saglio also indicated that there are no outstanding projects that would encounter the issues Cornish has encountered with this specific development project.

Upon motion duly made by Mr. Kelly and seconded by Mr. McNally, the following vote was adopted:

VOTED: To approve an amendment to the award to Cornish Associates, LP for incentives under the Rebuild Rhode Island Tax Credit program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Jason Kelly, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Voting against the foregoing were: none.

A copy of the resolution is attached hereto as **Exhibit D**.

The Governor indicated that Mr. Early would be leaving the Corporation next year and this meeting was his last Board meeting as President and Chief Operating Officer of the Corporation. The Governor thanked Mr. Early for his fantastic job of building the Corporation and its incentive programs over the past three years. Secretary Pryor also thanked Mr. Early, noting that he brought the Corporation from meager beginnings to abundant success. Secretary Pryor stated that due to Mr. Early's efforts, the Corporation has closed twenty-two deals under the Qualified Jobs tax credit program, awarded forty-three innovation vouchers, made 32 small business loans, and accepted over four hundred fellows in the Corporation's Wavemaker Fellowship Program, among others. Secretary Pryor stated that he was grateful that Mr. Early has agreed to stay on after the end of the year as a senior advisor to ease the leadership transition and ensure key initiatives continue uninterrupted. The Governor and Secretary presented Mr. Early with a memento commemorating his time at the Corporation. Mr. Early thanked the Governor, Secretary Pryor, and the Board.

6. **TO RECEIVE A YEAR-END UPDATE ON THE CORPORATION'S PROGRAMS.**

Mr. Early stated that over the past two years, the Corporation has launched eleven incentive programs, helped create over 2,000 jobs, and committed \$800 million to real estate development. Mr. Early gave a detailed account of each program, as well as an update on the progress of the Corporation. In terms of administrative advancement, Mr. Early stated that the Corporation updated its technology solutions including its email system and modernized its software for tracking expenses and payroll. He also stated that the Corporation has worked to create an employee retention program, and has developed an asset management system to track the Corporation's investments. He also noted the success of the Corporation's financial team, which has obtained five unqualified opinions from auditors, and the development of the CommerceCares program, which is a philanthropic and humanitarian program for the Corporation's employees.

Regarding client services, Mr. Early indicated that the Corporation has been instrumental in implementing lean initiatives in areas such as governmental permitting and credit card processing, and has developed a lean ambassador program for government employees to make processes easier and more efficient. He indicated that the client services team contacted approximately 5,000 businesses, of which approximately 2,500 employed less than five employees. By way of example, Mr. Early stated that the client services team was instrumental in reducing the wait period for a letter of good standing from the Division of Taxation from ninety to thirty days.

Pertaining to business development, Mr. Early stated that the business development team has contacted over 5,000 businesses, which included out-of state prospects, in-state prospects, and influencers. He indicated that the business development team conducted approximately six hundred fifty-four meetings, which resulted in one hundred four attraction opportunities, which is a higher percentage than typical business attraction campaigns.

As to marketing, Mr. Early stated that with both business attraction and tourism campaigns, Lara Salamano, the Corporation's Chief Marketing Officer, has developed a strategy that results in a click-through rate ten times higher than the industry average. He also stated that the Corporation has had a presence at numerous tradeshows and has reached over 600 million people through earned media.

In regards to financial services, Mr. Early explained that the Corporation has participated in thirteen transactions over three years, totaling approximately \$1 billion.

Mr. Early noted that under the Renewable Energy Fund, the Corporation has made seven hundred eighty-four small-scale awards, and one hundred thirty-three commercial awards.

Mr. Early indicated that under the innovation voucher program, the Corporation has made forty three awards totaling \$2 million to ensure that local companies have the necessary research and development support needed to grow. Additionally, Mr. Early noted that four hundred

twenty-seven fellows have been awarded tax credits under the Wavemaker Fellowship Program, of which ninety percent are Rhode Island residents and seventy percent are identified in the Corporation's targeted industry strategy.

Regarding capital investments, Mr. Early stated that the Corporation has made forty-five deals, resulting in an investment of \$850 million in real estate development of 3.1 million square feet and 1500 residential units. Under the small business loan program, Mr. Early noted that the Corporation has participated in thirty-two loans over six months.

Cumulatively, Mr. Early noted that over 10,000 direct and indirect jobs have been created through the Corporation's incentive programs and positively impacted the lives of even more Rhode Islanders.

7. **TO CONSIDER BIOINNOVATION LABS, LLC FOR AN AWARD UNDER THE NETWORK MATCHING GRANT PROGRAM IN THE AMOUNT OF \$100,000.**

Ms. Smith stated that before the Board for approval was an award under the Network Matching Grant Program totaling \$100,000 to Bioinnovation Labs, LLC ("Bioinnovation"). Prior to discussing Bioinnovation, Ms. Smith commented on the success of Hope and Main, a prior recipient of a Networking Matching Grant. She explained that the Network Matching Grant assisted Hope and Main finance a new kitchen and assisted Hope and Main to expand its operating facility to host three manufacturing processors, two of which have moved out due to their increasing size; and to host an anchor tenant. She stated that Hope and Main has transitioned from a rolling admission structure to a cohort-based admissions process, hosting approximately forty-one food venturers. She indicated that Hope and Main, as a result of the Network Matching Grant, was able to created approximately eighteen new jobs.

As to Bioinnovation, Ms. Smith stated that Bioinnovation is a company that provides laboratory space to early-stage companies. She indicated that in providing such space, Bioinnovation assists expanding companies in the State, or recruits new companies to the State that either (1) have space on flexible terms; (2) provide technical assistance; or (3) provide access to capital. She explained that Bioinnovation's business model has been tested, and found to be successful: it launched its operations in Boston, Massachusetts in 2009, and has other operations in California, New York, North Carolina, and is anticipated to establish itself in Princeton. She indicated that Bioinnovation has conducted a prior preliminary study, but the awards would be used to update and formalize that study, when the Corporation would receive, of the bioecosystem in the State to determine how Bioinnovation's proposed facility would thrive.

In response to a question by Mr. Wadensten, Ms. Smith stated that the feasibility study would be similar to that conducted by Farm Fresh. Mr. Early explained that when the Corporation makes awards for feasibility studies, it conducts enough due diligence to ensure that the feasibility study will likely lead to the execution of the proposed project. Dr. Carriuolo asked a question, and Ms. Smith stated that the feasibility study will be conducted by Bioinnovation, who has an interest in collaborating with the Cambridge Innovation Center.

Upon motion duly made by Mr. Lovejoy and seconded by Ms. Kaplan, the following vote was adopted:

VOTED: To approve Bioinnovation Labs, LLC for an award under the Network Matching Grant program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Jason Kelly, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Voting against the foregoing were: none.

A copy of the resolution is attached hereto as **Exhibit E**.

8. **TO CONSIDER THE ISSUANCE OF THE CORPORATION'S REVENUE REFUNDING BONDS FOR THE OCEAN COMMUNITY YMCA.**

William Ash stated that the Ocean Community YMCA is seeking to refund its bond previously issued in December 2007 for \$4 million due to the pending tax reform legislation. He explained that the main reason for the refunding is so that the YMCA can maintain its tax exempt status. He indicated that if the YMCA lost its tax exempt status, the bond would increase approximately 160 basis points, which would be an additional \$600,000 in interest expenses. Mr. Kelly noted that there is no financial exposure for the Corporation and that the IRS requires a public sector entity to be a conduit for such bonds.

Upon motion duly made by Mr. McNally and seconded by Dr. Carriuolo, the following vote was adopted:

VOTED: To approve the issuance of the Corporation's Revenue Refunding Bonds for the Ocean Community YMCA pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Jason Kelly, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Voting against the foregoing were: none.

A copy of the resolution is attached hereto as **Exhibit F**.

9. **TO CONSIDER THE ISSUANCE OF THE CORPORATION'S REVENUE BONDS FOR THE PROVIDENCE COUNTRY DAY SCHOOL.**

Mr. Ash explained that the Providence Country Day School ("PCD") is seeking to restructure the financing of their bond. He indicated that the \$3.5 million bond issuance before

the Board would refinance existing debt, and finance new projects through tax exempt bonds. He stated that such new projects include improvements to a fieldhouse and locker rooms, as well as the installation of a fire suppression system.

Upon motion duly made by Ms. Lovejoy and seconded by Ms. Kaplan, the following vote was adopted:

VOTED: To approve the issuance of the Corporation's Revenue Bonds for the Providence Country Day School pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Jason Kelly, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Voting against the foregoing were: none.

A copy of the resolution is attached hereto as **Exhibit G.**

10. **TO CONSIDER THE IMPLEMENTATION OF BUSINESS ECOSYSTEM SUPPORT.**

Ms. Kaplan did not participate in the discussion or consideration of this agenda item.

Dan Jennings stated that the Corporation has worked to put in place several programs for small businesses to assist them to scale and create jobs. He indicated that the program before the Board for approval would add to those small-business assistance programs, and would be focused on small businesses obtaining and leveraging the procurement of large institutions in the State. He explained that the larger companies would collaboratively work to plan events and training programs for smaller companies. He stated that the budget for the program is \$325,000, which will include, among other sources, (1) \$140,000 from the Corporation; (2) \$75,000 from the Heron Foundation; (3) funding from a local company; and (4) fees from participants. In response to a question by Mr. Wadensten, Mr. Jennings stated that the infrastructure of the program will be hosted by a partner of the Corporation.

Upon motion duly made by Mr. McNally and seconded by Dr. Carriuolo, the following vote was adopted:

VOTED: To approve the implementation of a business ecosystem support program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Jason Kelly, Mary Lovejoy, Michael F. McNally, and Karl Wadensten.

Voting against the foregoing were: none.

A copy of the resolution is attached hereto as **Exhibit H.**

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 6:00 p.m., upon motion made by Dr. Carriuolo and seconded by Mr. Wadensten.

Thomas Carlotto, Secretary

DECEMBER 18, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT A

RHODE ISLAND COMMERCE CORPORATION
PUBLIC NOTICE OF MEETING

A meeting of the Rhode Island Commerce Corporation Board of Directors will be held at the offices of the **Rhode Island Commerce Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island**, on **December 18, 2017**, beginning at **5:00 p.m.** for the following purposes:

PUBLIC SESSION

1. Call to order and opening remarks.
2. To consider the meeting minutes for the meeting held November 20, 2017.
3. To consider the application of Infosys Limited for incentives under the Qualified Jobs Incentive Tax Credit Program, the Rebuild Rhode Island Tax Credit Program and the First Wave Closing Fund Program (See Exhibit 1, which follows, for additional detail).*
4. To consider the application of Southern Rhode Island Hospitality, LLC for incentives under the Tax Increment Financing program (See Exhibit 1, which follows, for additional detail).*
5. To consider an amendment to the award to Cornish Associates, LP for incentives under the Rebuild Rhode Island Tax Credit program (See Exhibit 1, which follows, for additional detail).*
6. To receive a year-end update on the Corporation's programs.
7. To consider Bioinnovation Labs, LLC for an award under the Network Matching Grant program in the amount of \$100,000.*
8. To consider the issuance of the Corporation's Revenue Refunding Bonds for the Ocean Community YMCA.*
9. To consider the issuance of the Corporation's Revenue Bonds for the Providence Country Day School.*
10. To consider the implementation of business ecosystem support.
11. To consider the utilization of the Corporation's incentive programs for the investment of public funds.*

* Board members may convene in Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(7) to discuss this Agenda item.

This notice shall be posted at the Office of the Rhode Island Commerce Corporation, at the State House, and by electronic filing with the Secretary of State's Office.

Shechtman Halperin Savage, LLP,
Counsel to the Corporation

The location is accessible to the handicapped. Those requiring interpreter services for the hearing impaired must notify the Rhode Island Commerce Corporation at 278-9100 forty-eight (48) hours in advance of the meeting. Also for the hearing impaired, assisted listening devices are available onsite, without notice, at this location.

Dated: December 16, 2017

EXHIBIT 1

Agenda Item 3

The applicant seeks incentives under the Qualified Jobs Incentive Tax Credit program, the Rebuild Rhode Island Tax Credit program and the First Wave Closing Fund program in relation to the creation of the company's Innovation & Design Center in Rhode Island. The development cost for the project is estimated to be \$8.5 million and the total requested Rebuild Rhode Island tax credits are up to a maximum of \$750,000. Infosys Limited is an international leader in the provision of information technology and related consulting services.

Agenda Item 4

The applicant seeks incentives with respect to a 100 room hotel project located at the Village at South County Commons in South Kingstown. The total development cost for the project is estimated at approximately \$18.7 million and the requested incentive is in the principal amount of \$1,800,000. The development sponsor for the application is Southern Rhode Island Hospitality, LLC whose principal is Thomas H. DiPrete.

Agenda Item 5

The applicant seeks an amendment to the award of incentives under the Rebuild Rhode Island Tax Credit program for a mixed-use development project consisting of approximately 54 residential units and 30,000 +/- square feet of commercial space in four existing buildings located at Westminster Street and Union Street in Providence. The total development cost for the project is estimated at approximately \$40 million and the total requested loan funding is up to a maximum of approximately \$10.3 million. Cornish Associates, LP is an established real estate development firm with significant experience in the Rhode Island market.

DECEMBER 18, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF INCENTIVES
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
THE QUALIFIED JOBS TAX CREDIT ACT AND
THE FIRST WAVE CLOSING FUND ACT

December 18, 2017

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Enabling Act”); and

WHEREAS: Chapter 64.20 of Title 42 of the General Laws of Rhode Island (the “Rebuild Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to certain development projects in the State; and

WHEREAS: Chapter 48.3 of Title 44 of the General Laws of Rhode Island (the “Jobs Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to the creation of new jobs in the State; and

WHEREAS: Chapter 64.23 of Title 42 Chapter 48.3 of Title 44 of the General Laws of Rhode Island (the “First Wave Act” together with the Rebuild Act and the Jobs Act, may be referred to collectively herein as the “Acts”), as amended, authorizes the Corporation to approve the issuance of incentives in relation to catalytic economic development projects in the State; and

WHEREAS: The Corporation received an application for incentive under the Acts in relation to a project by Infosys Limited (the “Recipient”), which is anticipated to result in the creation of five hundred full-time jobs in the State;

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed incentives to the Recipient and has voted to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the incentives; and

WHEREAS: The Board of the Corporation received a presentation inclusive of a two term sheets detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of incentives to the Recipient in accordance with the Acts.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Enabling Act and the Acts, the Corporation approves the issuance of the following incentives:
 - a. Under the Rebuild Act, tax credits to the Recipient in an amount not to exceed Seven Hundred Fifty Thousand Dollars (\$750,000) and a sales and use tax exemption not to exceed One Hundred Thousand Dollars (\$100,000).
 - b. Under the Jobs Act, tax credits to the Recipient up to the amount of five hundred (500) jobs not to exceed Seven Thousand Five Hundred Dollars (\$7,500) per new full-time job annually.
 - c. A grant to the Recipient under the First Wave Act in the amount of Five Hundred Thousand Dollars (\$500,000).

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of one or more incentive agreements between the Corporation and the Recipient meeting the requirements of the Acts in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Prior to certification of any award of incentives to the Recipient, verification by the Corporation of compliance with i) the eligibility requirements of Rule 6 of the rules and regulations adopted in relation to the Rebuild Act (the "Rebuild Rules"); and, ii) the funding guidelines of Rule 6 of the rules and regulations adopted in relation to the First Wave Act (the "First Wave Rules");
 - c. The creation of not less than the minimum required new full-time jobs under the Jobs Act, which earn no less than the median hourly wage as most recently reported by the United States Bureau of Labor Statistics for the State of Rhode Island; and
 - d. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.

3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient has demonstrated an intention to create the requisite number of new full-time jobs as required under the Jobs Act; (iv) the creation of the new full-time jobs would not occur in the State but for the provision of the tax credits under the Jobs Act; (v) that the Recipient's equity in the Project is not less than twenty percent (20%) of the total project cost and otherwise meets the project cost criteria of the Rebuild Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Rebuild Act and the Rebuild Rules as well as the incentives under the First Wave Act and the First Wave Rules; (v) the total amount of tax credits awarded for the Project under the Rebuild Act are not more than thirty (30%) of the total project cost or the amount needed to close the Project Financing Gap; (vi) the Project is located in a "Hope Community" (as defined in the Rebuild Rules) and an exemption from the project cost requirement of Rules 6 of the Rebuild Rules is allowed; (vii) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild Act (a copy of which is annexed hereto as Exhibit 2); (viii) the Secretary of Commerce has provided written confirmation required by the Rebuild Act (a copy of which is annexed hereto as Exhibit 1); (ix) the Office of Management and Budget has provided written confirmation required under the Rebuild Act (a copy of which is annexed hereto as Exhibit 2); and (x) the Recipient has demonstrated that it will otherwise satisfy the eligibility requirements of Rule 6 of the Rebuild Rules for a commercial project and the funding guidelines of Rule 6 of the First Wave Rules.
4. Prior to the execution of an incentive agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the incentives will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The

Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.

6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.
9. This resolution shall take effect immediately upon adoption by the Board.

EXHIBIT 1

From: Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
Darin Early, President and Chief Operating Officer of the Rhode Island Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Application
Date: December 18, 2017

The staff of the Rhode Island Commerce Corporation (the “Corporation”) is recommending to the Board of Directors that it approve tax credits pursuant to the Rebuild Rhode Island Tax Credit program. The recommendation is as follows:

- To consider the application of Infosys Limited, for tax credits of \$750,000 for a Commercial Project.

This memo serves as the written confirmation, pursuant to Rhode Island General Laws § 46-64.20-6, of the following:

1. The Corporation staff has reviewed the application submitted and the impact analysis for this project (the impact analysis is provided to the Board as an exhibit to the approving resolution for the project).
2. The project is consistent with the purpose of the Rebuild Rhode Island Tax Credit Act, R.I. Gen. Laws § 42-64.20-1 *et seq.*
3. The total credits to be awarded to the applicant shall not be in excess of the amount listed above.

EXHIBIT 2



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION

OFFICE of MANAGEMENT & BUDGET

One Capitol Hill
Providence, RI 02908-5890

Office: (401) 574-8430

From: Jonathan Womer, Director of the Office of Management and Budget

To: Board of Directors, Rhode Island Commerce Corporation

Re: Rebuild Rhode Island Tax Credit Applications

Date: December 18, 2017

The staff of the Rhode Island Commerce Corporation (the "Corporation") has informed the Office of Management and Budget ("OMB") that it intends to recommend to the Corporation's Board of Directors (the "Board") one new project for the receipt of tax credits under the Rebuild Rhode Island Tax Credit in an amount not to exceed \$750,000.00. That recommendation is as follows:

1. That the application submitted by Infosys Limited be approved for tax credits in a maximum amount of \$750,000.00.

The Corporation is also recommending to the Board that the application of Cornish Associates LP initially approved on January 23, 2017 be amended from an award in a maximum amount of \$7,320,506.00 to an award in the maximum amount of \$11,902,889.00.

As of November 20, 2017, the Corporation had approved tax credits and/or loans under the program in the amount of \$85,607,444.92. The approval of an additional \$750,000.00 in tax credits, along with an increase in the award to Cornish Associates LP in the amount of \$4,582,383.00, would bring the cumulative total of approved credits and/or loans to \$90,939,827.92. Currently thirty-eight and half million dollars have been appropriated into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions and section 42-64.20-5(f) of the Rhode Island General Laws authorized aggregate tax credits and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$150 million. Accordingly, the existing and anticipated revenue capacity for the Rebuild Rhode Island Tax Credit program exceeds the total amount of credits and/or loans that are proposed for approval. As a result, OMB confirms that the additional amount of credits and/or loans proposed above, i.e. \$5,332,383.00, does not exceed the existing and anticipated revenue capacity of the state for the Rebuild Rhode Island Tax Credit program. In addition, OMB confirms that, with the approval of the proposed credits and/or loans, the aggregate credits and/or loans approved by the Corporation under the Rebuild Rhode Island program will not exceed the maximum aggregate credits and/or loans allowed under the program.

Furthermore, based on information provided by the Corporation staff concerning the anticipated completion schedule of the projects that are the subject of this applications and the likely distribution of credits and/or loan proceeds over the five-year payment period, OMB anticipates the budget impact to the state of the credits and/or loans, if approved, in the year of application and in subsequent years will be as set forth in the attached Exhibit A.

The memorandum constitutes OMB's written confirmation pursuant to RIGL § 42-64.20-6(a)(4) and pursuant to Rule 12(a)(3) of the Rules and Regulations for the Rebuild Rhode Island Tax Credit Program. Pursuant to RIGL § 42-64.20-5(m), any disbursements to support the redemption of tax credits for 90% of their value are subject to appropriations, and applicants should be notified accordingly.

Exhibit A

Fiscal Year Impact of Proposed Rebuild Rhode Island Tax Credit Projects

<i>Projects Confirmed as of 1/25/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Bourne Capital Partners	\$0	\$0	\$637,688.00	\$641,518.00	\$484,598.00	\$484,598.00	\$484,598.00	\$0	\$0	\$0	\$2,733,000.00
John M. Corcoran & Co.	\$0	\$0	\$1,675,000.00	\$977,083.33	\$977,083.33	\$977,083.33	\$977,083.33	\$0	\$0	\$0	\$5,583,333.32
Subtotal:	\$0	\$0	\$2,312,688.00	\$1,618,601.33	\$1,461,681.33	\$1,461,681.33	\$1,461,681.33	\$0	\$0	\$0	\$8,316,333.32
<i>Projects Confirmed as of 2/22/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Waldorf Capital Management	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Case Mead Association, LLC	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Subtotal:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<i>Projects Confirmed as of 3/28/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Providence Capital III	\$0	\$0	\$546,486	\$910,810	\$667,928	\$455,404	\$455,404	\$0	\$0	\$0	\$3,036,032.20
78 Fountain JV Owner, LLC	\$0	\$0	\$1,223,024.00	\$1,223,024.00	\$1,223,024.00	\$1,223,024.00	\$1,223,023.00	\$0	\$0	\$0	\$6,115,119.00
WinnDevelopment and Omni Development	\$0	\$0	\$1,097,280.00	\$914,400.00	\$548,640.00	\$548,640.00	\$548,640.00	\$0	\$0	\$0	\$3,657,600.00
Subtotal:	\$0	\$0	\$2,866,789.60	\$3,048,234.00	\$2,439,591.80	\$2,227,068.40	\$2,227,067.40	\$0	\$0	\$0	\$12,808,751.20
<i>Projects Confirmed as of 5/09/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
AT Cross Company	\$0	\$80,000.00	\$80,000.00	\$80,000.00	\$80,000.00	\$80,000.00	\$0	\$0	\$0	\$0	\$400,000.00
Subtotal:	\$0	\$80,000.00	\$80,000.00	\$80,000.00	\$80,000.00	\$80,000.00	\$0	\$0	\$0	\$0	\$400,000.00
<i>Projects Confirmed as of 5/23/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Union Mill LLC	\$0	\$0.00	\$725,280.60	\$725,280.60	\$725,280.60	\$725,280.60	\$725,280.60	\$0	\$0	\$0	\$3,626,403.00
Subtotal:	\$0	\$0.00	\$725,280.60	\$725,280.60	\$725,280.60	\$725,280.60	\$725,280.60	\$0	\$0	\$0	\$3,626,403.00
<i>Projects Confirmed as 6/27/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
D'Ambra Warwick Hotel LLC	\$0	\$0	\$273,399.00	\$273,398.00	\$273,398.00	\$273,398.00	\$273,398.00	\$0	\$0	\$0	\$1,366,991.00
Ocean State Jobbers, Inc.	\$0	\$0	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$0	\$0	\$0	\$3,100,000.00
Subtotal:	\$0	\$0	\$893,399.00	\$893,398.00	\$893,398.00	\$893,398.00	\$893,398.00	\$0	\$0	\$0	\$4,466,991.00

<i>Projects Confirmed as 8/10/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Finlay Extracts & Ingredients USA, Inc.	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
Subtotal:	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<i>Projects Confirmed as 8/22/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Lippitt Mill LLC	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
Subtotal:	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<i>Projects Confirmed as 9/26/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Urban Smart Growth, LLC	\$0	\$0	\$713,932.00	\$713,932.00	\$713,931.00	\$713,931.00	\$713,931.00	\$0	\$0	\$0	\$3,569,657.00
Royal Oaks Realty, LLC	\$0	\$0	\$503,435.00	\$503,435.00	\$503,435.00	\$503,435.00	\$503,434.00	\$0	\$0	\$0	\$2,517,174.00
Subtotal:	\$0	\$0	\$1,217,367.00	\$1,217,367.00	\$1,217,366.00	\$1,217,366.00	\$1,217,365.00	\$0	\$0	\$0	\$6,086,831.00
<i>Projects Confirmed as 11/21/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
City of Newport	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
Subtotal:	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<i>Projects Confirmed as 12/19/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Chestnut Commons	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Virgin Pulse	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
Subtotal:	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<i>Projects Confirmed as 1/23/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Downcity	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0.00
Subtotal:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0.00
<i>Projects Confirmed as 2/27/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
SAT Development LLC	\$0	\$0	\$0	\$298,500.00	\$248,750.00	\$149,250.00	\$149,250.00	\$149,250.00	\$0	\$0	\$995,000.00
Agoda Travel Operations USA Inc.	\$0	\$0	\$203,675.00	\$203,675.00	\$203,675.00	\$203,675.00	\$203,674.00	\$0	\$0	\$0	\$1,018,374.00
Subtotal:	\$0	\$0	\$203,675.00	\$502,175.00	\$452,425.00	\$352,925.00	\$352,924.00	\$149,250.00	\$0	\$0	\$2,013,374.00

<i>Projects Confirmed as 5/1/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
SSL Partner, LLC	\$0	\$0	\$0	\$0	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000	\$0	\$15,000,000.00
Wexford Science & Technology, LLC ⁽¹⁾	\$0	\$0	\$0	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$0	\$0	\$8,354,910.00
Case Mead Association, LLC ⁽²⁾	\$0	\$0	\$317,760.00	\$317,760.00	\$317,760.00	\$317,759.00	\$317,759.00	\$0	\$0	\$0	\$1,588,798.00
Subtotal:	\$0	\$0	\$317,760.00	\$1,988,742.00	\$4,988,742.00	\$4,988,741.00	\$4,988,741.00	\$4,670,982.00	\$3,000,000.00	\$0	\$24,943,708.00
<i>Projects Confirmed as 5/22/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
TPG 100 Sabin Hotel, LLC	\$0	\$0	\$0	\$20,000	\$20,000.00	\$20,000	\$20,000.00	\$20,000	\$0	\$0	\$100,000.00
110 North Main, LLC and 110 North Main Management, LLC	\$0	\$0	\$0	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$0	\$0	\$3,000,000.00
Subtotal:	\$0	\$0	\$0	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$0	\$0	\$3,100,000.00
<i>Projects Confirmed as 10/30/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Waldorf Capital Partners LLC ^{(2) (3)}	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
Subtotal:	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
<i>Projects Confirmed as 11/20/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Gotham Greens Holdings LLC	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
Subtotal:	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
<i>Projects Confirmed as 12/18/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Cornish Associates LP (2) (4)	\$0	\$0	\$0	\$0	\$3,570,868.00	\$2,975,722.00	\$1,785,433.00	\$1,785,433.00	\$1,785,433.00	\$0	\$11,902,889.00
Infosys Limited	\$0	\$0	\$225,000.00	\$187,500.00	\$112,500.00	\$112,500.00	\$112,500.00	\$0	\$0	\$0	\$750,000.00
Subtotal:	\$0	\$0	\$225,000.00	\$187,500.00	\$3,683,368.00	\$3,088,222.00	\$1,897,933.00	\$1,785,433.00	\$1,785,433.00	\$0	\$12,652,889.00
ALL PROJECTS TOTAL:	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
	\$0	\$381,924.80	\$10,188,095.20	\$12,999,051.33	\$18,614,605.13	\$18,161,281.73	\$16,628,318.83	\$8,470,863.30	\$5,140,560.30	\$355,127.30	\$90,939,827.92

Notes

- (1) River House (2) Amended
- (3) Chestnut Commons
- (4) Downcity II

EXHIBIT 3

Rhode Island Commerce Corporation
Rebuild Rhode Island and Qualified Jobs Incentive Tax Credits –
Economic Impact Analysis

Infosys Limited, Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island and Qualified Jobs Incentive tax credits and First Wave funding to Infosys Limited (“the Company”), an India-based provider of software, information technology and consulting services. The credits would be issued in connection with the Company’s decision to open an Innovation and Technology Center in Providence. The Company’s new Center would employ 50 people in 2019 rising to 500 by 2023 with an average annual salary of \$79,400.

The Company is requesting:

- \$750,000 in Rebuild Rhode Island tax credits;
- An exemption from sales and use taxes due on construction materials and furnishings, with an estimated value of \$100,000;
- Qualified Jobs Incentive tax credits with an estimated value of approximately \$8.5million; and
- \$500,000 from the First Wave Closing Fund.

This analysis was prepared by Appleseed, a consulting firm with more than twenty years of experience in economic impact analysis.

Jobs Analysis

Construction

The Company estimates the total cost of finishing, furnishing and equipping the proposed Center at \$10.25 million, partially offset by a tenant improvement allowance of \$1.75 million. The total cost includes \$4.0 million for information technology equipment; for this analysis, we assume that all of this equipment would be procured out-of-state, leaving a total in-state expenditure of \$6.25 million, including:

- \$4.75 million in construction;
- \$500,000 for architecture and engineering; and
- \$1 million for furniture.

Appleseed estimates that direct expenditures of \$6.25 million will directly and indirectly generate:

- 41 person-years of work in Rhode Island;
- Nearly \$2.5 million in earnings (in 2018 dollars);
- Approximately \$6.9 million in statewide economic output; and
- A one-time increase of more than \$3.6 million in Rhode Island's GDP.

These impacts are summarized below in Table 1. The project's direct impact is the impact of the company's direct spending on design and construction. Its indirect impact is the effect of spending by contractors for goods and services (insurance, construction materials, etc.) purchased from other Rhode Island businesses.

Table 1: Direct and indirect impact of construction spending (employment in person-years; income, value-added and output in millions of 2018 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	30	\$1.9	\$2.7	\$5.4
Indirect Effect	11	0.6	0.9	1.5
Total Effect	41	\$2.5	\$3.6	\$6.9

In addition to the impacts cited in Table 1, direct expenditures of \$6.25 million would directly and indirectly generate a projected one-time increase of approximately \$147,000 in taxes paid to the State during construction. This increase would include approximately:

- \$94,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$41,000 in state sales taxes paid on those workers' taxable household spending; and
- \$12,000 in state business taxes paid by companies directly or indirectly working on the project.

The activity reflected in Table 1 would occur in two phases, with the first phase in 2018 and the second a few years later. The anticipated wage rates for construction jobs are shown below in Table 2. Anticipated wage rates are the median hourly wage for these occupations in Rhode Island.

Table 2: Anticipated wages during construction

Occupation	RI median hourly wage ¹
Architect	\$42.50
Construction manager	\$50.86
Carpenter	\$22.42
Electrician	\$25.26
Plumber	\$24.84
Painter	\$18.69

¹ Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016

Laborer \$18.68

Fringe benefits associated with these jobs are expected to be in accordance with industry norms, with the cost of such benefits generally ranging between 22 and 28 percent of wages. Workers who fill these jobs are expected to be drawn primarily from the Providence-Warwick RI-MA New England City and Town Area (NECTA).

Annual operations

As noted above, the Company intends to hire 50 employees at its Innovation and Technology Center in 2019, rising to 500 by January 2023. Table 3 summarizes the categories in which these jobs will be created, and average earnings for each category.

Table 3: Projected employment, year-end 2022

Job category	New positions (end of 2022)	Average salary
Technology and software engineering	400	\$71,166
Lead designers and industry principals	100	\$112,500
Total	500	\$79,400

Based on data provided by the Company, and using the IMPLAN input-output modeling system, Appleseed estimates that in 2023, ongoing operations associated with the 500 full-time jobs the Company would be committed to creating and maintaining will directly and indirectly support:

- 716 full-time-equivalent (FTE) jobs in Rhode Island;
- \$51.0 million in annual earnings (in 2023 dollars);
- \$101.2 million in statewide economic output; and
- An increase of \$62.8 million in Rhode Island’s annual GDP.

These impacts are summarized below in Table 4.

Table 4: Direct, indirect and total annual impact of ongoing operations (employment in FTE; income, value-added and output in millions of 2023 dollars)

	Jobs	Earnings	Value added	Output
Direct Effect	500	\$39.7	\$45.2	\$73.7
Indirect Effect	216	11.3	17.6	27.5
Total Effect	716	\$51.0	\$62.8	\$101.2

In addition to the impacts on employment, earnings, output and state GDP cited above, the Company’s operations in Rhode Island would generate a projected increase of approximately \$2.988 million in annual state tax revenues, including:

- \$1.912 million in state personal income taxes paid by workers newly employed by the Company in its new operations in Rhode Island, or by Rhode Island workers whose jobs are indirectly attributable to the Company's new facility;
- \$834,000 in state sales taxes paid on those workers' taxable household spending; and
- \$242,000 in state business taxes.

Benefits

The Company provides medical, dental and vision care (with employee cost-sharing); health savings accounts; company-paid life and accidental death and dismemberment insurance; voluntary employee-paid supplemental insurance; disability insurance; an employee-funded 401k plan; voluntary employee-paid home and auto insurance; and paid vacation and sick leave.

Hiring

Infosys posts all available positions on its own website and on other sites such as LinkedIn and Indeed.com and works with leading national recruitment firms to fill open employment positions. Resumes are collected and reviewed, and phone interviews are conducted with selected applicants. Those selected by the hiring manager for further consideration are then scheduled for a round of interviews with the global hiring team. After the second interview round, background checks are conducted, and offers are extended to the successful job applicants.

Impact

The state fiscal impact of the requested tax credits is estimated to be approximately \$9.35 million in foregone state revenue, and a direct outlay of \$500,000 for the First Wave grant. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$62.8 million in 2023, the estimated associated job creation, and a gross increase of more than \$28.0 million in personal income, sales and business tax revenues during the twelve-year commitment period beginning in 2019. These benefits are detailed in the foregoing analysis.

In addition to the economic and tax revenue impacts cited above, the Company's new facility would benefit Rhode Island in other ways, including:

- Highlighting Rhode Island's attractiveness as a U.S. location for global companies
- Providing new opportunities in software engineering and technology for Rhode Island college and university graduates
- Increasing local tangible personal property tax revenues

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. Various features of the Rebuild Rhode Island program mitigate risks to the state. In particular, the completion risk (i.e. the risk that the project is not completed) is mitigated by the fact that tax credits will be issued only upon completion of construction work. The risk of project cost overruns is mitigated by the fact that the credits would capped at the amount set forth above. In addition, if project costs come in lower than anticipated, the value of the credits will be reduced accordingly.

Various features of the Qualified Jobs Incentive program similarly mitigate risk to the state. The value of Qualified Jobs Incentive tax credits would be determined on the basis of the number of people actually employed and the wages actually paid by the Company

DECEMBER 18, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT C

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE TAX INCREMENT FINANCING ACT

December 18, 2017

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.21 of Title 42 of the General Laws of Rhode Island (the “TIF Act”), as amended, authorizes the Corporation to approve the issuance of incentives in relation to certain development projects in the State; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the program established by the TIF Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application for a “TIF Incentive” from Southern Rhode Island Hospitality, LLC (the “Recipient”) under the TIF Act in relation to a project (the “Project”) located at Assessor’s Plat 50-4, Lot 22 in South Kingstown, RI, which is proposed to consist of a hotel development that will contain approximately one hundred hotel rooms; and

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed issuance of the TIF Incentive to the Recipient and has voted to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the TIF Incentive; and

WHEREAS: The Board of the Corporation received a presentation inclusive of a term sheet detailing the Project and proposed TIF Incentive together with a recommendation from the staff of the Corporation for approval in accordance with the TIF Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

10. To accomplish the purposes of the Act and the TIF Act, the Corporation approves the issuance of a TIF Incentive to the Recipient in an amount not to exceed the Project Financing Gap.
11. The authorization provided herein is further subject to the following conditions:
 - a. The execution of a TIF Agreement between the Corporation and the Recipient meeting the requirements of the TIF Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to any award of a TIF Incentive to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
12. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the TIF Act and the Rules; (iv) the total amount of TIF Incentives awarded for the Project is the lesser of thirty (30%) of the total Project Cost or the amount needed to close the Project Financing Gap; (v) that the Chief Executive Officer of the Corporation has provided written confirmation required by the TIF Act (a copy of which is annexed hereto as Exhibit 1); (vi) the Secretary of Commerce has provided written confirmation required by the TIF Act (a copy of which is annexed hereto as Exhibit 1); (vii) the applicant is a significant taxpayer and Incremental Revenues may be exempted up to the levels permitted by the TIF Act and the Recipient shall make payments in lieu of taxes of such Incremental Revenues to the Corporation pursuant to Rule 18 of the Rules; (viii) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of Rule 6 of the Rules.
13. The Department of Revenue has issued a Revenue Increment Base certificate, a copy of which is annexed hereto as Exhibit 2.

14. Prior to the execution of TIF Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the incentives will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
15. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
16. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
17. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
18. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

19. This resolution shall take effect immediately upon adoption by the Board.

EXHIBIT 1

From: Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
Darin Early, President and Chief Operating Officer of the Rhode Island Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Tax Increment Financing Credit Application
Date: December 18, 2017

The staff of the Rhode Island Commerce Corporation (the “Corporation”) is recommending to the Board of Directors that it approve the application of Southern Rhode Island Hospitality, LLC (the “Application”) for an incentive pursuant to the Tax Increment Financing (“TIF”) program. This memo serves as the written confirmation, pursuant to Rhode Island General Laws § 46-64.21-6 and Rule 13 of the Rules and Regulations for the Rhode Island Tax Increment Financing Act of 2015 (the “Rules”), of the following:

4. The Corporation’s staff has reviewed the application submitted and the impact analysis for this project (the impact analysis is provided to the Board as an exhibit to the approving resolution for the project).
5. The proposed boundaries of the Qualifying TIF Area (as that term is defined in the Rules) shall be limited to that portion of the real property located at Assessor’s Plat 50-4, Lot 22 in South Kingstown, RI.
6. The length of the TIF agreement shall be 15 years or fewer.
7. The project is consistent with the purpose of the Tax Increment Financing Act, R.I. Gen. Laws § 42-64.21-1 *et seq.*

EXHIBIT 2

DOR Rhode Island Department of Revenue
Division of Taxation

From: Michael Canole, Chief of Examinations
Rhode Island Division of Taxation *MC*

To: Board of Directors, Rhode Island Commerce Corporation

Re: Revenue Increment Base Certification for Southern Rhode Island Hospitality,
LLC TIF Application

Date: December 18, 2017

The staff of the Rhode Island Commerce Corporation (the “Corporation”) has informed the Division of Taxation (the “Division”) that it intends to recommend to the Corporation’s Board of Directors the application of Southern Rhode Island Hospitality, LLC (the “Application”) for incentives under the Rhode Island Tax Increment Financing Act of 2015, R.I. Gen. Laws § 42-64.21-1 *et seq.* (the “Act”). The Corporation proposes to enter into a TIF agreement with the Applicant in which the relevant tax streams will be the sales and hotel occupancy taxes assessed and collected under Chapters 18 and 19 of Title 44 of the General Laws. The Act requires the Division to certify the “revenue increment base” for this proposed TIF agreement. *See* R.I. Gen. Laws § 42-64.21-3(11). This memo constitutes the Division’s certification under the Act.

The Act defines the “revenue increment base” as “the amounts of all eligible revenues from sources within the qualifying TIF area in the calendar year preceding the year in which the TIF agreement is executed, as certified by the division of taxation.” *Id.* The Corporation has informed the Division of the following:

- The Application is for a hotel project in South Kingstown, RI.
- The proposed qualifying TIF area for the Application is a parcel of land in South Kingstown, RI located on Assessor’s Plat 50-4, Lot 22, as depicted in the map attached in Exhibit A.
- The Corporation has determined, in its discretion, the eligible revenues for purposes of this Application would not exceed the sales and hotel occupancy taxes assessed and collected under Chapters 18 and 19 of Title 44 of the General Laws.
- The TIF Agreement is anticipated to be entered into in the 2017 calendar year.

The Division of Taxation has determined that no Rhode Island sales and hotel occupancy taxes was collected or assessed in the proposed qualifying TIF area for the calendar year 2016. Accordingly, on the basis of the foregoing information provided by the Corporation, the Division hereby certifies that the revenue increment base for the proposed TIF agreement is zero (**\$0.00**).

EXHIBIT A

Location of Proposed Qualifying TIF Area (site outlined in solid yellow)
Plat 50-4, Lot 22



EXHIBIT 3

Rhode Island Commerce Corporation
Tax Increment Financing – Economic Impact Analysis
Southern Rhode Island Hospitality LLC Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) is considering exempting Southern Rhode Island Hospitality LLC (the “Sponsor”) from 75 percent of the state sales tax and 18 percent of the state hotel tax (“TIF”). This incentive would be issued in connection with the Sponsor’s decision to invest in the development of a new Fairfield Inn – a 100-room “focused service” hotel, to be located at the Village at South County Commons in South Kingstown. The total cost of the proposed project is estimated to be approximately \$19.0 million.

The Sponsor is requesting a TIF in an amount equal to the financing gap for the project, which is expected to be satisfied through the use of \$1.8 million in tax increment financing from the Sponsor’s lender.

This analysis was prepared by Appleseed, a consulting firm with more than twenty years of experience in economic impact analysis.

Jobs Analysis

Construction

As shown in Table 1, the Sponsor’s estimate of total project cost is approximately \$19.0 million.

Table 1: Estimated total project cost (in millions of 2018 dollars)

Component	Estimated cost
Land acquisition	\$2.0
Architecture and engineering	\$0.4
Hard cost	\$13.0
Soft costs	\$1.6
Fixtures, furnishings & equipment	\$2.0
Total	\$19.0

After excluding certain costs that for purposes of this analysis do not have a direct, current impact on Rhode Island’s economy (such as land acquisition, hotel franchise fees and interest costs), the remaining hard and soft costs total approximately \$16.3 million. Appleaseed estimates that direct expenditures of \$16.3 million will directly and indirectly generate:

- 111 person-years² of work in Rhode Island;
- Nearly \$6.7 million in earnings (in 2018 dollars);
- Approximately \$19.3 million in statewide economic output³; and
- A one-time increase of more than \$10.2 million in Rhode Island’s GDP.

These impacts are summarized below in Table 2. The project’s *direct impact* is the impact of the company’s direct spending on design and construction. Its *indirect impact* is the effect of spending by contractors for goods and services (insurance, construction materials, etc) purchased from other Rhode Island businesses.

Table 2: Direct and indirect impact of construction spending (employment in person-years; income, value-added and output in millions of 2018 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	84	\$5.2	\$7.7	\$15.2
Indirect Effect	27	1.5	2.5	4.1
Total Effect	111	\$6.7	\$10.2	\$19.3

In addition to the impacts cited in Table 2, direct expenditures of \$16.3 million would directly and indirectly generate a projected one-time increase of approximately \$770,000 in taxes paid to the State during construction. This increase would include approximately:

- \$378,000 in state sales and use taxes paid on construction materials and hotel fixtures, furniture and equipment;
- \$251,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$109,000 in state sales taxes paid on those workers’ taxable household spending; and
- \$32,000 in state business corporation taxes paid by companies directly or indirectly working on the project.

Most of the activity reflected in Table 2 is expected to occur in 2018-2019. The anticipated wage rates for construction jobs are shown below in Table 3. Anticipated wage rates are the median hourly wage for these occupations in Rhode Island.

² A person-year is equivalent to the time worked by one person who is employed full-time for a year. For example, it could represent the work of two people who are each employed full-time for six months; or the work of one person who is employed half-time for two years.

³ Output is a measure of the total sales by Rhode Island companies (including the “sale” of labor by Rhode Island households) generated by the project.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage⁴
Architect	\$42.50
Construction manager	\$50.86
Carpenter	\$22.42
Electrician	\$25.26
Plumber	\$24.84
Painter	\$18.69
Laborer	\$18.68

Fringe benefits associated with these jobs are expected to be in accordance with industry norms, with the cost of such benefits generally ranging between 22 and 28 percent of wages. Workers who fill these jobs are expected to be drawn primarily from the Providence-Warwick RI-MA New England City and Town Area (NECTA).

Annual operations

After construction is completed, the Sponsor estimates that 25 people (on a full-time-equivalent basis) will be employed in the operation of the hotel.

Based on the Sponsor's estimates of hotel employment and revenues, Appleseed projects (as shown below in Table 4), that when the hotel is completed and fully operational and stabilized (which is assumed to occur in 2020), it will directly and indirectly account for:

- 30 FTE jobs in Rhode Island;
- Nearly \$1.2 million in annual earnings (in 2020 dollars);
- More than \$4.3 million in annual statewide economic output; and
- An increase of more than \$2.4 million in Rhode Island's annual GDP.

Table 4: Direct and indirect annual impact of ongoing operations (employment in FTE; income, value-added and output in millions of 2020 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	25	\$0.9	\$2.0	\$3.6
Indirect Effect	5	0.3	0.4	0.7
Total Effect	30	\$1.2	\$2.4	\$4.3

Workers who fill jobs at the hotel are expected to be drawn primarily from South Kingstown and from other nearby communities.

⁴ Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016

In addition to the impacts cited in Table 4, ongoing operations at the new hotel would directly and indirectly generate a projected gross increase of approximately \$528,000 in taxes paid annually to the state. These taxes would include approximately:

- \$459,000 in state sales and hotel taxes paid on room rents and other hotel charges (before allocating to the Sponsor the amount required to support the proposed TIF);
- \$44,000 in state personal income taxes paid by Rhode Island workers employed directly by the hotel, or whose jobs are indirectly attributable to the hotel;
- \$19,000 in state sales taxes paid on those workers' taxable household spending; and
- \$6,000 in state business corporation taxes directly or indirectly attributable to hotel operations.

Impact

The state fiscal impact of the requested tax increment financing is that portion of the eligible incremental tax revenues generated by the project that will be directed to the Sponsor. Specifically, 75 percent of the sales tax revenues and 18 percent of the hotel tax revenues generated by the hotel during the life of the TIF agreement (not to exceed 20 years) will be allocated to the Sponsor. Those funds are directed to the Sponsor to enable it to secure the financing necessary to close the financing gap on the project. The State will collect the balance of the sales and hotel occupancy tax revenue not directed to the Sponsor.

Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase of \$2.4 million in Rhode Island's GDP, the estimated associated job creation, and the gross increase of nearly \$7.1 million in state personal income, sales, hotel and business tax revenues during the construction phase and ongoing operations during the twelve years following the completion of the project. These benefits are detailed in the foregoing analysis. In addition to the economic and tax revenue impacts cited above, the proposed project would benefit Rhode Island in several other ways.

- Increase the supply of hotel rooms in southern Rhode Island;
- Support continued growth in the number of visitors to Rhode Island;
- Create entry-level employment opportunities for less-skilled Rhode Island residents; and
- Increase local real property, tangible personal property and hotel tax revenues.

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. In addition, various features of the program mitigate risk to the state. In particular, the completion risk (i.e., the risk that the project is not completed) is mitigated by the fact that the incentives will be payable only upon completion of the development. The risk of project cost overruns is mitigated by the fact that the TIF is capped at the amount set forth above.

DECEMBER 18, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF INCENTIVES
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT

December 18, 2017

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.20 of Title 42 of the General Laws of Rhode Island (the “Rebuild RI Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of incentives, including loans, in relation to certain development projects in the State; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the issuance of incentives under the Rebuild RI Tax Credit Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application from Cornish Associates, LP (together with its nominee or an assignee, the “Recipient”) under the Rebuild RI Tax Credit Act in relation to a Mixed Use Project (the “Project”) located at 270, 276, and 290 Westminster Street, 91 Clemence Street and 31 Aborn Street, Providence, RI, which is proposed to consist of approximately fifty-four (54) residential units and an estimated 30,000 +/- square feet of commercial space;

WHEREAS: The Corporation’s Investment Committee and Access to Capital Subcommittee have reviewed and considered a proposed loan and a sales and use tax exemption to the Recipient and each has voted to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the incentives; and

WHEREAS: The Board has received a presentation inclusive of a term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of the loan and a sales and use tax exemption to the Recipient in accordance with the Rebuild RI Tax Credit Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves a loan (the “Loan”) to the Recipient in an amount not to exceed Ten Million Five Hundred Seventy-One Thousand Three Hundred Seventy-Nine Dollars (\$10,571,379) and authorizes a sales and use tax exemption in addition to the

Loan; provided, however that any sales and use tax exemption exceeding the amount of Three Hundred Seventy-Eight Dollars (\$378,000) shall reduce the amount of the Loan dollar for dollar. The Corporation further approves tax credits in the amount of Eleven Million Nine Hundred Two Thousand Eight Hundred Eighty Nine Dollars (\$11,902,889), to be held by an escrow agent and distributed as determined by an Authorized Officer (hereinafter defined).

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act, which agreement shall expressly provide that the Loan will not be a general obligation of the Corporation and shall otherwise be in such form as one of the Authorized Officers shall deem appropriate in the sole discretion of such Authorized Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to issuance of Certification to the Recipient;
 - c. Each of the Authorized Officers shall have the authority to grant incentives upon completion of discrete phases of the Project that meet the Eligibility Requirements; provided, however; each of the Authorized Officers shall also have the authority to reduce the Project Cost minimum threshold below \$5,000,000 for any such phase as the Project is located in a Hope Community; and
 - d. Such additional terms and conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer inclusive of permitting a pledge of the Rebuild Rhode Island Tax Credit Fund up to the amount of \$1,500,000 with respect to the initial Loan installment.
3. The Board of the Corporation hereby finds and determines that: (a) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (b) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (c) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (d) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Rebuild RI Tax Credit Act and the Rules; (e) the total amount of the Tax Credits is the lesser of thirty (30%) of the total Project Cost or the amount needed to close the Project Financing Gap; (f) the Project includes an Adaptive Reuse or development of a Recognized Historic Structure within the meaning of Rule 7(b)(1) and a portion of the Tax Credits in the amount of Three Million Nine Hundred Sixty-Seven Thousand Six Hundred Thirty Dollars (\$3,967,629) is allocable to this criteria; (f) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed

- hereto as Exhibit 1); (g) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (h) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); (i) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of Rule 6 of the Rules for a Mixed-Use Project; and (j) the award of the Loan meets the principles adopted by the Board in compliance with RIGL § 42-64-37.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the incentives will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
 5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
 6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
 7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized and

empowered to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein all as such any one of the Authorized Officers deems appropriate in his or her discretion.

8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.
9. This Resolution shall take effect immediately upon passage.

EXHIBIT 1

From: Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
Darin Early, President and Chief Operating Officer of the Rhode Island Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Application
Date: December 18, 2017

The staff of the Rhode Island Commerce Corporation (the “Corporation”) is recommending to the Board of Directors that it approve a incentives pursuant to the Rebuild Rhode Island Tax Credit program. The recommendation is as follows:

- To consider the application of Cornish Associates, LP for a loan of \$10,571,379 and a tax credit escrow in the amount of \$11,902,889 for a mixed-use project.

This memo serves as the written confirmation, pursuant to Rhode Island General Laws § 46-64.20-6, of the following:

1. The Corporation staff has reviewed the application submitted and the impact analysis for this project (the impact analysis is provided to the Board as an exhibit to the approving resolution for the project).
2. The project is consistent with the purpose of the Rebuild Rhode Island Tax Credit Act, R.I. Gen. Laws § 42-64.20-1 *et seq.*
3. The loan to be awarded to the applicant shall not be in excess of the amount listed above.

EXHIBIT 2



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION

OFFICE of MANAGEMENT & BUDGET

One Capitol Hill
Providence, RI 02908-5890

Office: (401) 574-8430

From: Jonathan Womer, Director of the Office of Management and Budget

To: Board of Directors, Rhode Island Commerce Corporation

Re: Rebuild Rhode Island Tax Credit Applications

Date: December 18, 2017

The staff of the Rhode Island Commerce Corporation (the "Corporation") has informed the Office of Management and Budget ("OMB") that it intends to recommend to the Corporation's Board of Directors (the "Board") one new project for the receipt of tax credits under the Rebuild Rhode Island Tax Credit in an amount not to exceed \$750,000.00. That recommendation is as follows:

1. That the application submitted by Infosys Limited be approved for tax credits in a maximum amount of \$750,000.00.

The Corporation is also recommending to the Board that the application of Cornish Associates LP initially approved on January 23, 2017 be amended from an award in a maximum amount of \$7,320,506.00 to an award in the maximum amount of \$11,902,889.00.

As of November 20, 2017, the Corporation had approved tax credits and/or loans under the program in the amount of \$85,607,444.92. The approval of an additional \$750,000.00 in tax credits, along with an increase in the award to Cornish Associates LP in the amount of \$4,582,383.00, would bring the cumulative total of approved credits and/or loans to \$90,939,827.92. Currently thirty-eight and half million dollars have been appropriated into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions and section 42-64.20-5(f) of the Rhode Island General Laws authorized aggregate tax credits and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$150 million. Accordingly, the existing and anticipated revenue capacity for the Rebuild Rhode Island Tax Credit program exceeds the total amount of credits and/or loans that are proposed for approval. As a result, OMB confirms that the additional amount of credits and/or loans proposed above, i.e. \$5,332,383.00, does not exceed the existing and anticipated revenue capacity of the state for the Rebuild Rhode Island Tax Credit program. In addition, OMB confirms that, with the approval of the proposed credits and/or loans, the aggregate credits and/or loans approved by the Corporation under the Rebuild Rhode Island program will not exceed the maximum aggregate credits and/or loans allowed under the program.

Furthermore, based on information provided by the Corporation staff concerning the anticipated completion schedule of the projects that are the subject of this applications and the likely distribution of credits and/or loan proceeds over the five-year payment period, OMB anticipates the budget impact to the state of the credits and/or loans, if approved, in the year of application and in subsequent years will be as set forth in the attached Exhibit A.

The memorandum constitutes OMB's written confirmation pursuant to RIGL § 42-64.20-6(a)(4) and pursuant to Rule 12(a)(3) of the Rules and Regulations for the Rebuild Rhode Island Tax Credit Program. Pursuant to RIGL § 42-64.20-5(m), any disbursements to support the redemption of tax credits for 90% of their value are subject to appropriations, and applicants should be notified accordingly.

Exhibit A

Fiscal Year Impact of Proposed Rebuild Rhode Island Tax Credit Projects

<i>Projects Confirmed as of 1/25/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Bourne Capital Partners	\$0	\$0	\$637,688.00	\$641,518.00	\$484,598.00	\$484,598.00	\$484,598.00	\$0	\$0	\$0	\$2,733,000.00
John M. Corcoran & Co.	\$0	\$0	\$1,675,000.00	\$977,083.33	\$977,083.33	\$977,083.33	\$977,083.33	\$0	\$0	\$0	\$5,583,333.32
Subtotal:	\$0	\$0	\$2,312,688.00	\$1,618,601.33	\$1,461,681.33	\$1,461,681.33	\$1,461,681.33	\$0	\$0	\$0	\$8,316,333.32
<i>Projects Confirmed as of 2/22/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Waldorf Capital Management	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Case Mead Association, LLC	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Subtotal:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<i>Projects Confirmed as of 3/28/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Providence Capital III	\$0	\$0	\$546,486	\$910,810	\$667,928	\$455,404	\$455,404	\$0	\$0	\$0	\$3,036,032.20
78 Fountain JV Owner, LLC	\$0	\$0	\$1,223,024.00	\$1,223,024.00	\$1,223,024.00	\$1,223,024.00	\$1,223,023.00	\$0	\$0	\$0	\$6,115,119.00
WinnDevelopment and Omni Development	\$0	\$0	\$1,097,280.00	\$914,400.00	\$548,640.00	\$548,640.00	\$548,640.00	\$0	\$0	\$0	\$3,657,600.00
Subtotal:	\$0	\$0	\$2,866,789.60	\$3,048,234.00	\$2,439,591.80	\$2,227,068.40	\$2,227,067.40	\$0	\$0	\$0	\$12,808,751.20
<i>Projects Confirmed as of 5/09/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
AT Cross Company	\$0	\$80,000.00	\$80,000.00	\$80,000.00	\$80,000.00	\$80,000.00	\$0	\$0	\$0	\$0	\$400,000.00
Subtotal:	\$0	\$80,000.00	\$80,000.00	\$80,000.00	\$80,000.00	\$80,000.00	\$0	\$0	\$0	\$0	\$400,000.00
<i>Projects Confirmed as of 5/23/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Union Mill LLC	\$0	\$0.00	\$725,280.60	\$725,280.60	\$725,280.60	\$725,280.60	\$725,280.60	\$0	\$0	\$0	\$3,626,403.00
Subtotal:	\$0	\$0.00	\$725,280.60	\$725,280.60	\$725,280.60	\$725,280.60	\$725,280.60	\$0	\$0	\$0	\$3,626,403.00
<i>Projects Confirmed as 6/27/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
D'Ambra Warwick Hotel LLC	\$0	\$0	\$273,399.00	\$273,398.00	\$273,398.00	\$273,398.00	\$273,398.00	\$0	\$0	\$0	\$1,366,991.00
Ocean State Jobbers, Inc.	\$0	\$0	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$0	\$0	\$0	\$3,100,000.00
Subtotal:	\$0	\$0	\$893,399.00	\$893,398.00	\$893,398.00	\$893,398.00	\$893,398.00	\$0	\$0	\$0	\$4,466,991.00

<i>Projects Confirmed as 8/10/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Finlay Extracts & Ingredients USA, Inc.	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
Subtotal:	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<i>Projects Confirmed as 8/22/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Lippitt Mill LLC	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
Subtotal:	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<i>Projects Confirmed as 9/26/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Urban Smart Growth, LLC	\$0	\$0	\$713,932.00	\$713,932.00	\$713,931.00	\$713,931.00	\$713,931.00	\$0	\$0	\$0	\$3,569,657.00
Royal Oaks Realty, LLC	\$0	\$0	\$503,435.00	\$503,435.00	\$503,435.00	\$503,435.00	\$503,434.00	\$0	\$0	\$0	\$2,517,174.00
Subtotal:	\$0	\$0	\$1,217,367.00	\$1,217,367.00	\$1,217,366.00	\$1,217,366.00	\$1,217,365.00	\$0	\$0	\$0	\$6,086,831.00
<i>Projects Confirmed as 11/21/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
City of Newport	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
Subtotal:	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<i>Projects Confirmed as 12/19/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Chestnut Commons	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Virgin Pulse	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
Subtotal:	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<i>Projects Confirmed as 1/23/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Downcity	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0.00
Subtotal:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0.00
<i>Projects Confirmed as 2/27/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
SAT Development LLC	\$0	\$0	\$0	\$298,500.00	\$248,750.00	\$149,250.00	\$149,250.00	\$149,250.00	\$0	\$0	\$995,000.00
Agoda Travel Operations USA Inc.	\$0	\$0	\$203,675.00	\$203,675.00	\$203,675.00	\$203,675.00	\$203,674.00	\$0	\$0	\$0	\$1,018,374.00
Subtotal:	\$0	\$0	\$203,675.00	\$502,175.00	\$452,425.00	\$352,925.00	\$352,924.00	\$149,250.00	\$0	\$0	\$2,013,374.00

<i>Projects Confirmed as 5/1/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
SSL Partner, LLC	\$0	\$0	\$0	\$0	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000	\$0	\$15,000,000.00
Wexford Science & Technology, LLC ⁽¹⁾	\$0	\$0	\$0	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$0	\$0	\$8,354,910.00
Case Mead Association, LLC ⁽²⁾	\$0	\$0	\$317,760.00	\$317,760.00	\$317,760.00	\$317,759.00	\$317,759.00	\$0	\$0	\$0	\$1,588,798.00
Subtotal:	\$0	\$0	\$317,760.00	\$1,988,742.00	\$4,988,742.00	\$4,988,741.00	\$4,988,741.00	\$4,670,982.00	\$3,000,000.00	\$0	\$24,943,708.00
<i>Projects Confirmed as 5/22/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
TPG 100 Sabin Hotel, LLC	\$0	\$0	\$0	\$20,000	\$20,000.00	\$20,000	\$20,000.00	\$20,000	\$0	\$0	\$100,000.00
110 North Main, LLC and 110 North Main Management, LLC	\$0	\$0	\$0	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$0	\$0	\$3,000,000.00
Subtotal:	\$0	\$0	\$0	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$0	\$0	\$3,100,000.00
<i>Projects Confirmed as 10/30/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Waldorf Capital Partners LLC ^{(2) (3)}	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
Subtotal:	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
<i>Projects Confirmed as 11/20/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Gotham Greens Holdings LLC	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
Subtotal:	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
<i>Projects Confirmed as 12/18/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Cornish Associates LP (2) (4)	\$0	\$0	\$0	\$0	\$3,570,868.00	\$2,975,722.00	\$1,785,433.00	\$1,785,433.00	\$1,785,433.00	\$0	\$11,902,889.00
Infosys Limited	\$0	\$0	\$225,000.00	\$187,500.00	\$112,500.00	\$112,500.00	\$112,500.00	\$0	\$0	\$0	\$750,000.00
Subtotal:	\$0	\$0	\$225,000.00	\$187,500.00	\$3,683,368.00	\$3,088,222.00	\$1,897,933.00	\$1,785,433.00	\$1,785,433.00	\$0	\$12,652,889.00
ALL PROJECTS TOTAL:	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
	\$0	\$381,924.80	\$10,188,095.20	\$12,999,051.33	\$18,614,605.13	\$18,161,281.73	\$16,628,318.83	\$8,470,863.30	\$5,140,560.30	\$355,127.30	\$90,939,827.92

Notes

- (1) River House (2) Amended
- (3) Chestnut Commons
- (4) Downcity II

EXHIBIT 3

Rhode Island Commerce Corporation
Rebuild Rhode Island Tax Credit Fund Loan – Economic Impact
Analysis

Cornish Associates LP Application (Amended)

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue a Rebuild Rhode Island Tax Credit Fund Loan to Cornish Associates LP (the “Sponsor”). The loan would be issued in connection with the Company’s proposed investment in its Downcity Redevelopment, a mixed-use project located in downtown Providence. The project includes the acquisition of 31 Aborn Street, an existing 6,500 square-foot building that would be added to three existing historic buildings the sponsor already owns. The four buildings would then be converted into 54 units of multifamily housing and approximately 30,000 square feet of office, retail/restaurant and a multi-purpose event space, and a public plaza. (Phase 2, to be undertaken at a later date and not included in this analysis, would include construction of a 6-story building with 93 residential units with ground floor commercial space; and a parking structure). The Sponsor estimates the total cost of project (excluding Phase 2) to be \$39.7 million.

The Sponsor is requesting a Rebuild Rhode Island Tax Credit Fund Loan for the project totaling \$10,571,379 as well as an exemption from sales and use taxes on construction materials and furnishings valued at \$378,000.

This analysis was prepared by Appleseed, a consulting firm with more than twenty years of experience in economic impact analysis.

Jobs Analysis

Construction

As shown in Table 1, the Sponsor’s estimate of total project cost is approximately \$39.7 million.

Table 1: Downcity II estimated total project cost (\$ millions)

Component	Estimated cost
Land and building acquisition	\$6.6
Construction (hard costs)	23.8
Soft costs	9.3
Total	\$39.7

After excluding certain expenditures that do not have a direct, current impact on Rhode Island's economy (such as property acquisition costs and interest expenses), spending on construction (both hard and soft costs) is estimated to total approximately \$29.3 million. Applesseed estimates that direct expenditures of approximately \$29.3 million will directly and indirectly generate:

- 233 person-years¹ of work in Rhode Island, with \$13.2 million in earnings (in 2019 dollars);
- Approximately \$40.7 million in statewide economic output²; and
- A one-time increase of \$20.5 million in Rhode Island's GDP.

These impacts are summarized below in Table 2. The project's *direct impact* is the impact of the company's direct spending on design and construction. Its *indirect impact* is the effect of spending by contractors for goods and services (insurance, construction materials, etc.) purchased from other Rhode Island businesses.

Table 2: Direct, indirect and induced impact of construction and related spending (employment in person-years; income, value-added and output in millions of 2019 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	144	\$9.0	\$13.5	\$29.3
Indirect Effect	89	\$4.2	\$7.0	\$11.4
Total Effect	233	\$13.2	\$20.5	\$40.7

In addition to the impacts on employment, earnings, output and state GDP cited in Table 2, direct spending of \$29.3 million would generate a projected one-time increase of approximately \$772,000 in taxes paid to the State during construction, including:

- \$494,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$216,000 in state sales taxes paid on those workers' taxable household spending;
- \$62,000 in state business taxes

Most of the activity reflected in Table 2 will occur from the spring of 2018 through the spring of 2020. The anticipated wage rates for construction jobs are shown below in Table 3. Anticipated wage rates are the median hourly wage for these occupations in Rhode Island.

¹ A person-year is equivalent to the time worked by one person who is employed full-time for a year. It could for example represent the work of two people who are each employed full-time for six months; or the work of one person who is employed half-time for two years.

² Output is a measure of the total sales by Rhode Island companies (including the "sale" of labor by Rhode Island households) generated by the project.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage ³
Architect	\$42.50
Construction manager	\$50.86
Carpenter	\$22.42
Electrician	\$25.26
Plumber	\$24.84
Painter	\$18.69
Laborer	\$18.68

Fringe benefits associated with these jobs are expected to be in accordance with industry norms, with the cost of such benefits generally ranging between 22 and 28 percent of wages. Workers who fill these jobs are expected to be drawn primarily from the Providence-Warwick RI-MA New England City and Town Area (NECTA).

Annual operations

Based on square-feet-per worker ratios typical of office-based industries, retailing and restaurants, we estimate that after the project is completed, businesses occupying the proposed commercial space at Downcity II would employ approximately 116 people (on a full-time-equivalent basis).⁴ We further estimate that 4 people will be employed in management and maintenance of the proposed residential units.

As shown below in Table 4, Appleseed estimates that when the project is completed, and fully occupied (which is assumed to occur in 2021), it will directly and indirectly account for:

- 151 full-time equivalent jobs in Rhode Island, with approximately \$7.6 million in annual earnings (in 2021 dollars);
- \$17.9 million in annual statewide economic output; and
- An increase of \$10.5 million in Rhode Island’s annual GDP.

Table 4: Direct, indirect and impact of annual operations of Downcity II (employment in FTE; earnings, value-added and output in millions of 2021 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	120	\$5.6	\$7.4	\$12.7
Indirect Effect	31	\$2.0	\$3.1	\$5.2
Total Effect	151	\$7.6	\$10.5	\$17.9

³ Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016

⁴ We assume for purposes of this analysis that in addition to the headquarters of Betaspring and the Founders’ League, office space at Downcity II will be occupied by a range of businesses that reflect the continued growth of the State’s “knowledge economy,” including information technology and professional service firms.

In addition to the impacts on employment, earnings, output and state GDP cited in Table 4, ongoing operations would generate a projected gross increase of approximately \$443,000 in taxes paid annually to the State, including:

- \$283,000 in state personal income taxes paid by Rhode Island workers employed by tenant businesses or in building operations, or whose jobs are indirectly attributable to the project;
- \$124,000 in state sales taxes paid on those workers' taxable household spending;
- \$36,000 in state business taxes.

While detailed information on wages that will be paid to those working in Downcity II's commercial spaces is not yet available, we can use the results of our analysis cited above to estimate these workers' earnings. We estimate those directly employed by Downcity II tenant businesses will earn an average of approximately \$47,000 per FTE job.

Fringe benefits associated with these jobs will vary substantially across, office, retail and restaurant businesses, and building operations and management.

Workers employed by office-based businesses could be drawn from communities throughout the Providence-Warwick RI-MA NECTA, while those employed in retail, restaurants and building maintenance would mostly be drawn from neighborhoods within Providence and other nearby communities.

Impact

The state fiscal impact of the requested loan and sales tax exemption is an initial outlay of approximately \$10.6 million, and \$378,000 in foregone state sales tax revenue. Direct and indirect economic and fiscal benefits of the proposed project include an estimated increase in annual state GDP of \$10.5 million; the associated job creation; and a gross increase of nearly \$6.1 million in personal income, sales and business tax revenues directly and indirectly generated by the project during the construction phase, and by ongoing operations during the twelve years following completion of the project.

In addition to the economic and tax revenue impacts cited above, the proposed project would benefit Rhode Island in several other ways.

- Rehabilitate and activate four vacant buildings in downtown Providence;
- Provide 54 housing units and amenities (retail, restaurants, a multi-purpose event space and a public plaza) that will support the continued growth of the Downcity area's resident population, and enhance the area's attractiveness as a place to work and do business;
- Provide office space that will support the continued growth of Rhode Island's innovation economy; and
- Add to the City's tax base.

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. While the state bears the risk of non-repayment of the requested loan, various features of the program mitigate other risks to the state. In particular, the completion risk (i.e. the risk that the project is not completed) is mitigated by the fact that the loan will be issued only upon completion of the development. The risk of project cost overruns is mitigated by the fact that the loan is capped at the amount set forth above. In addition, if project costs come in lower than anticipated, the value of the loan will be reduced accordingly.

DECEMBER 18, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT E

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF
INNOVATION NETWORK MATCHING GRANTS
UNDER THE INNOVATION INITIATIVE ACT

December 18, 2017

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.28 of Title 44 of the General Laws of Rhode Island (the “Innovation Act”), as amended, authorizes the Corporation to award Innovation Network Matching Grants (“Grants”) as set forth in the Rules (defined below); and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the program established by the Innovation Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application from Bioinnovation Labs, LLC (the “Recipient”) for award of a Grant; and

WHEREAS: The Board of Directors of the Corporation (the “Board”) received a presentation detailing the Grant proposed to be granted to Recipient together with a recommendation from the staff of the Corporation to approve the award of Grant to the Recipient in accordance with the Innovation Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Innovation Act, the Corporation approves the award of the Grant to the Recipient in the amount of One Hundred Thousand Dollars (\$100,000) and determines that the award is granted in compliance with the Grant Application Review and Evaluation Principles adopted by the Corporation.
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of a Grant Agreement between the Corporation and the Recipient meeting the requirements of the Innovation Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;

- b. Verification by the Corporation of compliance with the Eligibility Requirements of the Rules prior to issuance of the Grant; and
 - c. Such additional conditions as any of the Authorized Officers (defined below), acting singly, shall deem appropriate in the sole discretion of such Officer.
- 3. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Innovation Director (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
- 4. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
- 5. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
- 6. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

DECEMBER 18, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT F

RESOLUTION
RELATING TO THE ISSUANCE OF
RHODE ISLAND COMMERCE CORPORATION
ECONOMIC DEVELOPMENT REVENUE REFUNDING BONDS, SERIES 2017
OCEAN COMMUNITY YMCA

December 18, 2017

- WHEREAS: The Rhode Island Commerce Corporation (“Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and
- WHEREAS: The Act authorizes Corporation to borrow money and issue bonds for any of its corporate purposes; and
- WHEREAS: The Corporation has previously issued for the benefit of Ocean Community YMCA (“Borrower”) (a) \$1,360,000 Variable Rate Revenue Bonds (Ocean Community YMCA Issue- Series 2010A (the “Series 2010A Bonds”); and (b) \$2,640,000 Fixed Rate Revenue Refunding Bonds (Ocean Community YMCA Issue-Series 2010B) (the “Series 2010B Bonds, and together with the Series 2010A Bonds, the “Refunded Bonds”) each Series issued pursuant to the terms of a Loan and Trust Agreement dated as of December 29, 2010; and
- WHEREAS: The Board of Directors of the Borrower has approved the borrowing of up to \$3,500,000 for the purpose of refinancing the Refunded Bonds and to pay costs of issuance in connection therewith in order to take advantage of existing law allowing for the issuance of tax exempt bonds and present market interest rate conditions; and
- WHEREAS: Borrower has requested that Corporation provide *final approval* of the issuance of its Economic Development Revenue Refunding Bonds, Series 2017 (the “Refunding Bonds”) in an amount, together with other available funds, necessary to (i) refund on a current basis all or a portion of Corporation’s outstanding Refunded Bonds, and (ii) pay the costs of issuing the Refunding Bonds (collectively, the “Refunding”); and
- WHEREAS: The Washington Trust Bank of Westerly (“Purchaser”) has proposed to provide financing of up to \$3,500,000 through a direct purchase of the Refunding Bonds; and
- WHEREAS: None of the Refunding Bonds to be issued by Corporation or the payment obligations of the Borrower shall constitute indebtedness of the State or a debt for which the full faith and credit of the State is pledged;

WHEREAS: Borrower and the Corporation presented the proposed Refunding to the Access to Capital Subcommittee of the Corporation on December 11, 2017, which Subcommittee unanimously recommended approval of the proposed Refunding.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. The Board of the Corporation hereby finds and determines that: (i) the acquisition or construction and operation of the projects originally financed or refinanced with proceeds of the Refunded Bonds will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) adequate provision has been made or will be made for the payment of the cost of the acquisition, construction, operation, and maintenance and upkeep of the projects originally financed or refinanced with proceeds of the Refunded Bonds; (iii) with respect to real property, the plans and specifications assure adequate light, air, sanitation, and fire protection; (iv) the projects originally financed or refinanced with proceeds of the Refunded Bonds are in conformity with the applicable provisions of chapter 23 of title 46 of the Rhode Island General Laws; and (v) the projects originally financed or refinanced with proceeds of the Refunded Bonds are in conformity with the applicable provisions of the state guide plan.
2. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director of Financial Services (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any of the documents authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on the Refunding Bonds and on any of the documents authorized herein and to attest to the same.
3. The Refunding Bonds shall be issued in registered form, dated as provided in the Loan Agreement and shall be in an aggregate principal amount sufficient to accomplish the Refunding. The specific form of bonds, including without limitation, the principal amounts, the rates of interest, maturities, and provisions for the signature, authentication, payment and

redemption shall be as set forth in a loan agreement (the “Loan Agreement”). The acceptance of a rate or rates of interest per annum to be borne by the Refunding Bonds shall be determined pursuant to a certificate to be delivered by any one of the Authorized Officers at or immediately prior to closing.

4. The Refunding Bonds shall be sold as a private placement with the Purchaser pursuant to the terms of a bond purchase agreement (the “Bond Purchase Agreement”).
5. The Refunding Bonds shall be secured by such mortgage(s) as deemed appropriate by an Authorized Officer in his or her discretion.
6. The Refunding Bonds shall be special obligations of the Corporation payable solely from the revenues, funds, or monies pledged therefore under the Loan Agreement. None of the State or any municipality thereof, shall be obligated to pay the principal of, premium, if any, or interest on the Refunding Bonds. Neither the full faith and credit nor the taxing power of the State, the Corporation or any municipality thereof shall be pledged to the payment of the principal, premium, if any, or interest on the Refunding Bonds.
7. The following agreements and documents are hereby authorized, each to contain such provisions and to be in such final form as at least one of the Authorized Officers shall determine to be necessary or appropriate (including any additional provisions required of the bond insurer, if applicable), and the execution, acknowledgement and delivery of each such agreement or document by one of the Authorized Officers shall be conclusive evidence as to authorization by these resolutions: (i) the Refunding Bonds, (ii) the Loan Agreement; (iii) such mortgage(s) and assignment(s) thereof; (iv) an; (v) environmental indemnity agreement; (vi) a Bond Purchase Agreement, and (vii) such other agreements, instruments, certificates or documents, including, but not limited to and a tax regulatory agreement, as may be deemed necessary or appropriate by one of the Authorized Officers for the implementation of these resolutions.
8. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof,

by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.

9. Any one of the Authorized Officers of the Corporation, acting singly, are hereby further directed to proceed to cause the net proceeds of the sale of the Refunding Bonds to be disbursed to Borrower as provided in the documents authorized by this Resolution.
10. Any one of the Authorized Officers, acting singly, are hereby authorized: (i) to approve the definitive terms of the Refunding Bonds, including the principal amount thereof, the maturity and the interest rates; and (ii) to take such further action or to cause such further action to be taken as may be necessary or appropriate to effectuate the issuance of the Refunding Bonds and to carry out the transactions contemplated by these resolutions.
11. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the purposes of the Act, and the execution, delivery and approval and performance of the documents, certificates, instruments and agreements hereinabove authorized are, in conformance therewith, and all prior actions taken in connection herewith are, ratified, approved and confirmed.
12. From and after the execution and delivery of the documents, certificates, instruments and agreements hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, certificates, instruments and agreements, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the Refunding Bonds, including the redemption of the Refunded Bonds, or to carry out and comply with the provisions of the documents, certificates, instruments and agreements hereinabove authorized.
13. The Refunding Bonds may be issued on a tax-exempt basis, such that interest on the Refunding Bonds will be excluded from gross income for Federal income tax purposes. To facilitate the issuance of the Refunding Bonds on a tax-exempt basis, any of the Authorized Officers, acting singly on behalf of the Corporation, shall covenant that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Refunding Bonds, the Corporation will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Internal Revenue Code of 1986, as amended (the "Code"), necessary to maintain such exclusion. In furtherance of the covenant contained in the

preceding sentence, any of the Authorized Officers, acting singly on behalf of the Corporation, shall agree to continually comply with the provisions of a Tax Regulatory Agreement to be executed by the Corporation in connection with the execution and delivery of the Refunding Bonds, as amended from time to time.

14. The Corporation shall charge an administrative expense of one-eighth of one percent (1/8 of 1%) per year of the principal amount outstanding of the Refunding Bonds.
15. No costs or expenses whether incurred by the Corporation or any other party in connection with the issuance of the Refunding Bonds or the preparation or review of any documents by any legal or financial consultants retained in connection herewith shall be borne by the Corporation except as permitted by the Authorized Officers. The Corporation may require such deposits or advances as it deems desirable for such fees, costs and expenses, and may require reimbursement of any such fees, costs and expenses paid by the Corporation. The Corporation shall have the right to select and retain legal, financial and other consultants in connection with the proposed financing, and all fees, costs and expenses of such consultants, along with all other such costs and expenses shall be paid from the proceeds of the Refunding Bonds or otherwise borne by the Borrower regardless of whether the Refunding Bonds are issued.
16. In connection with the Refunding, Mack Law Associates LLC is appointed as bond counsel.
17. This Resolution shall take effect upon passage and shall lapse within one year after the date of its passage unless further extended by appropriate action of the Corporation.

DECEMBER 18, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT G

RESOLUTION AUTHORIZING THE ISSUANCE OF
RHODE ISLAND COMMERCE CORPORATION
ECONOMIC DEVELOPMENT REVENUE BONDS
(PROVIDENCE COUNTRY DAY SCHOOL)

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: the Act authorizes the Corporation to borrow money and issue bonds for any of its corporate purposes; and

WHEREAS: The Providence Country Day School (the “Borrower”) has approved a borrowing of up to \$3,500,000 for the purpose of, among other things, refinancing existing debt and construction costs in relation to certain projects at its campus in East Providence, Rhode Island (the “Project”); and

WHEREAS: Borrower has requested that the Corporation grant approval of the issuance of one or more series of Economic Development Revenue Bonds (the “Bonds”) in an amount, together with other available funds, necessary to (i) undertake the Project, and (ii) pay the costs of issuing the Bonds; and

WHEREAS: BayCoast Bank (“Bank” or “Purchaser”) has proposed to provide financing of up to \$3,500,000 through a direct purchase of the Bonds; and

WHEREAS: None of the Bonds to be issued by the Corporation or the payment obligations of the Borrower shall constitute indebtedness of the State or the Corporation or a debt for which the full faith and credit of the State or the Corporation is pledged.

WHEREAS: The Corporation has determined to issue the Bonds; and

WHEREAS: Borrower and the Corporation presented the proposed issuance to the Access to Capital Subcommittee of the Corporation, which Subcommittee unanimously recommended approval of the proposed issuance of the Bonds.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. The Board of the Corporation hereby finds and determines that: (i) the acquisition or construction and operation of the Project will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) adequate provision has been made or will be made for the payment of the cost of the acquisition, construction, operation, and maintenance and upkeep of the Project; (iii) with respect to real property, the plans and specifications assure adequate light, air, sanitation, and fire protection; (iv) the Project is in conformity with the applicable provisions of chapter 23 of title 46 of the Rhode Island General Laws; and (v) the Project is in conformity with the applicable provisions of the state guide plan.
2. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director of Financial Services (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any of the documents authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on the Bonds and on any of the documents authorized herein and to attest to the same.
3. Prior to the issuance of the Bonds, the Corporation shall prepare and publicly release an analysis of the impact the Project will or may have on the State.
4. The Bonds shall be issued in registered form, dated as provided in a loan agreement (the "Loan Agreement") and shall be in an aggregate principal amount sufficient to finance the Project. The specific form of bonds, including without limitation, the principal amounts, the rates of interest, maturities, provisions for the signature, authentication, payment and redemption shall be as set forth in the Loan Agreement.

5. The Bonds shall be sold as a private placement with the Bank pursuant to the terms of a bond purchase agreement (the “Bond Purchase Agreement”).
6. The Bonds shall be special obligations of the Corporation payable solely from the revenues, funds, or monies pledged therefore under the Loan Agreement. None of the State or any municipality thereof, shall be obligated to pay the principal of, premium, if any, or interest on the Bonds. Neither the full faith and credit nor the taxing power of the State, the Corporation or any municipality thereof shall be pledged to the payment of the principal, premium, if any, or interest on the Bonds.
7. The following agreements and documents are hereby authorized, each to contain such provisions and to be in such final form as at least one of the Authorized Officers shall determine to be necessary or appropriate (including any additional provisions required of the bond insurer, if applicable), and the execution, acknowledgement and delivery of each such agreement or document by one of the Authorized Officers shall be conclusive evidence as to authorization by these resolutions: (i) the Bonds; (ii) the Loan Agreement; (iii) one or more mortgages; (iv) the Bond Purchase Agreement; and (v) such other agreements, instruments, certificates or documents as may be deemed necessary or appropriate by one of the Authorized Officers for the implementation of these resolutions.
8. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
9. Any one of the Authorized Officers of the Corporation, acting singly, are hereby further directed to proceed to cause the net proceeds of the sale of the Bonds to be disbursed to Borrower as provided in the documents authorized by this Resolution.

10. Any one of the Authorized Officers, acting singly, are hereby authorized: (i) to approve the definitive terms of the Bonds, including the principal amount thereof, the maturity and the interest rates; and (ii) to take such further action or to cause such further action to be taken as may be necessary or appropriate to effectuate the issuance of the Bonds and to carry out the transactions contemplated by these resolutions.
11. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the purposes of the Act, and the execution, delivery and approval and performance of the documents, certificates, instruments and agreements hereinabove authorized are, in conformance therewith, and all prior actions taken in connection herewith are, ratified, approved and confirmed.
12. From and after the execution and delivery of the documents, certificates, instruments and agreements hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, certificates, instruments and agreements, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the Bonds or to carry out and comply with the provisions of the documents, certificates, instruments and agreements hereinabove authorized.
13. The Bonds may be issued on a tax-exempt basis, such that interest on the Bonds will be excluded from gross income for Federal income tax purposes. To facilitate the issuance of the Bonds on a tax-exempt basis, any of the Authorized Officers, acting singly on behalf of the Corporation, shall covenant that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the will satisfy, or Bonds, the Corporation take such actions as are necessary to cause to be satisfied, each provision of the Internal Revenue Code of 1986, as amended, necessary to maintain such exclusion.
14. The Corporation shall charge an administrative expense of one-eighth of one percent (1/8 of 1%) per year of the principal amount outstanding of the Bonds.
15. No costs or expenses whether incurred by the Corporation or any other party in connection with the issuance of the Refunding Bonds or the preparation or review of any documents by any legal or financial consultants retained in connection herewith shall be borne by the Corporation except as permitted by the Authorized Officers. The Corporation may require such deposits or advances as it deems desirable for such fees, costs and expenses, and may require reimbursement of any

such fees, costs and expenses paid by the Corporation. The Corporation shall have the right to select and retain legal, financial and other consultants in connection with the proposed financing, and all fees, costs and expenses of such consultants, along with all other such costs and expenses shall be paid from the proceeds of the Refunding Bonds or otherwise borne by the Borrower regardless of whether the Refunding Bonds are issued.

16. In connection with the Refunding, Mack Law Associates LLC is appointed as bond counsel.
17. This Resolution shall take effect upon passage and shall lapse within one year after the date of its passage unless further extended by appropriate action of the Corporation

DECEMBER 18, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT H

RESOLUTION OF THE BOARD OF DIRECTORS OF
THE RHODE ISLAND COMMERCE CORPORATION

December 15, 2017

WHEREAS, the Board of Directors of the Rhode Island Commerce Corporation (“the Corporation”) received a presentation from the Corporation’s staff regarding the implementation of a business ecosystem support program (“the Program”);

WHEREAS, the Corporation wishes to fund, create, and implement the Program.

NOW, THEREFORE, be it resolved by the Corporation as follows:

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, Chief of Staff, President and COO, Chief Financial Officer and/or Managing Director of Financial Services (the “Authorized Officers”), acting singly, shall have the authority to negotiate and execute any and all documents and takes such actions as any Authorized Officer deems appropriate in connection with the creation and implementation of the Program.

Section 2: The Corporation shall commit no more than One Hundred Forty Thousand Dollars (\$140,000) to assist in the creation and implementation of the Program, unless future funding is authorized by the Board in a subsequent approving resolution or in adopting the Corporation’s annual budget.

Section 3: This Resolution shall take effect immediately upon passage.

TAB 2

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

January 22, 2018

APPROVED

VOTED: To approve the application of Sprague Street Owner, LLC for incentives under the Rebuild Rhode Island Tax Credit Program pursuant to the resolution submitted to the Board.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
January 22, 2018

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.20 of Title 42 of the General Laws of Rhode Island (the “Rebuild RI Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to certain development projects in the State; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the tax credit program established by the Rebuild RI Tax Credit Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an applications for tax credits from Sprague Street Owner, LLC (the “Recipient”) under the Rebuild RI Tax Credit Act in relation to a mixed-use project (the “Project”) located at 40, 40-Rear, and 50 Sprague Street, Providence, which are proposed to consist of approximately twenty-five residential units and approximately 3,600 square feet of retail space; and

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed issuance of tax credits and a sales and use tax exemption to the Recipient and has voted to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the tax credits and tax exemption; and

WHEREAS: The Board of the Corporation received a presentation inclusive of a term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of tax credits and a sales and use tax exemption to the Recipient in accordance with the Rebuild RI Tax Credit Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits to the Recipient in an amount not to exceed One Million Dollars (\$1,000,000) and authorizes a sales and use tax exemption in addition to the tax credits of One Hundred Fifty Thousand Dollars (\$150,000) with any sales and use tax exemption exceeding said amount reducing the

tax credits awarded hereunder dollar for dollar down to the amount of One Hundred Dollars (\$100).

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (v) the total amount of tax credits awarded for the Project is the lesser of twenty (20%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vi) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (vii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); and (ix) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of Rule 6 of the Rules.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the "Authorized

Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.

6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.
9. This resolution shall take effect immediately upon adoption by the Board.

EXHIBIT 1

From: Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
Jesse Saglio, President and Chief Operating Officer of the Rhode Island Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Application
Date: January 22, 2018

The staff of the Rhode Island Commerce Corporation (the “Corporation”) is recommending to the Board of Directors that it approve tax credits pursuant to the Rebuild Rhode Island Tax Credit program. The recommendation is as follows:

- To consider the application of Sprague Street Owner, LLC, for tax credits of \$1,000,000 for a Mixed-Use project.

This memo serves as the written confirmation, pursuant to Rhode Island General Laws § 46-64.20-6, of the following:

1. The Corporation staff has reviewed the application submitted and the impact analysis for this project (the impact analysis is provided to the Board as an exhibit to the approving resolution for the project).
2. The project is consistent with the purpose of the Rebuild Rhode Island Tax Credit Act, R.I. Gen. Laws § 42-64.20-1 *et seq.*
3. The total credits to be awarded to the applicant shall not be in excess of the amount listed above.

EXHIBIT 2

EXHIBIT 3

Rhode Island Commerce Corporation
Rebuild Rhode Island Tax Credit Fund – Economic Impact Analysis
Sprague Street Owner LLC Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island tax credits to Sprague Street Owner LLC (the “Sponsor”). The credits would be issued in connection with the Sponsor’s proposed investment in the second phase of its ROOMS & WORKS (R&W) project a mixed-use redevelopment of the historic Mechanical Fabric Company mill complex in Providence. (The first phase of ROOMS & WORKS was completed in 2017.)

Phase II entails the redevelopment of 34,000 square feet in three existing buildings on Sprague Street. The redeveloped properties would include 25 residential units (including 12 live-work units), six office units totaling 3,000 square feet, and a 4,000 square-foot shared-use facility for micro-brewing, distilling, coffee roasting and other beverages. The latter facility would be operated by Foodworks/Providence in collaboration with a Providence-based micro-brewery.

The Sponsor estimates the total cost of the project to be nearly \$7.2 million. The Sponsor is requesting Rebuild Rhode Island tax credits for the project totaling \$1 million (gross), and an exemption from state sales and use taxes on materials used in construction of R&W Phase II, valued at \$150,000.

This analysis was prepared by Appleseed, a consulting firm with more than twenty years of experience in economic impact analysis.

Jobs Analysis

Construction

As shown in Table 1, the Sponsor’s estimate of total project cost is approximately \$7.2 million.

Table 1: R&W Phase II estimated total project cost (\$ millions)

Component	Estimated cost
Land and building acquisition	\$0.6
Construction (hard costs)	5.3
Soft costs	1.3
Total	\$7.2

After excluding certain expenditures that do not have a direct, current impact on Rhode Island’s economy (such as property acquisition costs and interest expenses), spending on construction

(both hard and soft costs) is estimated to total approximately \$6.24 million. Appleseed estimates that direct expenditures of approximately \$6.24 million will directly and indirectly generate:

- 48 person-years¹ of work in Rhode Island, with \$2.7 million in earnings (in 2018 dollars);
- Approximately \$8.5 million in statewide economic output²; and
- A one-time increase of \$4.4 million in Rhode Island’s GDP.

These impacts are summarized below in Table 2. The project’s *direct impact* is the impact of the company’s direct spending on design and construction. Its *indirect impact* is the effect of spending by contractors for goods and services (insurance, construction materials, etc.) purchased from other Rhode Island businesses.

Table 2: Direct, indirect and induced impact of construction and related spending (employment in person-years; income, value-added and output in millions of 2018 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	31	\$1.9	\$3.0	\$6.2
Indirect Effect	17	\$0.8	\$1.4	\$2.3
Total Effect	48	\$2.7	\$4.4	\$8.5

In addition to the impacts on employment, earnings, output and state GDP cited in Table 2, direct spending of \$6.2 million would generate a projected one-time increase of approximately \$158,000 in taxes paid to the State during construction, including:

- \$101,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$44,000 in state sales taxes paid on those workers’ taxable household spending;
- \$13,000 in state business taxes

Most of the activity reflected in Table 2 will occur during 2018. The anticipated wage rates for construction jobs are shown below in Table 3. Anticipated wage rates are the median hourly wage for these occupations in Rhode Island.

¹ A person-year is equivalent to the time worked by one person who is employed full-time for a year. It could for example represent the work of two people who are each employed full-time for six months; or the work of one person who is employed half-time for two years.

² Output is a measure of the total sales by Rhode Island companies (including the “sale” of labor by Rhode Island households) generated by the project.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage³
Architect	\$42.50
Construction manager	\$50.86
Carpenter	\$22.42
Electrician	\$25.26
Plumber	\$24.84
Painter	\$18.69
Laborer	\$18.68

Fringe benefits associated with these jobs are expected to be in accordance with industry norms, with the cost of such benefits generally ranging between 22 and 28 percent of wages. Workers who fill these jobs are expected to be drawn primarily from the Providence-Warwick RI-MA New England City and Town Area (NECTA).

Annual operations

The Sponsor estimates that users of the shared beverage space would employ 4 to 6 full-time workers and 4 to 8 part-timers. Using the midpoint of these ranges, and assuming that part-times work an average of 20 hours per week, Appleseed estimate that this space would accommodate 8 full-time-equivalent (FTE) jobs.

For purposes of this analysis, Appleseed further assumes that the six office units will be occupied by small technology start-ups and self-employed professionals at a ratio of 4 FTEs per 1,000 square feet, for a total of 12 FTEs. Spending on operation and maintenance of the 25 proposed residential units would support additional employment.

Based on the preceding assumptions, Appleseed estimates (as shown in Table 4) that when the project is completed and occupied (which is assumed to occur in 2019), ongoing tenant operations and building management, maintenance and operations would directly and indirectly support:

- 33 full-time equivalent jobs in Rhode Island, with approximately \$1.9 million in annual earnings (in 2019 dollars);
- \$6.3 million in annual statewide economic output; and
- An increase of \$2.9 million in Rhode Island's annual GDP.

³ Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016

Table 4: Direct, indirect and impact of annual operations of R&W Phase II (employment in FTE; earnings, value-added and output in millions of 2019 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	21	\$1.2	\$1.8	\$4.6
Indirect Effect	12	\$0.7	\$1.1	\$1.7
Total Effect	33	\$1.9	\$2.9	\$6.3

In addition to the impacts on employment, earnings, output and state GDP cited in Table 4, ongoing operations would generate a projected gross increase of approximately \$110,000 in taxes paid annually to the State, including:

- \$70,000 in state personal income taxes paid by Rhode Island workers employed by tenant businesses or in building operations, or whose jobs are indirectly attributable to the project;
- \$31,000 in state sales taxes paid on those workers' taxable household spending;
- \$9,000 in state business taxes.

While detailed information on wages that will be paid to those working in R&W Phase II's commercial space is not yet available, we can use the results of our analysis cited above to estimate these workers' earnings. Applesseed estimates that those directly employed by R&W Phase II office tenant businesses or working in the Foodworks beverage facilities will earn an average of approximately \$57,650 per FTE position.

Workers employed by office-based or beverage-related businesses could be drawn from communities throughout the Providence-Warwick RI-MA NECTA, while those employed in building maintenance would mostly be drawn from neighborhoods within Providence and other nearby communities.

Impact

The state fiscal impact of the requested tax credits and sales tax exemption is approximately \$1.15 million in foregone state tax revenue. Direct and indirect economic and fiscal benefits of the proposed project include an estimated increase in annual state GDP of \$2.9 million; the associated job creation; and a gross increase of nearly \$1.478 million in personal income, sales and business tax revenues directly and indirectly generated by the project during the construction phase, and by ongoing operations during the twelve years following completion of the project.

In addition to the economic and tax revenue impacts cited above, the proposed project would benefit Rhode Island in several other ways:

- Preserving, redeveloping and activating three vacant historic buildings in the West End neighborhood of Providence;

- Supporting the continued development of small-scale and artisan food and beverage production in Rhode Island.
- Providing office space and live-work space that will support the continued growth of Rhode Island's innovation economy; and
- Adding to the City's property tax base.

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. Various features of the Rebuild Rhode Island program mitigate other risks to the state. In particular, the completion risk (i.e. the risk that the project is not completed) is mitigated by the fact that the tax credits will be issued only upon completion of the development. The risk of project cost overruns is mitigated by the fact that the credits capped at the amount set forth above. In addition, if project costs come in lower than anticipated, the value of the credits will be reduced accordingly.

TAB 3

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

January 22, 2018

APPROVED

VOTED: To approve the award to Electro Standards Laboratory, Inc. for an Innovation Voucher pursuant to the resolution submitted to the Board.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF AN INNOVATION VOUCHER
UNDER THE INNOVATION INITIATIVE ACT

January 22, 2018

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.28 of Title 42 of the General Laws of Rhode Island (the “Innovation Act”), as amended, authorizes the Corporation to award Innovation Vouchers for Small Businesses to receive technical or other assistance as set forth in Rule 6 of the Rules (defined below); and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the program established by the Innovation Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application from Electro Standards Laboratory, Inc. (the “Recipient”) for awards of an Innovation Voucher (the “Voucher”); and

WHEREAS: The Board of Directors of the Corporation (the “Board”) received a presentation detailing the Voucher proposed to be granted to the applicant together with a recommendation from the staff of the Corporation to approve the award of Voucher to the Recipient in accordance with the Innovation Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Innovation Act, the Corporation approves the award of a Voucher to the Recipient in the amount of Forty Nine Thousand Eight Hundred Seventy Five Dollars (\$49,875).
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of a Voucher Agreement between the Corporation and the Recipient meeting the requirements of the Innovation Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 7 of the Rules prior to issuance of a Voucher; and

- c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Innovation Director (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
4. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
5. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
6. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.
7. This resolution shall take effect immediately upon adoption by the Board.

TAB 4

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

January 22, 2018

APPROVED

VOTED: To approve the amendment of the Small Business Assistance Program agreements pursuant to the resolution submitted to the Board.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE SELECTION OF PROVIDERS
FOR THE SMALL BUSINESS ASSISTANCE PROGRAM

January 22, 2018

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.25 of Title 44 of the General Laws of Rhode Island (the “Small Business Assistance Act”), authorizes the Corporation to create the Small Business Capital Access Fund Program (the “Program”), and to partner with lending organizations to provide funding for loans to small businesses; and

WHEREAS: The Corporation selected certain partners for funding under the Program; and

WHEREAS: The staff of the Corporation have recommended that the Board of the Corporation permit reallocation of funding from time to time amongst program providers consistent with the Small Business Assistance Act and to allow for the discretion of the Authorized Officers (defined below) to permit exceptions to leverage ratios on a case by case basis.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. The Authorized Officers are hereby authorized to reallocate funding from time to time amongst program providers consistent with the Small Business Assistance Act and to permit exceptions to leverage ratios on a case by case basis as such officer deems appropriate.
2. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director of Financial Services (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.

3. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
4. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
5. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

TAB 5

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

January 22, 2018

APPROVED

VOTED: To approve the extension of the contract with HR&A pursuant to the resolution submitted to the Board.

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE RHODE ISLAND COMMERCE CORPORATION**

January 22, 2018

(With Respect to HR&A)

WHEREAS, the Rhode Island Commerce Corporation (the “Corporation”) previously engaged HR&A in connection with the Innovation Campus project; and

WHEREAS, the Board of the Corporation has received a presentation and information pertaining to an extension of the contract with HR&A.

NOW, THEREFORE, be it resolved by the Corporation as follows:

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, Chief of Staff, President and COO or the Chief Financial Officer, acting singly, shall have the authority to negotiate and execute any and all documents in connection with the continued retention of HR&A for an additional amount not to exceed \$40,000, plus out of pocket expenses.

Section 2: This Resolution shall take effect immediately upon passage.