

RHODE ISLAND COMMERCE CORPORATION

AGENDA

February 27, 2023

Call to order and opening remarks.

- Tab 1: To consider for approval meeting minutes.
- Tab 2: To consider an award to Westminster Partners, LLC under the Rhode Island Tax Increment Financing Act in the principal amount of \$1,500,000.*
- Tab 3: To consider the establishment of the Minority Business Support Initiative.*
- Tab 4: To consider an extension of the contract with Convention Sports & Leisure.*
- Tab 5: To consider an amendment to the contract with O'Neill Consulting Group, Inc. for executive search services.*
- Tab 6: To receive an update on broadband initiatives.
- Tab 7: 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 consider this Agenda item.

TAB 1

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

FEBRUARY 27, 2023

APPROVED

VOTED: To approve the public session meeting minutes for the January 30, 2023 meeting as presented to the Board.

RHODE ISLAND COMMERCE CORPORATION
MEETING OF DIRECTORS
PUBLIC SESSION
January 30, 2023

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on January 30, 2023, 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, Elizabeth Catucci, David Chenevert, Dr. Brenda Dann-Messier, Michael McNally, George Nee, Michael Solomon, and Karl Wadensten.

Directors absent were: Mary Jo Kaplan, Donna Sams, Bill Stone.

Also present were: Secretary of Commerce Elizabeth Tanner; William Ash, Interim President & COO; and Christopher J. Fragomeni, Esq.

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

The Governor called the meeting to order at 5:03 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. Nee, the following vote was adopted:

VOTED: To approve the public session meeting minutes for the December 12, 2022 meeting as presented to the Board.

Voting in favor of the foregoing were: Elizabeth Catucci, David Chenevert, Dr. Brenda Dann-Messier, Michael McNally, George Nee, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were: none.

3. **TO CONSIDER THE SELECTION OF A CONSULTANT RELATIVE TO A LONG-TERM ECONOMIC DEVELOPMENT STRATEGY AND COMPREHENSIVE ECONOMIC DEVELOPMENT STRATEGY.**

Daniela Fairchild, the Corporation's Chief Strategy Officer, indicated that before the Board for approval was the engagement of a consultant to assist with the development of a targeted comprehensive development strategy ("CEDs"), which is a required of the EDA and which needs to follow a certain format. Additionally, she stated, the consultant will assist with the creation of a new, long-term economic development strategy ("Strategy"), which is required by State statute.

Ms. Fairchild explained that the Corporation issued a request for proposals for assistance with the CEDs and Strategy, and, in response, the Corporation received seven proposals. She further explained that an evaluation committee, in consultation with the Division of Statewide Planning, reviewed the proposals and conducted interviews of the proposers. She noted that after that process, the evaluation committee recommended the selection of Camoin Associates, Inc. ("Camoin").

In response to a question by Mr. Wadensten, Robert Camoin, President and CEO of Camoin, outlined Camoin's intent to conduct a comprehensive effort to engage with the business community and stakeholders, including direct outreach, conversations, and surveying large and small businesses. In response to a question by Dr. Dann-Messier, Ms. Fairchild responded that it is anticipated that the CEDs and Strategy will be completed before the end of the General Assembly's session.

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

VOTED: To approve the selection of a consultant relative to a long-term economic development strategy and Comprehensive Economic Development Strategy pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Elizabeth Catucci, David Chenevert, Dr. Brenda Dann-Messier, Michael McNally, George Nee, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were: none.

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

4. **TO CONSIDER FOR APPROVAL NETWORK MATCHING GRANTS.**

Ms. Fairchild stated that the Innovation Initiative ("Initiative"), R.I. Gen. Laws § 42-64.28-1, et seq., has two components: Network Matching Grants ("NMG") and Innovation Vouchers ("Vouchers"). She explained that the budget for the Initiative is typically \$1 million, of which forty percent has been generally utilized by NMGs. She further explained that NMGs are awarded to non-profits to support access to capital, technical assistance, and space on flexible terms. For this round of funding, she stated, the Corporation anticipated \$400,000 in awards. She noted, though, that after the Corporation issued a request for proposals, it received twenty-three proposals that cumulatively requested \$2.81 million in awards.

Ms. Fairchild stated that a selection committee reviewed and scored the proposals, focusing on targeted industries and diversity in selection. She indicated that the staff is recommending the approval of five awards, totaling approximately \$393,000. She explained that the awards to Town Made, LLC and Hope & Main will support access to space on flexible terms; the awards to Social Enterprise Greenhouse and One Neighborhood Builders will support access to capital; and the award to DESIGNxRI will support technical assistance. In response to a question by Mr.

Wadensten, Ms. Fairchild responded that an applicant can receive more than one award. Mr. Chenevert questioned how proposers were assessed, and Ms. Fairchild described the rubric used for evaluations.

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

VOTED: To approve Network Matching Grants pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Elizabeth Catucci, David Chenevert, Dr. Brenda Dann-Messier, Michael McNally, George Nee, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were: none.

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

5. TO CONSIDER THE SELECTION OF INTERMEDIARIES FOR THE RI REBOUNDS VENTILATION INITIATIVE.

Patrick Duffy explained that before the Board for approval was the selection of nine intermediaries for the RI Rebounds Ventilation Initiative (“Ventilation Initiative”). He stated that the Board approved the Ventilation Initiative in January 2022 to help businesses recover from the pandemic to improve indoor air quality. He indicated that the intermediaries will be responsible for reviewing and awarding applications. Mr. Duffy recounted that the Corporation issued a request for proposals in December 2022 and received thirteen responses, nine of which are being recommended for funding. He noted that the funding is reimbursement based; therefore, no funding is immediately due.

In response to a question from Mr. McNally, Mr. Duffy stated that the delay in starting the program was a result of staff turnover, Pandemic Recovery Office approvals, and an initial undersubscription. He also indicated that if the funding is not fully utilized, it can be used in the Take it Outside Program. Mr. Nee inquired about the anticipated timeline, and Mr. Duffy responded that subaward agreements will be entered into promptly after Board approval. At that time, he stated, an application timeline will be established. He anticipated that the application period would begin in February. In response to a question by Mr. Chenevert, Mr. Duffy indicated that the maximum grant is \$10,000.

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

VOTED: To approve the selection of intermediaries for the RI Rebounds Ventilation Initiative pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Michael McNally, George Nee, and Karl Wadensten.

Voting against the foregoing were: none.

Mr. Solomon and Ms. Catucci recused from participating in this agenda item.

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

6. **TO RECEIVE AN UPDATE ON THE RI REBOUNDS PROGRAM.**

Ms. Fairchild presented to the Board the PowerPoint presentation attached hereto as **Exhibit E**. Ms. Tanner commended the Corporation's staff on implementing the programs in the presentation.

7. **TO ESTABLISH AN SSBCI FUNDING PROGRAM.**

William Ash, the Corporation's interim President and COO, recounted that, in 2010, the State Small Business Credit Initiative was created to incentive lenders to enter into lending transactions. He stated that, at that time, the State received \$13 million, almost all of which is now deployed. Then, he stated, the American Rescue Plan Act of 2021 amended the Small Business Jobs Act of 2010 to reauthorize the SSBCI and provide \$10 billion to states to provide access to capital for job-creating opportunities as a response to the economic effects of the COVID-19 pandemic. During that allocation, the State allocated an SSBCI award of \$61,726,320, which has been allocated as follows:

- Capital Access Program ("CAP") Allocation \$3,000,000
- Venture Capital Program ("VCP") Allocation \$31,500,000
- Loan Participation Program ("LPP") Allocation \$26,880,000
- \$346,320 balance of funds to be used for RI Commerce to oversee the program

Mr. Ash indicated that the Corporation is in the process of drafting a memorandum of understanding with the Department of Administration and other funding partners for the funds, which will be distributed in three tranches. Mr. Chenevert questioned whether there were federal guidelines that needed to be followed, and Mr. Ash responded that Treasury has issued—and continues to issue—guidance on how the capital is to be deployed. He indicated that a borrower will only receive funding once all information is received and uploaded to Treasury.

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

VOTED: To approve an SSBCI funding program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Elizabeth Catucci, David Chenevert, Dr. Brenda Dann-Messier, Michael McNally, George Nee, Michael Solomon, and Karl Wadensten

Voting against the foregoing were: none.

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

8. TO CONSIDER FOR APPROVAL INNOVATION VOUCHERS.

Ms. Fairchild indicated that the staff is recommending to award approximately \$250,000 in Innovation Vouchers, and, if approved, approximately \$250,000 will remain for Voucher and NMG awards. She described Avocet, LLC, the first company recommended for a \$50,000 award, who is seeking to work with Brown University ("Brown") to test the effects of split winglets on wind turbines in Brown's wind tunnel. She explained that the second company, XMarks Labs, LLC, is recommended for a \$49,934 award to finalize prototyping of a multifaceted sensor system that can monitor energy efficiency and comfort of commercial buildings by analyzing light, airflow, temperature, and other things. Ms. Fairchild stated that the third company, Flux Marine, Ltd., is recommended for a \$50,000 manufacturing voucher to support manufacturing of electric outboard motors for boats less than twenty-four feet long. She also recommended that A-Team Coastal, LLC (d/b/a Rhody Wild Sea Gardens) be awarded a \$50,000 manufacturing Voucher to work with the University of Rhode Island to investigate the usage of sugar kelp to create sustainable animal feed. Lastly, she recommended that Fulford Manufacturing Company receive a \$50,000 manufacturing award to further its development of components for electric motors.

Upon motion duly made by Mr. Nee and seconded by Mr. Chenevert, 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: Elizabeth Catucci, David Chenevert, Dr. Brenda Dann-Messier, Michael McNally, George Nee, Michael Solomon, and Karl Wadensten

Voting against the foregoing were: none.

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

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 6:14 p.m. upon motion made by Mr. Chenevert and seconded by Dr. Dann-Messier.

Christopher J. Fragomeni, Secretary

JANUARY 30, 2023 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 on **January 30, 2023** beginning at **5:00 p.m.** at the offices of the Corporation, 315 Iron Horse Way, #101, Providence, RI 02908. The meeting will be held for the following purposes:

1. To consider for approval meeting minutes.
2. To consider the selection of a consultant relative to a long-term economic development strategy and Comprehensive Economic Development Strategy.*
3. To consider for approval Network Matching Grants.*
4. To consider the selection of intermediaries for the RI Rebounds Ventilation Initiative.
5. To receive an update on the RI Rebounds program.
6. To establish an SSBCI funding program.*
7. To consider for approval Innovation Vouchers (see Exhibit 1, which follows, for additional detail).*
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)(7) to consider the investment of public funds in regards to 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: January 26, 2023.

EXHIBIT 1

Agenda item 7:

<u>Recipient</u>	<u>Amount</u>
Flux Marine, Ltd.	\$50,000
Avocet, LLC	\$50,000
XMark Labs, LLC	\$49,934
A-Team Coastal, LLC	\$50,000
(d/b/a Rhody Wild Sea Gardens)	
Fulford Manufacturing Company	\$50,000

JANUARY 30, 2023 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

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

January 30, 2023

**(With Respect to the Selection of a Consultant Relative to a Long-Term Economic
Development Strategy and Comprehensive Economic Development Strategy)**

WHEREAS, the Rhode Island Commerce Corporation (“Corporation”) must submit a long-term economic development policy (“Policy”) to the General Assembly pursuant to R.I. Gen. Laws § 42-64.17-1;

WHEREAS, in order to be eligible for grants from the United States Economic Development Administration (“EDA”), the State must complete and submit a Comprehensive Economic Development Strategy (“CEDS”);

WHEREAS, the Corporation has issued a request for proposals (“RFP”) to retain a consultant to support the development of the Policy and CEDS (the “Services”); and

WHEREAS, the Corporation’s staff has reviewed and evaluated the responses to the RFP and has made a recommendation to the Corporation’s Board of Directors (“Board”) to engage Camoin Associates, Inc. (“Vendor”) to perform the Services.

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

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, Chief Financial Officer and/or Chief Marketing Officer (collectively, “Authorized Officers”), acting singly, shall have the authority to negotiate and execute any and all documents in connection with the retention of Vendor to provide the Services for an amount not to exceed \$350,000, plus out of pocket costs and expenses in the discretion of the Authorized Officers.

Section 2: This resolution shall take effect upon passage.

JANUARY 30, 2023 PUBLIC SESSION MEETING MINUTES

EXHIBIT C

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

January 30, 2023

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 applications from each company identified on Exhibit 1 annexed hereto (the “Recipients”) for an 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 the Grants to the Recipients 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 Grant to each Recipient in the amounts set forth in Exhibit 1 and determines that the awards are 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 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.

EXHIBIT 1

<u>Applicant</u>	<u>Amount</u>
Town Made, LLC	\$60,000
Hope & Main	\$60,000
Social Enterprise Greenhouse	\$100,000
Olneyville Housing Corporation (d/b/a ONE Neighborhood Builders)	\$98,125
DESIGNxRI	\$75,000

JANUARY 30, 2023 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

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

January 30, 2023

(With Respect to the Selection of Intermediaries for the RI Rebounds Ventilation Initiative)

WHEREAS, the Board of Directors (“Board”) of the Rhode Island Commerce Corporation (“Corporation”) previously approve the RI Rebounds Program;

WHEREAS, the RI Rebounds Program includes public health upgrades and outdoor programming, inclusive of the selection of intermediaries to purchase, obtain, deliver, install, or otherwise enabling the use of HEPA/MERV filters or other HVAC/ventilation equipment for the purpose of increasing the supply of outdoor air in buildings (“Ventilation Initiative”);

WHEREAS, the Corporation issued a request for proposals (“RFP”) for intermediaries to support the Ventilation Initiative, and the Corporation’s staff has reviewed and evaluated the responses to the RFP; and

WHEREAS, the Board has received a recommendation from the Corporation’s staff to engage the below-identified vendors to support the Ventilation Initiative.

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

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, Chief Financial Officer and/or Chief Marketing Officer (collectively, “Authorized Officers”), acting singly, shall have the authority to negotiate and execute any and all documents in connection with the retention of the following vendors, in amounts not to exceed the amounts below, to provide support or otherwise carry out the Ventilation Initiative:

Proposed Intermediary	Proposed Subaward Amount
Federal Hill Commerce Association	\$275,000
Northern Rhode Island Chamber of Commerce	\$165,000
North Kingstown Chamber of Commerce	\$180,000
City of Pawtucket	\$100,000
City of East Providence	\$300,000
Greater Newport Chamber of Commerce	\$100,000
RISE Engineering	\$300,000
Rhode Island Small Business Coalition	\$475,000
Rhode Island Hospitality Association	\$110,000
Total	\$2,005,000

Section 2: This resolution shall take effect upon passage.

JANUARY 30, 2023 PUBLIC SESSION MEETING MINUTES

EXHIBIT E

Rhode Island Commerce
RI Rebounds Programs
January 30, 2023 Board Update



Small Business Direct Grant (SBDG) Program Overview

Program Details

- The SBDG Program provided grants of \$2,500 or \$5,000 to eligible small businesses.

Total Programmatic Funds	Grants Awarded	Funds Expended	Remaining funds to be expended	Estimated Underspend	W/MBE Participation Rate
\$12,500,000	2,489	\$11,600,000*	\$890,000	\$0	60.06%

Plan for remaining funds

- Grant agreement amendments, as approved by Board in Dec, are being finalized for remaining funds to be expended in Feb.

*\$11,600,000 = \$11,437,500 (to businesses) + \$171,562.50 (check processing fees)

Hospitality, Tourism, and Events (HTE) Grant Program Overview

Program Details

- The HTE grant program provides grants to businesses and organizations in three subprograms:
 - restaurants, event professionals (\$12,500 grant minus any funds from SBDG)
 - hotels, travel agents, tour operators (based upon net financial need - revenue lost due to COVID)
 - arts/culture businesses (based upon net financial need - revenue lost due to COVID)

Total Programmatic Funds	Grants Awarded	Funds Expended	Funds to be Expended	Estimated Underspend	W/MBE Participation Rate
\$8,000,000	163	\$7,600,000*	\$400,000	\$0	44.6%*

Plan for remaining funds

- Grant agreement amendments, as approved by Board in Dec, to bring recipients in subprograms b & c up to 85% of net financial need met, are being finalized for remaining funds to be expended in February.

*\$7,600,000= \$7,497,362.45 (to businesses) + \$112,460.44 (check processing fees)

*W/MBE data was only collected for subprograms a. and b.; the percentage reflects W/MBE participation for those two subprograms

Placemaking Program Overview

Program Details

The Placemaking program funds two types of projects:

- a. Event programming
- b. Public space capital improvements

Total Programmatic Funds	Grant Recipients	Funds Expended	Funds Obligated	Estimated Underspend
\$2,999,100	32	\$826,027	\$2,999,100	\$0—this program was heavily oversubscribed

When do we expect the remaining funds to be expended?

- a. Most event programming funds were expended prior to the end of calendar year 2022
- b. Public space capital improvements are larger scale projects that require more time to complete. Most of these projects are scheduled to be completed Summer of 2023.

Take It Outside (TIO) Program Overview

Program Details

- The TIO Program supports the purchase of goods and services that expand small businesses' outdoor operations and capacity. The goods and services can support individual small businesses or support outdoor markets or shopping & dining events.

Total Programmatic Funds	Businesses Assisted to Date	Funds Expended	Funds obligated	Funds not yet obligated	W/MBE Participation Rate
\$4,895,000	242	\$2,029,915.42	\$4,685,000	\$210,000	46.6%

Plan for remaining funds

- The current round of the TIO program has \$210,000 not yet obligated. That, plus any additional underspend from intermediaries, will be used in an additional round of TIO programming or to support the Ventilation Program.

Tourism Marketing Program Overview

Program Details

The Tourism Marketing funds were used to support air service marketing programs (\$1.0M), a paid advertising campaign to target market the regional drive and fly markets via streaming and cable TV (\$250k), and to provide direct grants to the 6 tourism districts used for paid advertising, meetings and conventions advertising, and sports advertising (\$750k).

Total Programmatic Funds	Funds Expended	Underspend
\$2,000,000	\$2,000,000	\$0

Technical Assistance Program Overview

Program Details

- Phase 1 of the TA program assisted businesses in applying for the Small Business Direct grant and the HTE Direct Grant programs; translation services, technology support, etc.
- Phase 2 of the TA program is significantly more complex and ambitious – providing TA to eligible small businesses through approved vendors in a range of services; marketing, legal, accounting, etc. Skills for RI's Future will serve as vendor for this portion of the program.

Technical Assistance Program	Total Programmatic Funds	TA Recipients	Funds Expended	W/MBE Participation Rate
Phase 1	\$250,000	1,283	\$212,600	34.5%
Phase 2	\$10,250,000	TBD	\$0	TBD

Why is there such a large amount of funds left in this program? Phase 2 is complex. To ensure high level TA is provided to small businesses requires significant planning and design to ensure the program leads to long-term economic development benefits for our state's businesses. An updated timeline (extending the program to December 31, 2023) has been approved by PRO.

Ventilation Program Overview

Program Details

- The Ventilation Program will provide reimbursement for eligible expenses incurred to improve indoor air quality
- An RFP for intermediaries to service the program closed and 9 responses were recommended to the Board for approval at today's meeting

Total Programmatic Funds	Grant Recipients	Funds Expended
\$2,605,000	Discussed at board meeting 1/30/23	\$0

Will the Ventilation Program utilize all available funds?

- As the public health situation continues to evolve, Commerce has explored ways to best design this program. We will work to ensure that all funds are best used between the Ventilation program, Take It Outside program, and, potentially, the upcoming Energy Efficiency program.

Statewide Broadband Planning and Mapping Overview

Program Details

- Program to support broadband infrastructure development in the state

Total Programmatic Funds	Number of Grant Recipients	Funds Expended to Date	Funds Obligated to Date	Estimated Underspend
\$500,000	N/A	\$364,723.71	\$499,160.83	\$0

How have funds been used?

- Hired state's first Director of Broadband Strategy
- Built initial State broadband maps, aligned to the State's RIGIS architecture to ensure compatibility with aligned State efforts, like transportation.
- Submitted first round of FCC broadband map challenge data and prepared for second round submission in January—work needed to ensure that RI receives the most possible federal funding available through BEAD.
- Finalized and submitted a Rhode Island Broadband and Digital Equity Strategic Plan, inclusive of feedback from public comments received over a four-month period.
- Convened inaugural Broadband Advisory Council meeting.

FY2024 Governor's Budget

Adding flexibility to the RI Rebounds programs

- Proposes a \$5 million Energy Efficiency program.
- Raises the cap on total support a small business can receive from \$20,000 to \$30,000.
- The cap includes the Small Business Direct Grants, Technical Assistance, Take It Outside, and Ventilation programs as well as the proposed Energy Efficiency program
- Expands definition of small businesses to include businesses with annual revenues up to \$2,000,000

JANUARY 30, 2023 PUBLIC SESSION MEETING MINUTES

EXHIBIT F

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING ADMINISTRATION OF THE STATE SSBCI PROGRAM
January 30, 2023

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 (the "State") under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the "Act"); and

WHEREAS: On March 11, 2021, President Biden signed the American Rescue Plan Act, which reauthorized and funded the State Small Business Credit Initiative (SSBCI); and

WHEREAS: The SSBCI provides funding to States to empower small businesses to access capital needed to invest in job-creating opportunities as the country emerges from the pandemic; and

WHEREAS: The mission of the Corporation includes the preservation, expansion and sound development of new and existing industry, business and commerce as well as to promote the economic development of the State and the general welfare of its citizens; and

WHEREAS: The administration of the SSBCI program is consistent with the core mission of the Corporation.

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

RESOLVED:

1. The Corporation is hereby authorized to act as the administering agency of the State's SSBCI program (the "Program") and to take all actions necessary or appropriate to ensure that the Program is implemented pursuant to the approval from the U.S. Department of Treasury.
2. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the CEO, the President & COO, the Chief Financial Officer, the Treasurer and the SVP 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 and all memorandums of understanding with the State or any other person or entity, any contracts or other agreements with such persons or entities charged with carrying out the Program or any other 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 by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, 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 Assistant Secretary for all purposes under this Resolution.

3. All covenants, stipulations, and obligations and agreements of the Corporation contained in any documents executed by an Authorized Officer as 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 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.
6. This resolution shall take effect immediately upon adoption by the Board.

JANUARY 30, 2023 PUBLIC SESSION MEETING MINUTES

EXHIBIT G

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

January 30, 2023

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 applications from each company identified on Exhibit 1 annexed hereto (the “Recipients”) 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 Recipients 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 each Recipient in the amounts set forth in Exhibit 1.
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of a Voucher Agreement between the Corporation and the Recipients 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 Recipients 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.

EXHIBIT 1

<u>Applicant</u>	<u>Amount</u>
Flux Marine, Ltd.	\$50,000
Avocet, LLC	\$50,000
XMark Labs, LLC	\$49,934
A-Team Coastal, LLC (d/b/a Rhody Wild Sea Gardens)	\$50,000
Fulford Manufacturing Company	\$50,000

TAB 2

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

FEBRUARY 27, 2023

APPROVED

VOTED: To approve Westminster Partners, LLC under the Rhode Island Tax Increment Financing Act in the principal amount of \$1,500,000 pursuant to the resolution submitted to the Board.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE TAX INCREMENT FINANCING ACT
FEBRUARY 27, 2023

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 Westminster Partners, LLC (the "Recipient") under the TIF Act in relation to a mixed-use project (the "Project") located at 187 / 203 / 213 Westminster Street, Providence, RI;

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:

1. 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 principal sum of \$1,500,000 at a rate of interest not more than ten percent for a maximum term of twenty years.
2. 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 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.
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) 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 Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of the Rules; and (viii) an exception to the provisions of 870-RICR-30-00-6.6(A)(4) is appropriate and hereby granted as the General Assembly has extended the statutory sunset of the TIF Act to December 31, 2023.
 4. The Department of Revenue has issued an updated Revenue Increment Base certificate, a copy of which is annexed hereto as Exhibit 2.
 5. 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).
 6. 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 Executive Vice President 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 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.
 7. 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.

8. 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.
9. 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.
10. This Resolution shall take effect immediately upon passage and shall expire on September 1, 2023 if the Corporation and the Recipient have not entered into a TIF Agreement.

EXHIBIT 1

From: Elizabeth Tanner, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
William Ash, President and Chief Operating Officer of the Rhode Island Commerce Corporation

To: Board of Directors, Rhode Island Commerce Corporation

Re: Amended Tax Increment Financing Credit Application

Date: February 27, 2023

The staff of the Rhode Island Commerce Corporation (the "Corporation") is recommending to the Board of Directors that it approve the amended application of Westminster Partners, 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 the Rules and Regulations for the Rhode Island Tax Increment Financing Act of 2015 (the "Rules"), of the following:

1. 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).
2. 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 known as 187 / 203 / 213 Westminster Street, Providence, RI upon which the proposed mixed-used project will be constructed.
3. The length of the TIF agreement shall be 20 years or fewer.
4. The Corporation has determined, in its discretion, that the eligible revenues for purposes of this Application would not exceed the sales taxes assessed and collected under Chapters 18 and 19 of Title 44 of the General Laws. The percentage of the incremental revenues from those source to be allocated under the TIF Agreement shall not exceed 75% of the sales tax assessed and collected in the Qualifying TIF Area.
5. 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

Rhode Island Department of Revenue Division of Taxation

From: Neena S. Savage, Tax Administrator
Rhode Island Division of Taxation

To: Board of Directors, Rhode Island Commerce Corporation

Re: Revenue Increment Base Certification for Westminster Partners, LLC TIF Application

Date: February 27, 2023

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 Westminster Partners, 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 Westminster Partners, LLC in which the relevant tax streams will be sales tax 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.

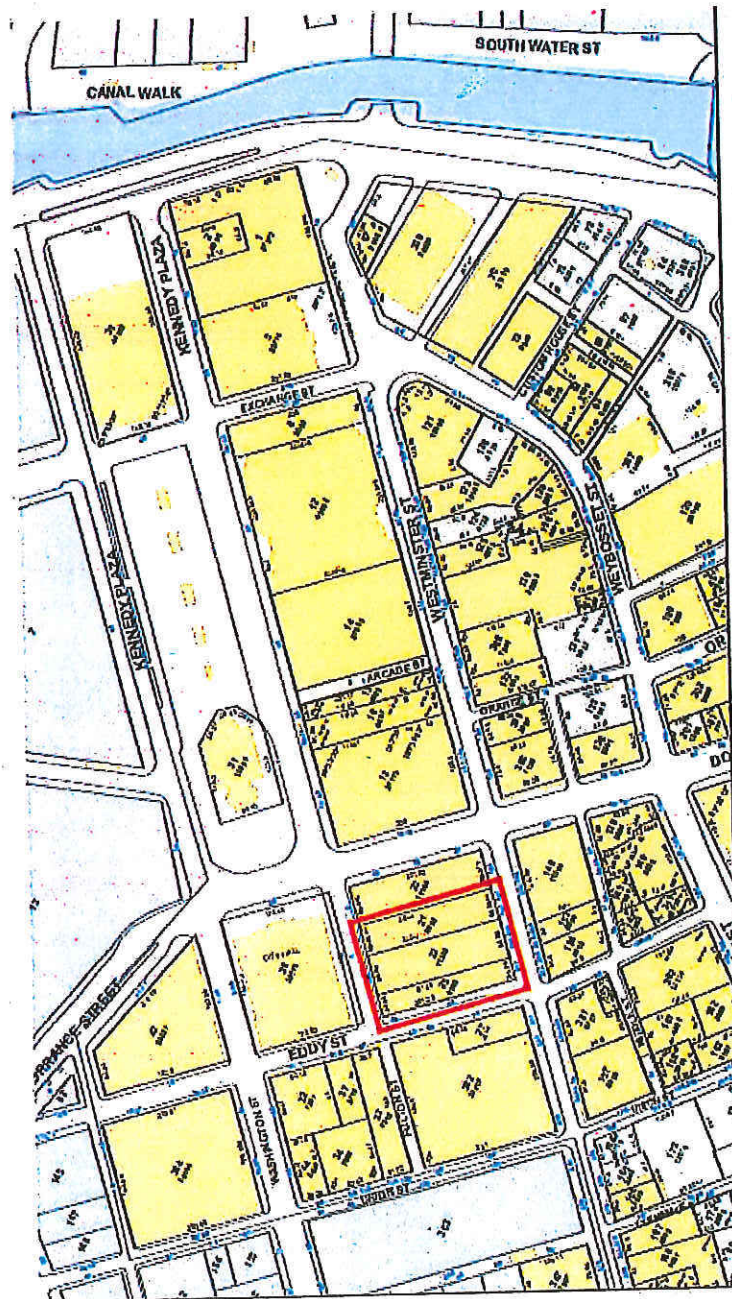
The Act defines the “revenue increment base” as “the amounts of all eligible revenues from sources within the qualifying TIF area in the calendar year preceding the year in which the TIF agreement is executed, as certified by the division of taxation.” *Id.* The Corporation has informed the Division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

- The Application is for an adaptive reuse of the properties located at 187, 203, and 213 Westminster Street, Providence, RI.
- The proposed qualifying TIF area for the Application is located on Assessor’s Plat 020/Lots 0021, 0022, and 0025, 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 tax 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 2023 calendar year.

The Division of Taxation has determined that no Rhode Island sales tax was collected or assessed in the proposed qualifying TIF area for the calendar year 2022. 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 red)
Assessor's Plat 020/Lot 0021, 0022, 0025



SITE MAP

EXHIBIT 3

Rhode Island Commerce Corporation
Rebuild Rhode Island Tax Credits – Economic Impact Analysis
Westminster Partners LLC Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may provide Rebuild Rhode Island tax credits and tax increment financing (“TIF”) incentives to Westminster Partners LLC (the “Sponsor”). The credits would be provided in connection with the Sponsor’s proposed investment in the adaptive reuse of two long-vacant buildings on Westminster Street in Downtown Providence. The project would include:

- 124 market-rate apartments (75 studios and 49 one-bedroom units)
- 8,069 square feet of ground-floor retail space
- A 13,056 square-foot basement lounge, coupled with a 4,622 square-foot rooftop bar
- A 1,511 square-foot pizzeria
- A 1,975 square-foot coffee shop and co-working space
- 50 parking spaces

The Sponsor estimates the total cost of the project to be \$53.0 million. The Sponsor is requesting Rebuild Rhode Island tax increment financing in the amount of \$1.5 million.

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

Jobs Analysis

Construction

As shown in Table 1, the Sponsor’s estimate of total project cost is approximately \$53.0 million

Table 1: Estimated total project cost (\$ millions)

Component	Estimated cost
Property acquisition	\$4.86
Construction (hard costs)	37.67
Soft costs	9.24
Fixtures, furniture and equipment	1.23
Total	\$53.0

After excluding certain expenditures that do not have a direct, current impact on Rhode Island's economy (such property acquisition, interest paid during construction and operating reserves), spending on development of the proposed project is estimated to total approximately \$43.56 million.

Appleaseed estimates that direct expenditures of \$43.56 million will directly and indirectly generate:

- 345 person-years¹ of work in Rhode Island, with \$26.48 million in earnings (in 2023 dollars);
- Approximately \$51.29 million in statewide economic output²; and
- A one-time increase of \$35.87 million in Rhode Island's GDP.

These impacts are summarized below in Table 2. The project's *direct impact* is the impact of the Sponsor's direct spending on construction, including both hard and soft costs. 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 2023 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	345	\$23.50	\$31.01	\$42.65
Indirect Effect	52	\$2.98	\$4.86	\$8.64
Total Effect	397	\$26.48	\$35.87	\$51.29

In addition to the impacts on employment, earnings, output and state GDP cited in Table 2, direct spending of \$43.56 million would generate a projected one-time increase of approximately \$1.476 million in taxes paid to the State during construction, including:

- \$791,000 in state sales and use taxes on materials used in construction
- \$392,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$243,000 in state sales taxes paid on those workers' taxable household spending; and
- \$50,000 in state business taxes.

The activity reflected in Table 2 will occur primarily in 2023 and 2024.

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.

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, as of 2021.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage ³
Architect	\$37.75
Construction manager	\$48.78
Carpenter	\$26.57
Electrician	\$29.21
Plumber	\$29.29
Painter	\$22.68
Laborer	\$22.97

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

Occupancy of Hive’s apartments and commercial spaces is expected to begin in 2024, with stabilized operations being reached in 2025. We assume for purposes of this analysis that 50 percent of retail and restaurant sales by the building’s commercial tenants will represent incremental (“net new”) business in Rhode Island.

Using IMPLAN, and based on information provided by the Sponsor, Appleseed estimates (as shown in Table 4) that in 2025, ongoing operations would directly and indirectly support:

- 68 jobs in Rhode Island, with approximately \$2.87 million in annual earnings (in 2025 dollars);
- \$7.01 million in annual statewide economic output; and
- An increase of \$4.09 million in Rhode Island’s annual GDP.

Table 4: Direct, indirect and total incremental impact of residential and commercial tenant operations, 2025 (earnings, value-added and output in millions of 2025 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	68	\$2.19	\$3.02	\$5.09
Indirect Effect	10	\$0.68	\$1.07	\$1.92
Total Effect	78	\$2.87	\$4.09	\$7.01

³ Rhode Island Department of Labor and Training, Occupational Employment Statistics, May 2021

In addition to the impacts on employment, earnings, output and state GDP cited in Table 4, ongoing operations would generate a projected incremental increase of approximately \$409,000 in taxes paid to the state in 2025, including:

- \$330,000 in state sales taxes on retail sales and on food and beverages sold at the project's bars and restaurants
- \$40,000 in state personal income taxes paid by Rhode Island workers employed in the management, operations and maintenance of Hive apartments or by commercial tenants, or whose jobs are indirectly attributable to the operations of those businesses;
- \$34,000 in state sales taxes paid on those workers' taxable household spending;
- \$5,000 in state business taxes.

Workers employed in residential building operations and by commercial tenants would be drawn primarily from Providence and nearby communities.

Impact

The cost of the requested TIF incentive to the state is the portion on of the Corporation's share of incremental sales tax revenues (up to 75 percent) used to repay \$1.5 in TIF borrowing. Direct and indirect economic and fiscal benefits of the proposed project include an estimated increase in annual state GDP (in 2025) of approximately \$4.09 million; the associated job creation; a one-time increase of approximately \$1.476 million in sales, personal income and business taxes paid to the state during construction; and a net increase of \$79,000 (in 2025 dollars) in annual personal income taxes, employee household sales taxes and business taxes generated by the project's ongoing operations.

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

- By redeveloping and activating a long-vacant property in Downcity Providence
- By helping to grow the state's supply of housing, and to expand the range of housing opportunities available to both current and prospective residents of Rhode Island
- By providing new dining and entertainment options in the Downcity area
- By increasing restaurant, real property and personal property taxes paid to the city

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. Various features of the TIF 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 requested TIF incentives will be issued only upon completion of the development. The risk of project cost overruns is mitigated by the fact that state's participation would be capped at the amount set forth above.

TAB 3

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

FEBRUARY 27, 2023

APPROVED

VOTED: To approve the establishment of the Minority Business Support Initiative pursuant to the resolution submitted to the Board.

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

February 27, 2023

(With Respect to the Minority Business Support Initiative)

WHEREAS, the Board of Directors (the “Board”) of the Rhode Island Commerce Corporation (the “Corporation”) received a presentation relative to the Minority Business Support Initiative (“Initiative”), which includes the following (collectively, “the Programs”):

- A. Intermediary-based programming: to support a network of intermediary organizations that serve minority and women-owned businesses in Rhode Island, including costs related to acquiring or using physical space, providing entrepreneurship training and mentorship programming, and other small business supports;
- B. A direct grant program: to increase access to capital through a competitive grant program, with grant awards of up to \$20,000, to stimulate growth in the minority business community;
- C. Technical assistance: to provide technical assistance support to those businesses that would otherwise be ineligible for the RI Rebounds Technical Assistance program;
- D. A minority business support manager: to administer and oversee the Initiative, including reporting and external engagement;
- E. Business support organization training: to train business support organizations in the execution of the Initiative and Programs to ensure their effectiveness as well as compliance with federal and state guidelines; and
- F. Program implementation and compliance support: to onboard additional contract support to ensure compliance with all federal and state guidelines.

WHEREAS, the Initiative will provide targeted support to minority- and women-owned businesses (“MBEs”) through technical assistance and access to capital; and

WHEREAS, the establishment and administration of the Initiative is consistent with the purposes and mission of the Corporation.

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

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

Section 2: Subject to the Corporation receiving the funding for the Initiative, the Board hereby establishes the follow programs, as part of the Initiative and consistent with the presentation to the Board, in the following amounts:

Program	Amount
Intermediary-based Programming	\$3,000,000

Direct Grant Program	\$1,200,000
Technical Assistance	\$300,000
Minority Business Support Manager	\$250,000
Business Support Organization Training	\$200,000
Program Implementation and Compliance Support	\$248,440

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 Programs and related costs and/or expenses; (ii) the negotiation and execution of one or more contracts with vendors to carry out the Initiative or Programs; (iii) the expenditure of funding to carry out the Programs inclusive of the award of grants; and (iv) 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 Programs 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, 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 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.

TAB 4

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

FEBRUARY 27, 2023

APPROVED

VOTED: To approve an extension of the contract with Convention Sports & Leisure pursuant to the resolution submitted to the Board.

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

February 27, 2023

(With Respect to Extending a Contract with Convention Sports & Leisure)

WHEREAS, the Rhode Island Commerce Corporation (the "Corporation") previously issued a request for proposals (the "RFP") to engage one or more consultants to assist the Corporation in relation to potential development efforts in Pawtucket, Rhode Island (the "Services");

WHEREAS, the sole respondent to the RFP was Convention Sports & Leisure International LLC ("CSL"), and the Corporation previously approved the engagement of CSL;

WHEREAS, on May 11, 2022, the Corporation's Board of Directors authorized the extension of the contract with CSL; and

WHEREAS, the Board has received a presentation and recommendation from the Corporation's staff to again extend the contract with CSL.

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

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, and/or Chief Financial Officer acting singly, shall have the authority to negotiate and execute any and all documents in connection with the retention of the CSL for the Service, inclusive of reimbursement of out of pocket expenses at the discretion of the President & COO.

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

TAB 5

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

FEBRUARY 27, 2023

APPROVED

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

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

February 27, 2023

(With Respect to Amending a Contract with O’Neill Consulting Group, Inc.)

WHEREAS, on May 12, 2021, the Board of Directors (“Board”) of the Rhode Island Commerce Corporation (“Corporation”) approved the retention of O’Neill Consulting Group, Inc. (“OCG”) for executive search services in an amount not to exceed \$95,000;

WHEREAS, the Board previously authorized the Corporation to increase OCG’s contract by \$18,000;

WHEREAS, the Board previously authorized the Corporation to increase OCG’s contract by \$15,000; and

WHEREAS, the Board has received a presentation and recommendation from the Corporation’s staff that OCG’s contract be increased again by \$6,000.

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

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, Chief Financial Officer and/or Chief Marketing Officer, acting singly, shall have the authority to negotiate and execute any and all documents in connection with the increase to OCG’s contract in an amount not to exceed \$6,000.

Section 2: This resolution shall take effect upon passage.

TAB 6

NO VOTE