

RHODE ISLAND COMMERCE CORPORATION

AGENDA

September 2, 2021

Call to order and opening remarks.

- Tab 1: To consider for approval meeting minutes.
- Tab 2: To consider an amendment to the contract with O'Neill Consulting Group, Inc.
- Tab 3: To consider the retention of on-call consultants to perform project management services.
- Tab 4: To consider the retention of consultants relative to the State Small Business Credit Initiative.
- Tab 5: To approve the establishment of recovery programs and to authorize awards under such programs.
- Tab 6: To consider an amendment to the award under the Rebuild Rhode Island Tax Credit program for Mearthane Products Corporation.*
- Tab 7: To authorize the acquisition of port area property located in the City of Providence.*
- Tab 8: 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)(5) or (a)(7) to consider this Agenda item.

TAB 1

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

SEPTEMBER 2, 2021

APPROVED

VOTED: To approve the public session meeting minutes for the July 26, 2021 meeting as presented to the Board.

RHODE ISLAND COMMERCE CORPORATION
MEETING OF DIRECTORS
PUBLIC SESSION
July 26, 2021

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on July 26, 2021, in Public Session, beginning at 5:00 p.m., pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Governor Daniel J. McKee, David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, Bill Stone, and Karl Wadensten.

Directors absent were: Bernard Buonanno, III, Mary Jo Kaplan, George Nee, Donna Sams, and Vanessa Toledo-Vickers.

Also present were: Secretary of Commerce Stefan Pryor; Jesse Saglio, President & COO; and Douglas Giron, Esq.

1. **CALL TO ORDER AND OPENING REMARKS.**

The Governor called the meeting to order at 5:01 p.m., indicating that a quorum was present.

2. **TO CONSIDER FOR APPROVAL MEETING MINUTES.**

Upon motion duly made by Dr. Dann-Messier and seconded by Mr. Stone, the following vote was adopted:

VOTED: To approve the public session meeting minutes for the June 28, 2021 meeting as presented to the Board.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, Bill Stone, and Karl Wadensten.

Voting against the foregoing were: none.

3. **TO CONSIDER A GRANT UNDER THE P-TECH PROGRAM TO THE COMMUNITY COLLEGE OF RHODE ISLAND.**

Secretary Pryor stated that the P-TECH program, which was started approximately five years ago, is currently in place at six different locations across the State. He explained that P-TECH is a program by which high schools across the State partner with employers and the Community College of Rhode Island ("CCRI") in an effort to expose students to internships and

workplace experience, while simultaneously obtaining a high school diploma and an associate degree.

Daniela Fairchild, the Corporation's Director of Operations and Special Projects, stated that before the Board for approval was a grant to CCRI in the amount of \$30,000 to assist with (1) tuition reimbursement directly to CCRI for second summer courses for P-TECH students; (2) textbook costs for P-TECH students; and (3) transportation costs, such as bus passes, for P-TECH students. In response to questions by Mr. Wadensten and Mr. Stone, Ms. Fairchild and Secretary Pryor discussed how only recently, given the program's age, are students maturing through the program to college. In response to questions by Dr. Dann-Messier, Secretary Pryor stated that it's hoped that the PTECH program will expand to two or three more schools within a few years, and that the program is generally school-specific, except for the program at the William M. Davies, Jr. Career & Technical High School, which is statewide. The Governor noted that there is data that shows that P-TECH-type programs create diversity in schools, and Ms. Fairchild, in response to a question by Mr. Chenevert, stated that while a portion of the grant will be for bus passes, school districts can provide transportation to P-TECH students and receive a reimbursement.

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

VOTED: To approve a grant under the P-TECH Program to the Community College of Rhode Island pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, Bill Stone, and Karl Wadensten.

Voting against the foregoing were: none.

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

4. **TO CONSIDER A GRANT TO THE UNIVERSITY OF RHODE ISLAND RESEARCH FOUNDATION TO SUPPORT THE RHODE ISLAND 2030 PLANNING PROCESS.**

This agenda item was considered together with the next agenda item.

Secretary Pryor stated that the Governor has directed the Corporation to initiate a process of planning for immediate relief as the State emerges from the COVID-19 pandemic and to make long-term investments that will benefit the State and advance its economy. He noted that the Governor has conducted a series of conversations with stakeholders to explore what the State's recovery needs, including, among other things, boosting the economy, increasing housing, making services for children and families available, and focusing on the blue economy. Secretary Pryor explained that the Corporation has sought the assistance of the University of Rhode Island Research Foundation ("URIRF") and is proposing a grant to URIRF to assist with the development and planning for these recovery areas.

Ms. Fairchild stated that the proposed grant to URIRF is \$250,000, which will be funded with federal funds. The funding, she states, will allow URIRF to work with professors, economists, and researchers across the State on the State's economy, housing, infrastructure, and services for children and families. The Governor noted the need for local talent to conduct these services and to formulate a plan that can be presented in a comprehensive and understandable manner. Mr. Wadensten agreed with the need for local talent for these services, noting that, in many instances, local Rhode Islanders know the most about the state.

Secretary Pryor noted that URIRF will lead the 2030 planning process, but three external consultants will supplement those efforts to assist the State in applying for federal grants in accordance with the 2030 plan. In response to a question by Mr. McNally, Mr. Saglio stated that the Corporation has previously collaboratively worked with the proposed consultants and URIRF, and that any scope of work for any services will be paid upon the completion of certain tasks and deliverables or the achievement of certain outcomes. In response to a question by Mr. Stone, Secretary Pryor stated that federal funding will be utilized for the 2030 planning process work, and the Corporation's engagement of consultants to assist in the plan will be a combination of federal and State funding. Dr. Dann-Messier suggested involving Rhode Island College in the process. Mr. Chenevert questioned whether the private sector has been involved, and Secretary Pryor noted that the private sector has been consulted in the Governor's community and stakeholder conversations extensively. Mr. Stone clarified that the aggregate funding is \$250,000 and Ms. Fairchild agreed.

Upon motion duly made by Dr. Dann-Messier and seconded by Mr. Chenevert, the following vote was adopted:

VOTED: To approve a grant to the University of Rhode Island Research Foundation to support the Rhode Island 2030 planning process pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, Bill Stone, and Karl Wadensten.

Voting against the foregoing were: none.

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

5. **TO CONSIDER THE APPROVAL AND RETENTION OF ONE OR MORE VENDORS TO SUPPORT THE STATE OF RHODE ISLAND'S LONG-TERM ECONOMIC DEVELOPMENT PLANNING PROCESS.**

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

VOTED: To approve the retention of one or more vendors to support the State of Rhode Island's long-term economic development planning process pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, Bill Stone, and Karl Wadensten.

Voting against the foregoing were: none.

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

6. **TO CONSIDER THE APPROVAL AND RETENTION OF ON-CALL VENDORS TO PERFORM PROJECT AND PROGRAM MANAGEMENT SERVICES.**

Mr. Saglio explained that as the Corporation's programs evolve, it needs the ability to flex capacity across the areas of outreach, program design, management and technology, and compliance. As a result, he stated, the Corporation issued a request for proposals to provide those services to the Corporation on an on-call, as-needed basis so the Corporation can supplement its resources to shape the processes of its programs quickly, effectively, and efficiently.

Ms. Fairchild stated that the request for proposals sought the assistance with one or all of six tasks that included outreach, compliance, funding distribution, and technical support. She noted that there were fourteen responses in the first round of the solicitation, and the second round of proposals is due on August 2, 2021. The majority of the responses in the first round of proposals were for "Task 2," which is for business and stakeholder engagement. In response to a question by Mr. Stone, Ms. Fairchild stated that all respondents, except one, are being proposed for approval. Mr. Saglio stated that the majority of the respondents were familiar to the Corporation, and the on-call nature of the solicitation is similar to one that the Corporation previously conducted relative to consultants and service providers to assist in land acquisition and improvements to ProvPort, which is funded through a 2016 bond referendum. Ms. Fairchild noted that one respondent—Social Enterprise Greenhouse—submitted its proposal as a coalition of partners, including several that are dedicated to working directly with women and minority-owned businesses, as well certain minority-owned partners. In the second round, she indicated, the Corporation is making an effort to attract more minority-owned businesses. In response to a question by Mr. Stone, Secretary Pryor stated that much of the work will begin in the next thirty days, with milestones for completion in August.

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

VOTED: To approve the retention of on-call vendors to perform project and program management services pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, Bill Stone, and Karl Wadensten.

Voting against the foregoing were: none.

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

7. **TO CONSIDER APPROVAL OF INNOVATION VOUCHERS.**

Christine Smith, the Corporation's Managing Director of Innovation, noted that one Innovation Voucher for goTeff, Inc. ("goTeff") to conduct internal and third-party research, was before the Board for approval. goTeff, she stated, is a good example of businesses that the Corporation should invest in to grow in the State. She explained that the company's president, Saron Mechale, is a graduate of Brown University ("Brown") and started goTeff when she was an undergraduate. She noted how Ms. Mechale used many different services at Brown, like the Nelson Center, and other services, like MassChallenge, RI Hub, and Venture Mentoring Services, to establish her business. Ms. Smith stated that goTeff is at a point where it is developing a consumer-packaged superfood, which is developed from ancient, grain-grown foods from Ethiopia. The company, she stated, has outgrown its incubator at Hope and Main, and is relocating to a commercial facility in Providence, and that the funding proposed to the Board would assist goTeff in bringing its food products to commercial market. Ms. Mechale described some of goTeff's products, and, in response to a question by Mr. Wadensten, stated that, within five years, she hopes that goTeff will have its products for sale in places like Whole Foods.

Upon motion duly made by Mr. Stone and seconded by Dr. Dann-Messier, the following vote was adopted:

VOTED: To approve Innovation Vouchers pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, Bill Stone, and Karl Wadensten.

Voting against the foregoing were: none.

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

8. **TO RECEIVE PROGRAM UPDATES.**

The Governor noted a bill was passed to protect businesses and residents for utility outages and other efforts to assist small businesses. Secretary Pryor stated that the Corporation was successful in assisting the production of WaterFire by using \$300,000 of funding from its marketing budget and small business assistance budget.

Secretary Pryor also noted the creation of a gift card program that the Corporation is sponsoring, under previous authorization from the Board, through the use \$160,000 of its small business assistance budget. The goal of that program, he explained, is that when visitors stay in hotels, they will obtain a gift card to shop at local stores. He noted the success of other states with similar programs.

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 6:18 p.m. upon motion made by Dr. Dann-Messier and seconded by Mr. Chenevert.

JULY 26, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT A

RHODE ISLAND COMMERCE CORPORATION
PUBLIC NOTICE OF MEETING

A meeting of the Board of Directors of the Rhode Island Commerce Corporation (“Corporation”) will be held at the offices of the **Rhode Island Commerce Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island**, on **July 26, 2021** beginning at **5:00 p.m.** for the following purposes:

1. To consider for approval meeting minutes.
2. To consider a grant under the P-TECH Program to the Community College of Rhode Island.
3. To consider a grant to the University of Rhode Island Research Foundation to support the Rhode Island 2030 planning process.
4. To consider the approval and retention of one or more vendors to support the State of Rhode Island's long-term economic development planning process.
5. To consider the approval and retention of on-call vendors to perform project and program management services.
6. To consider approval of Innovation Vouchers (See Exhibit 1, which follows, for additional details).*
7. To consider the utilization of the Corporation's incentive programs for the investment of public funds.*
8. To receive program updates.

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

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

Savage Law Partners, 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: July 22, 2021.

EXHIBIT 1

Agenda Item 6:

<u>Applicant</u>	<u>Amount</u>
goTeff, Inc.	\$49,985

JULY 26, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

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

July 26, 2021

(With Respect to the P-Tech Program)

WHEREAS, the Board of Directors (the "Board") of the Rhode Island Commerce Corporation (the "Corporation") has received a presentation regarding a grant under the Pathways in Technology Early College High School program ("P-TECH Program") to the Community College of Rhode Island ("CCRI") for P-TECH students enrolled in CCRI courses; and

WHEREAS, the Board has determined that it is beneficial to grant funds from the P-TECH fund to the Community College of Rhode Island for the costs affiliated with student tuition, textbook purchases, and transportation for those P-TECH students enrolled in courses at CCRI who are otherwise unable to fund those necessary expenses.

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

Section 1: The Corporation approves a grant from the P-TECH fund to CCRI in the amount of \$30,000.

Section 2: The foregoing grant award is restricted to payment of the following in the following amounts for P-TECH students:

Student tuition:	\$19,530
Textbooks:	\$8,400
Bus passes:	\$2,070

Section 3: Any of the Chairperson, Vice Chairman, Secretary of Commerce, President & Chief Operating Officer, and/or Chief Financial Officer, acting singly, shall have the authority to negotiate and execute any and all documents in connection with the transactions authorized herein.

Section 4: This Resolution shall take effect immediately upon passage by the Board.

JULY 26, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT C

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

July 26, 2021

WHEREAS, the Board of Directors (the "Board") of the Rhode Island Commerce Corporation (the "Corporation") received a presentation relative to a grant to the University of Rhode Island Research Foundation (the "Foundation") with respect to the 2030 strategic planning process (the "2030 Strategy");

WHEREAS, the global pandemic had a severe impact on the Rhode Island economy;

WHEREAS, Rhode Island has made significant progress in reopening and revitalizing its economy;

WHEREAS, the 2030 Strategy is expected to (1) facilitate public input and stakeholder engagement process; (2) produce an analysis of Rhode Island's economy, workforce and industrial base; (3) facilitate discussions with Rhode Island state government departments about their pre-existing strategic visions; and (4) develop actionable strategies that synthesize the information collected and prepared through this project to guide Rhode Island's short-term recovery and longer-term future as it emerges from the pandemic;

WHEREAS, the Foundation will assemble a leadership team of academics to contribute to the 2030 Strategy in coordination with the Corporation and the Executive Office of Commerce;

WHEREAS, the establishment and administration of the 2030 Strategy is consistent with the purposes and mission of the Corporation and the Foundation; and

WHEREAS, the Corporation is anticipated to receive federal funding sources to establish and administer the 2030 Strategy through a grant to the Foundation.

NOW, THEREFORE, be it resolved by the Corporation, acting through its Board of Directors, as follows:

Section 1: The Board hereby finds and determines that the 2030 Strategy is consistent with the principles established by the Corporation in relation to the review and approval of grant programs.

Section 2: The Corporation is hereby authorized to provide one or more grants to the Foundation in the amount of up to \$250,000 for the purposes of the 2030 Strategy consistent with the outline thereof presented to the Board and the requirements of any federal funding source.

Section 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 or the Chief Financial Officer (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to take any and all actions necessary to accomplish the intent of this Resolution including (i) the negotiation and execution of one or more contracts with the State of Rhode Island in relation to the funding for the 2030 Strategy and related costs and/or expenses; (ii) the expenditure of funding to carry out the 2030 Strategy inclusive of the award of a grants as provided for herein; and (iii) to negotiate, execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions and program 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. Stacy Farrell is appointed as the Assistant Secretary for all purposes hereunder.

Section 4: From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, is 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 transactions authorized herein.

Section 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.

Section 6: This Resolution shall take effect immediately upon passage by the Board.

JULY 26, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

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

July 26, 2021

WHEREAS, the Corporation issued a Request for Proposals in relation to long term economic development planning with a focus on recovery, resiliency and related matters (the “Project”); and

WHEREAS, the Board of Directors (the “Board”) of the Rhode Island Commerce Corporation (the “Corporation”) received a presentation relative to the selection of HR&A Advisors, Fourth Economy Consulting, and Camoin Associates (the “Vendors”) with respect to the Project.

NOW, THEREFORE, be it resolved by the Corporation, acting through its Board, as follows:

Section 1: The Board hereby finds and determines that the Project is consistent with the purposes and mission of the Corporation.

Section 2: The Corporation is hereby authorized to engage the Vendors for services related to the Project consistent with the presentation to the Board inclusive of applications for funding related to the subjects, priorities, and initiatives under consideration and under development within the planning process or in accordance with the budget of the Corporation approved by the Board from time to time.

Section 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 or the Chief Financial Officer (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to take any and all actions necessary to accomplish the intent of this Resolution including (i) the negotiation and execution of contracts with the Vendors; (ii) the expenditure of funding consistent with the terms of this Resolution; and (iii) to negotiate, execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein or amendments thereto 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. Stacy Farrell is appointed as the Assistant Secretary for all purposes hereunder.

Section 4: From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, is 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 transactions authorized herein.

Section 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.

Section 6: This Resolution shall take effect immediately upon passage by the Board.

JULY 26, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT E

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

July 26, 2021

**(With Respect to the Retention of On-Call Vendors to Perform Project and Program
Management Services)**

WHEREAS, the Rhode Island Commerce Corporation (the "Corporation") issued a request for proposals in relation to on-call project and program management services (the "Services"); and

WHEREAS, the applicants were properly reviewed and qualifications considered, and a recommendation was made to the Board of the Corporation to retain the vendors identified below to provide the Services.

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

Section 1: The Corporation approves the retention of the vendors set forth below on an all-call basis; provided, however, that the cumulative compensation provided to the vendors shall not exceed \$250,000.

Section 2: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, and/or Chief Financial Officer (the "Authorized Officers") acting jointly, and in consultation with the Chair of the Investment Committee, shall have the authority to negotiate and execute any and all documents and take such actions as such officer deems appropriate in connection with the retention of the following vendors for the Services:

Center for Southeast Asians	Innovation Studio
iParametrics	Newport Chamber of Commerce
New Commons	North Kingstown Chamber of Commerce
QED National	RI Hospitality Association
RI Society of Certified Public Accountants	Roads Consulting Group
S2i	Social Enterprise Greenhouse
Systems Change Strategies	Trailblaze Marketing

Section 3: The Authorized Officers may provide for funding for the Services from amounts budgeted by the Corporation and from funding from other State or federal sources.

Section 4: This Resolution shall take effect immediately upon passage.

JULY 26, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT F

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

July 26, 2021

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 goTeff, Inc. (the "Recipient") for an award 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 Vouchers 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 \$49,985.
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 2

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

SEPTEMBER 2, 2021

APPROVED

VOTED: To approve an amendment to the contract with O'Neill Consulting Group, Inc. pursuant to the resolution submitted to the Board.

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

September 2, 2021

(With Respect to An Amendment to the Contract with O'Neill Consulting Group, Inc)

WHEREAS, the Rhode Island Commerce Corporation ("Corporation") issued a request for proposals for executive search services ("Services");

WHEREAS, the Corporation's Board of Directors, on May 12, 2021, received a presentation from the Corporation's staff, recommending that O'Neill Consulting Group, Inc. ("O'Neill") be engaged for the Services, and the Board of Directors approved the retention of O'Neill;

WHEREAS, the Corporation entered into a contract ("Contract") with O'Neill for the Services; and

WHEREAS, the Board of Directors has received another presentation from the Corporation's staff, recommending that the amount of the Contract be increased by \$18,000.

NOW THEREFORE, be it resolved by the Corporation, acting through its Board of Directors as follows:

Section 1: The Board of Directors hereby approves an increase to the Contract in an amount not to exceed \$18,000.

Section 2: The Chair, the Vice Chair, the Secretary of Commerce, the President & COO or the Chief Financial Officer, acting singly, is hereby authorized to take any and all actions necessary to accomplish the intent of this resolution, including (i) the negotiation and execution of one or more amendments to the Contract; (ii) the expenditure of funding relative to the Services; and (iii) to take any other actions necessary to consummate the expenditure of funds and the retention of O'Neill as authorized herein.

Section 3: This resolution shall take effect immediately upon passage by the Board.

TAB 3

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

SEPTEMBER 2, 2021

APPROVED

VOTED: To approve the retention of on-call consultants to perform project management services.

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

September 2, 2021

**(With Respect to the Retention of On-Call Consultants to Perform Project and Program
Management Services)**

WHEREAS, the Rhode Island Commerce Corporation (the "Corporation") issued a request for proposals in relation to on-call project and program management services (the "Services"); and

WHEREAS, the Corporation, on July 26, 2021, authorized the expenditure of \$250,000 ("Funding") to engage vendors and consultants for the Services;

WHEREAS, the Corporation received additional proposals for the Services from Figmint, LLC and Witt O'Briens, LLC ("Consultants"), and the Corporation's staff has recommended that the Corporation engage the Consultants for the Services

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

Section 1: The Corporation approves the retention of the Consultants on an all-call basis; provided, however, that the Funding shall not be increased.

Section 2: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, and/or Chief Financial Officer (the "Authorized Officers") acting jointly, and in consultation with the Chair of the Investment Committee, shall have the authority to negotiate and execute any and all documents and take such actions as such officer deems appropriate in connection with the retention of the Consultants for the Services.

Section 3: The Authorized Officers may provide for funding for the Services from amounts budgeted by the Corporation and from funding from other State or federal sources.

Section 4: This Resolution shall take effect immediately upon passage.