

RHODE ISLAND COMMERCE CORPORATION

AGENDA

September 27, 2021

Call to order and opening remarks.

- Tab 1: To consider for approval meeting minutes.
- Tab 2: To consider approval of the Corporation's financial statements.
- Tab 3: To consider Miniature Casting Corporation for an award under the Rebuild Rhode Island Tax Credit program inclusive of the provisions of R.I. Gen. Laws § 42-64.20-5(c) and (e).*
- Tab 4: To consider the Town of Johnston for an award under the Tax Stabilization Incentive program.*
- Tab 5: To consider approval of Innovation Vouchers.*
- Tab 6: To consider and act upon pending litigation matters and issues.**
- 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.

**Board members may convene in Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(2) to consider litigation in regards to this Agenda item.

TAB 1

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

SEPTEMBER 27, 2021

APPROVED

VOTED: To approve the public session meeting minutes for the September 2, 2021 meeting as presented to the Board.

RHODE ISLAND COMMERCE CORPORATION
MEETING OF DIRECTORS
PUBLIC SESSION
September 2, 2021

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on September 2, 2021, in Public Session, beginning at 4:00 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, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Directors absent were: Bernard Buonanno, III and Mary Jo Kaplan.

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

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

The Governor called the meeting to order at 4:03 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 Ms. Toledo-Vickers, the following vote was adopted:

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

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

3. **TO CONSIDER AN AMENDMENT TO THE CONTRACT WITH O'NEILL CONSULTING GROUP, INC.**

Daniela Fairchild, the Corporation's Director of Operations and Special Projects, stated that the Board, in May, had approved the retention of O'Neill Consulting Group, Inc. ("O'Neill") to conduct an executive search for a number of open positions at the Corporation. She indicated that the staff is recommending that the scope of that work be increased to include two additional positions, the deputy secretary of commerce and director of broadband strategy. As a result, Ms.

Fairchild stated, the staff is requesting that the Board increase the total authorized payment to O'Neill by \$18,000. In response to a question by a Board member, Ms. Fairchild stated that the two additional positions will be funded by two different budget sources. Dr. Dann-Messier requested that the director of broadband strategy work with the Department of Corrections to provide internet access and access to information to the prisons. In response to a question by Ms. Toledo-Vickers, Ms. Fairchild stated that the anticipated timeline for hiring is ninety days.

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

VOTED: To approve an amendment to the contract with O'Neill Consulting Group, Inc. 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, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

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

4. **TO CONSIDER THE RETENTION OF ON-CALL CONSULTANTS TO PERFORM PROJECT MANAGEMENT SERVICES.**

Ms. Fairchild stated that the Board, in its last meeting, approved the retention of fourteen vendors for the first round of a request for proposals ("RFP") for COVID response work. Before the Board, she stated, was the staff's recommendation to engage two additional vendors who responded during the second round of the RFP. The vendors, she stated, were Figmint, LLC, a smaller MBE design firm located in the State, and Witt O'Briens, LLC, a nationally known disaster recovery company. In response to a question by Mr. Stone, Ms. Fairchild stated that all retained vendors will work on certain tasks relative to COVID recovery efforts, although the majority of the vendors proposed to perform outreach and marketing services.

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

VOTED: To approve the retention of on-call consultants to perform project 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, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

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

5. **TO CONSIDER THE RETENTION OF CONSULTANTS RELATIVE TO THE STATE SMALL BUSINESS CREDIT INITIATIVE.**

Jesse Saglio, the Corporation's President & COO, stated that the State Small Business Credit Initiative ("SSBCI") has been reestablished with additional funding through the American Rescue Plan Act. He further stated that the State has been pre-allocated \$56 million to support credit and equity investment initiatives. The process, he described, will require the State to make a formal application to the U.S. Department of Treasury ("Treasury"), and the request before the Board is to engage consultants to assist the Corporation with identifying the portions of small business community that do not have access to capital, determining the sustainability of additional financial institutions to address those gaps, and evaluating the retention of high-growth startups through direct investment.

Mr. Saglio stated that Council for Development Finance Agencies ("CDFA"), one of the proposed consultants, is a firm that works with governments and agencies to evaluate financing alternatives for small businesses. Further, he indicated, the staff is recommending the retention of Cromwell Schmisser, LLC, which advised the Treasury at the inception of the SSBCI program, to help evaluate the State-sponsored venture capital programs. In response to a question by Mr. Wadensten, Mr. Saglio clarified that the funding for the consultants is State funding in the amount of up to \$85,000.

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

VOTED: To approve the retention of consultants relative to the State Small Business Credit Initiative 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, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

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

6. **TO APPROVE THE ESTABLISHMENT OF RECOVERY PROGRAMS AND TO AUTHORIZE AWARDS UNDER SUCH PROGRAMS.**

This agenda item was deferred.

7. **TO CONSIDER AN AMENDMENT TO THE AWARD UNDER THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM FOR MEARTHANE PRODUCTS CORPORATION.**

Jeff Miller, the Corporation's Executive Vice President of Investments, stated that the Board previously approved \$815,000 in tax credits to Mearthane Products Corporation ("Mearthane") under the Rebuild Rhode Island Tax Credit program. Mearthane, he stated, is a manufacturer of polyurethane-based products. The Board's original approval, he recalled, was based upon Mearthane's acquisition of a company in Virginia, and Mearthane moving those Virginia jobs to Woonsocket, Rhode Island. However, those plans have changed, he indicated, due to COVID and a higher demand for Mearthane's products. Mr. Miller stated that the staff is recommending that the Board approve an amendment to the award to Mearthane to allow it to move its operations not only to Woonsocket, but also to another facility in Cranston. Mearthane, he stated, will increase its capital expenditures in the State from \$4 million to \$5 million, and will likely exceed its originally anticipated job creation amount.

Upon motion duly made by Mr. Chenevert and seconded by Ms. Toledo-Vickers, the following vote was adopted:

VOTED: To approve an amendment to the award under the Rebuild Rhode Island Tax Credit program for Mearthane Products Corporation 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, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

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

8. **TO AUTHORIZE THE ACQUISITION OF PORT AREA PROPERTY LOCATED IN THE CITY OF PROVIDENCE.**

Mr. Miller recounted that in October, 2020, the Board approved the acquisition of property in the ProvPort area pursuant to a bond issued for port expansion. He stated that the staff is requesting approval from the Board for the acquisition of two additional parcels of property in the ProvPort area.

Upon motion duly made by Mr. Stone and seconded by Ms. Toledo-Vickers, the following vote was adopted:

VOTED: To enter into executive session pursuant to R.I. Gen. Laws § 42-46-5(a)(5) and (a)(7) to consider the acquisition of land and the investment of public funds.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

Members of the Board, counsel, and staff entered into executive session at 4:25 p.m.

Members of the Board, counsel, and staff reentered public session at 4:32 p.m.

Attorney Fragomeni announced that one vote was taken in executive session, which was to adjourn the executive session.

Upon motion duly made by Mr. Stone and seconded by Ms. Toledo-Vickers, the following vote was adopted:

VOTED: To seal the minutes of the executive session.

Voting in favor of the foregoing were: David Chenevert, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

Upon motion duly made by Mr. Stone and seconded by Ms. Toledo-Vickers, the following vote was adopted:

VOTED: To approve the acquisition of port area property located in the City of Providence 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, George Nee, Donna Sams, Bill Stone, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

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

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 4:34 p.m. upon motion made by Dr. Dann-Messier and seconded by Mr. McNally.

SEPTEMBER 2, 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 **September 2, 2021** beginning at **4:00 p.m.** for the following purposes:

1. To consider for approval meeting minutes.
2. To consider an amendment to the contract with O'Neill Consulting Group, Inc.
3. To consider the retention of on-call consultants to perform project management services.
4. To approve the establishment of recovery programs and to authorize awards under such programs.
5. To consider an amendment to the award under the Rebuild Rhode Island Tax Credit program for Mearthane Products Corporation.*
6. To authorize the acquisition of port area property located in the City of Providence.*
7. To consider the retention of consultants relative to the State Small Business Credit Initiative.
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 the acquisition of land or 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: August 31, 2021.

EXHIBIT 1

Agenda Item 5:

The applicant seeks to amend the award of incentives under the Rebuild Rhode Island Tax Credit program to allow for the investment in its manufacturing operations at all three of its in-state locations to accommodate the transition of its out of state facility to Rhode Island. The total development costs is expected to be approximately \$5 million.

SEPTEMBER 2, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

**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.

SEPTEMBER 2, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT C

**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.

SEPTEMBER 2, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

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

SEPTEMBER 2, 2021

WHEREAS, the Corporation issued a Request for Proposals, seeking advisors in connection with the establishment of a new State Small Business Credit Initiative (“SSBCI”) Program (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 the Council of Development Finance Agencies and Cromwell-Schmisser (the “Vendors”) with respect to the Project.

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

Section 1: The Corporation is hereby authorized to engage the Vendors for services related to the Project in an aggregate amount not to exceed \$85,000.

Section 2: The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO 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.

Section 3: 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 4: 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 5: This Resolution shall take effect immediately upon passage by the Board.

SEPTEMBER 2, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT E

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF INCENTIVES
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
September 2, 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 (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

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

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

WHEREAS: The Corporation received an application for tax credits from Mearthane Products Corporation (the “Recipient”) under the Rebuild RI Tax Credit Act in relation to a project (the “Project”) to relocate existing operations from out-of-state to one or more locations of the Recipient located in Rhode Island; and

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

WHEREAS: The staff has recommended that the Board exempt the Recipient from the application of the Rules insofar as the applicant has submitted an application pursuant to the streamlined process adopted in accordance with RIGL § 42-64.20-5(c), and the Project is exempt from certain of the Eligibility Requirements contained in the Rules pursuant to RIGL § 42-64.20-5(e); and

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

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

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits and a sales and use tax exemption in the aggregate amount of \$815,000 to the Recipient.
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the applicable Eligibility Requirements of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the Recipient's application is exempt from both the application requirements of the Rules consistent with RIGL § 42-64.20-5(c) and such eligibility requirements of the Rules that are inconsistent with the RIGL §42-64.20-5(e); (ii) approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (iii) to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iv) the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (v) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (vi) the total amount of Tax Credits awarded for the Project is the lesser of twenty (20%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vii) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (ix) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); and (x) the Recipient has demonstrated that it will otherwise satisfy any other applicable Eligibility Requirements of the Rules.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the

issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).

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

9. This Resolution replaces in its entirety the prior resolution of the Board in relation to the award of incentives to the Recipient under the Rebuild RI Tax Credit Act dated February 26, 2020.
10. This Resolution shall take effect immediately upon passage.

EXHIBIT 1

From: Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
Jesse Saglio, President and Chief Operating Officer of the Rhode Island Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Application
Date: September 2, 2021

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

- To consider the application of Mearthane Products Corporation for tax credits of \$815,000.

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

1. The Corporation staff has reviewed the application submitted and the impact analysis for this project (the impact analysis is provided to the Board as an exhibit to the approving resolution for the project).
2. The project is consistent with the purpose of the Rebuild Rhode Island Tax Credit Act, R.I. Gen. Laws § 42-64.20-1 *et seq.*

The total credits to be awarded to the applicant shall not be in excess of the amount listed above.

EXHIBIT 2



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION

OFFICE of MANAGEMENT & BUDGET

Office: (401) 574-8430

One Capitol Hill
Providence, RI 02908-5890

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

To: Board of Directors, Rhode Island Commerce Corporation

Re: Rebuild Rhode Island Tax Credit Applications

Date: February 26, 2020

The staff of the Rhode Island Commerce Corporation (the "Corporation") has informed the Office of Management and Budget ("OMB") that it intends to recommend to the Corporation's Board of Directors (the "Board") five projects for the receipt of tax credits and sales and use tax exemptions under the Rebuild Rhode Island Tax Credit in an amount not to exceed \$6,565,000.00. That recommendation is as follows:

1. That the application submitted by the Mearthane Products Corporation be approved for tax credits in a maximum amount of \$815,000.00.
2. That the application submitted by the Blount Fine Foods Corporation be approved for tax credits in a maximum amount of \$1,000,000.00.
3. That the application submitted by RCG Armory Park View, LLC be approved for tax credits in a maximum amount of \$1,000,000.00.
4. That the application submitted by 556 Atwells, LLC be approved for tax credits in a maximum amount of \$750,000.00.
5. That the application submitted by Peyser Real Estate Group, LLC be approved for tax credits in a maximum amount of \$3,000,000.00, which includes \$1,000,000 in anticipated sales and use tax exemptions.

As of September 23, 2019, the Corporation had approved tax credits and sales and use tax exemptions under the program in the amount of \$153,606,457.82. Since September 23, 2019, there have been two adjustments to sales and use tax exemptions under the program. Exemptions for Ocean State Job Lot were reduced by \$271,459 from the initial estimate after project certification, and changes to the Rebuild tax credits certified for the Providence Commons project reduced the sales and use tax exemptions by \$535,555. The approval of an additional \$6,565,000.00 in tax credits, along with these sales and use tax exemption adjustments, would bring the cumulative total of approved tax credits, sales and use tax exemptions, and/or loans to \$159,364,444. Currently \$59.7 million dollars have been appropriated into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions and section 42-64.20-5(f) authorized aggregate tax credits, sales and use tax exemptions, and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$210 million. Pursuant to section 42-64.20-6(a)(4), OMB confirms that the aggregate credits recommended by the Commerce Corporation do not exceed the maximum aggregate credits allowed under this chapter in accordance with § 42-64.20-5(f).

Based on information provided by the Corporation, OMB anticipates the budget impact to the state of the tax credits, sales and use tax exemptions, and/or loans, if approved, in the year of application and in subsequent years will be as set forth in the attached Exhibit A.

Project Confirmed as 2/26/19	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	FY2026	FY2027	FY2028	FY2029	FY2030	FY2031	FY2032	FY2033	FY2034	FY2035	FY2036	Total	
BAC CVT AIR LLC	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$100,000.00
Subtotal:	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$100,000.00
Project Confirmed as 2/26/19	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$666,667.00	\$666,667.00	\$555,555.00	\$333,333.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,222,222.00
Pam Fresh Klondike Island	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$666,667.00	\$666,667.00	\$555,555.00	\$333,333.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,222,222.00
Subtotal:	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$666,667.00	\$666,667.00	\$555,555.00	\$333,333.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,222,222.00
Project Confirmed as 2/23/19	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$510,700.00	\$510,700.00	\$510,700.00	\$510,700.00	\$510,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,553,591.00
Pawmcket Development Group, LLC (6)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$510,700.00	\$510,700.00	\$510,700.00	\$510,700.00	\$510,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,553,591.00
Subtotal:	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$510,700.00	\$510,700.00	\$510,700.00	\$510,700.00	\$510,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,553,591.00
Project Confirmed as 2/26/20	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$163,000.00	\$163,000.00	\$163,000.00	\$163,000.00	\$163,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$815,000.00
Mentech Foods Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$163,000.00	\$163,000.00	\$163,000.00	\$163,000.00	\$163,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$815,000.00
Blount Fine Foods Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,000.00
RCC Army Park View, LLC	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,000.00
546 Avenue, LLC	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$750,000.00
Poyser Real Estate Group, LLC	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,000,000.00
Subtotal:	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$163,000.00	\$163,000.00	\$163,000.00	\$163,000.00	\$163,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$5,465,000.00
Project Confirmed as 2/26/20	\$0.00	\$384,924.80	\$8,397,114.60	\$11,056,559.33	\$19,101,421.33	\$23,631,594.33	\$23,119,131.43	\$15,442,336.30	\$10,397,311.30	\$3,333,827.30	\$320,590.00	\$7,500.00	\$12,300.00	\$12,300.00	\$7,300.00	\$7,500.00	\$21,500.00	\$12,300.00	\$7,500.00	\$7,500.00	\$7,500.00	\$7,500.00	\$116,679,230.72
ALL PROJECTS TOTAL:	\$0.00	\$384,924.80	\$8,397,114.60	\$11,056,559.33	\$19,101,421.33	\$23,631,594.33	\$23,119,131.43	\$15,442,336.30	\$10,397,311.30	\$3,333,827.30	\$320,590.00	\$7,500.00	\$12,300.00	\$12,300.00	\$7,300.00	\$7,500.00	\$21,500.00	\$12,300.00	\$7,500.00	\$7,500.00	\$7,500.00	\$7,500.00	\$116,679,230.72

Notes
1) Rebuild amount was reduced and as indicated per the Agreement.
2) Amount based on updated
3) Company withdrawal.
4) River House.
5) Amended.
6) Cloutier Commons.
7) Downside II.
8) Lippitt Mill.

Estimated Sales Tax Rebates by Fiscal Year

	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	Total
	Fiscal Year - Sales Tax Rebates																			
1. 45 Pike ⁽¹⁾																				
2. 78 Fountain Street	404,600																			900,000
3. A.T. Cross ⁽²⁾	67,000				900,000															
4. Agoda ⁽²⁾					1,500,000															1,500,000
5. Aloft Hotel						166,270														166,270
6. Bristol Belvedere	225,000																			572,000
7. Case Mead ⁽⁴⁾																				378,000
8. Chestnut Commons					572,000															378,000
9. Downcity II																				1,000,000
10. Dexter Street					378,000															378,000
11. Electric Boat					1,000,000															1,000,000
12. Farm Fresh					5,700,000		3,900,000					6,700,000				1,700,000				18,000,000
13. Filialy			285,028																	N/A - Tax Exempt
14. Gotham Greens																				295,028
15. Hope Artists					790,000															790,000
16. Immunex RI Corporation																				3,255,000
17. Infinity Meat					1,800,000															1,800,000
18. Infocys			100,000																	100,000
19. Innovate Newport																				N/A - Tax Exempt
20. Lippitt Mill					230,691															230,691
21. Louttit Laundry					271,239															271,239
22. Ocean State Job Lot ⁽³⁾			1,232,060																	1,232,060
23. ONE MetroCenter					500,000															500,000
24. Pontiac Mills																				500,000
25. Prospect Heights ⁽³⁾					600,000															600,000
26. Providence Commons					150,000															150,000
27. R&V Phase II					1,311,938															1,311,938
28. Residence Inn																				700,000
29. River House			700,000																	700,000
30. Rubius Therapeutics					2,700,000															2,700,000
31. The Edge			1,000,000																	1,000,000
32. The Edge II					1,285,000															1,285,000
33. Union Trust			271,040																	271,040
34. Virgin Pulse ^(3,4)					42,728															42,728
35. Warwick Hyatt Hotel ^(3,4)		531,513																		531,513
36. Wexford					1,597,036															1,597,036
Total Rebuild Sales Tax	\$656,600	\$531,513	\$5,237,892	\$6,524,938	\$17,228,000	\$166,270	\$9,900,000	\$0	\$0	\$0	\$0	\$6,700,000	\$0	\$0	\$0	\$1,700,000	\$0	\$0	\$0	\$46,685,213

Notes:
 1.) Award not anticipated based on updated project status.
 2.) Company withdrew.
 3.) Certification approved figures.
 4.) Warwick Hotel and Virgin Pulse (Phase I) were certified before change in Sales & Use Tax Rebate regulations.

EXHIBIT 3

Economic and tax revenue impacts of expansion of Mearthane Products Corporation, Woonsocket

Impact of construction

- 12 person-years of work in Rhode Island;
- \$760,000 in earnings (in 2020 dollars);
- \$1.99 million in statewide economic output; and
- A one-time increase of \$1.15 million in Rhode Island's GDP.

Table 1: Direct, indirect and total impact of construction (income, value-added and output in millions of 2020 dollars)

	Jobs	Earnings	Value added	Output
Direct	10	\$0.67	\$1.00	\$1.73
Indirect	2	\$0.09	\$0.15	\$0.26
Total	12	\$0.76	\$1.15	\$1.99

Construction spending would directly and indirectly generate approximately \$45,000 in state tax revenue, including:

- \$29,000 in state personal income taxes paid by workers directly employed on the project, or by Rhode Island workers whose jobs are indirectly attributable to the project;
- \$12,000 in state sales taxes paid on those workers' taxable household spending; and
- \$4,000 in state business taxes.

Impact of operations

- 15 new jobs in Rhode Island;
- \$770,000 in annual earnings (in 2021 dollars);
- \$3.12 million in statewide economic output; and
- An increase of \$1.05 million in Rhode Island's annual GDP.

Table 2: Direct, indirect and total impact of ongoing operations (income, value-added and output in millions of 2021 dollars)

	Jobs	Earnings	Value added	Output
Direct	12	\$0.52	\$0.67	\$2.45
Indirect	3	\$0.25	\$0.38	\$0.67
Total	15	\$0.77	\$1.05	\$3.12

MPC's expanded operations would directly and indirectly generate approximately \$45,000 annually in state tax revenue, including:

- \$29,000 in state personal income taxes paid by the workers directly employed in MPC's new-to-Rhode Island jobs, or by Rhode Island workers whose jobs are indirectly attributable to MPC's expanded operations;
- \$12,000 in state sales taxes paid on those workers' taxable household spending; and
- \$4,000 in state business taxes.

During the construction period and the twelve-year period following construction, the proposed project would generate approximately \$585,000 in state tax revenue.

SEPTEMBER 2, 2021 PUBLIC SESSION MEETING MINUTES

EXHIBIT F

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

September 2, 2021

(With Respect to the Acquisition of Real Property)

WHEREAS, the Board of Directors (the "Board") of the Rhode Island Commerce Corporation (the "Corporation") received a presentation relative to the acquisition of real property located in Providence, Rhode Island; and

WHEREAS, the acquisition of such property will have an appreciable positive impact on employment in the state and economic vitality of Rhode Island.

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

1. The Board of the Corporation hereby authorizes the acquisition of real estate located in the City of Providence consistent with the presentation to the Board.
2. 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.
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 Executive Vice President of Investments (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers 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, 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.

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 upon adoption by the Board.

TAB 2

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

SEPTEMBER 27, 2021

APPROVED

VOTED: To approve the Corporation's financial statements in a form substantially similar to that presented to the Board.

TAB 3

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

SEPTEMBER 27, 2021

APPROVED

VOTED: To approve Miniature Casting Corporation for an award under the Rebuild Rhode Island Tax Credit program inclusive of the provisions of R.I. Gen. Laws § 42-64.20-5(c) and (e) pursuant to the resolution submitted to the Board.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF INCENTIVES
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
September 27, 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 (the "State") under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the "Act"); and
- WHEREAS:** Chapter 64.20 of Title 42 of the General Laws of Rhode Island (the "Rebuild RI Tax Credit Act"), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to certain development projects in the State; and
- WHEREAS:** The Corporation promulgated rules and regulations (the "Rules") governing the tax credit program established by the Rebuild RI Tax Credit Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and
- WHEREAS:** The Corporation received an application for tax credits from Miniature Casting Corporation (the "Recipient") under the Rebuild RI Tax Credit Act in relation to a project (the "Project") located at 21 Slater Road, Cranston, RI; and
- WHEREAS:** The Corporation's Investment Committee has reviewed and considered the proposed issuance of tax credits and a sales and use tax exemption to the Recipient and has voted to recommend to the Board of Directors (the "Board") of the Corporation the approval of the tax credits and tax exemption; and
- WHEREAS:** The staff has recommended that the Board approve the application pursuant to the streamlined process adopted in accordance with RIGL § 42-64.20-5(c); and
- WHEREAS:** The Board of the Corporation received a presentation inclusive of a term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of tax credits and a sales and use tax exemption to the Recipient in accordance with the Rebuild RI Tax Credit Act and the Rules.

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

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits and a sales and use tax exemption in the aggregate amount of \$410,000 to the Recipient.
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the applicable Eligibility Requirements of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the Recipient's application is exempt from certain statutory requirements as a manufacturing facility consistent with RIGL § 42-64.20-5(c) and RIGL §42-64.20-5(e); (ii) approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (iii) to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iv) the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (v) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (vi) the total amount of Tax Credits awarded for the Project is the lesser of twenty (20%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vii) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (ix) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit

2); and (x) the Recipient has demonstrated that it will otherwise satisfy any other applicable Eligibility Requirements of the Rules.

4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.

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

EXHIBIT 1

From: Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
Jesse Saglio, President and Chief Operating Officer of the Rhode Island Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Application
Date: September 27, 2021

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

- To consider the application of Miniature Casting Corporation for tax credits of \$410,000.

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

1. The Corporation staff has reviewed the application submitted and the impact analysis for this project (the impact analysis is provided to the Board as an exhibit to the approving resolution for the project).
2. The project is consistent with the purpose of the Rebuild Rhode Island Tax Credit Act, R.I. Gen. Laws § 42-64.20-1 *et seq.*

The total credits to be awarded to the applicant shall not be in excess of the amount listed above.

EXHIBIT 2



OFFICE OF MANAGEMENT & BUDGET

One Capitol Hill
Providence, RI 02908-5890

Office: (401) 574-8430
Fax: (401) 222-6436

MEMORANDUM

To: Board of Directors, Rhode Island Commerce Corporation
From: James E. Thorsen
Director, Department of Administration
Date: September 22, 2021
Subject: Rebuild Rhode Island Tax Credit Applications

The staff of the Rhode Island Commerce Corporation (the "Corporation") has informed the Office of Management and Budget ("OMB") that it intends to recommend to the Corporation's Board of Directors (the "Board") one project for the receipt of tax credits and sales and use tax exemptions under the Rebuild Rhode Island Tax Credit in an amount not to exceed \$410,000.00. That recommendation is as follows:

1. That the application submitted by Miniature Casting be approved for tax credits in a maximum amount of \$410,000.00.

Miniature Casting had been scheduled to receive Board approval on May 24, 2021 before the company withdrew from the process. OMB's May 24, 2021 memo did note the proposed tax credits from that project (which had the same amounts and schedule as this new proposal). OMB's subsequent memos removed the original Miniature Casting project from the list of Rebuild Rhode Island projects due to the company's withdrawal. This memo represents the re-addition of Miniature Casting to the roster of projects.

As of OMB's August 23, 2021 memo, the Corporation had approved tax credits and sales and use tax exemptions under the program in the amount of \$206,500,291.69. The approval of an additional \$410,000.00 in tax credits and sales and use tax exemptions would bring the cumulative total of approved tax credits, sales and use tax exemptions, and/or loans to \$206,910,291.69. Currently \$134.7 million have been appropriated into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions and section 42-64.20-5(f) authorized aggregate tax credits, sales and use tax exemptions, and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$210 million. Pursuant to section 42-64.20-6(a)(4), OMB confirms that the aggregate credits recommended by the Commerce Corporation do not exceed the maximum aggregate credits allowed under this chapter in accordance with § 42-64.20-5(f).

Based on information provided by the Corporation, OMB anticipates the budget impact to the state of the tax credits, sales and use tax exemptions, and/or loans, if approved, in the year of application and in subsequent years will be as set forth in the attached Exhibit A

Approved as to form:
[Signature]
[Signature]
[Signature]

Estimated Sales Tax Rebates by Fiscal Year

Fiscal Year - Sales Tax Rebates	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	Total
1. 45 Pike ⁽¹⁾	404,500																			404,500
2. 78 Fountain Street					900,000															900,000
3. A.T. Cross ⁽¹⁾	67,000																			67,000
4. Agoda ⁽²⁾					1,500,000															1,500,000
5. Aloft Hotel					166,270															166,270
6. Bristol Bedwhele	225,000																			225,000
7. Case Meats ⁽¹⁾																				572,000
8. Chestnut Commons				572,000																572,000
9. Downcity II					378,000															378,000
10. Decker Street					1,000,000															1,000,000
11. Electric Bank					5,700,000		3,900,000					6,700,000								16,300,000
12. Farm Fresh																				471,500
13. FitJoy					471,500															471,500
14. Gotham Greens																				450,387
15. Hope Artists					450,387															450,387
16. Imunex RI Corporation					3,255,000															3,255,000
17. Infinity Meat				1,900,000																1,900,000
18. Infocus				100,000																100,000
19. Inocate Newport																				230,691
20. Lippitt Mill					230,691															230,691
21. Lorette Laundry					127,442															127,442
22. Ocean Stone Job Lot ⁽³⁾			1,232,060																	1,232,060
23. ONE Mercantiler						500,000														500,000
24. Pontiac Mills																				600,000
25. Prospect Heights ⁽⁴⁾																				600,000
26. Providence Commons					600,000															600,000
27. R&W Phase II					96,656															96,656
28. Residence Inn					726,237															726,237
29. River House					700,000															700,000
30. Rubius Therapeutics																				2,700,000
31. The Edge			537,176																	537,176
32. The Edge II																				1,295,000
33. Union Trust			194,591																	194,591
34. Virgin Pulse ^(5,6)			42,728																	42,728
35. Warwick Hyatt Hotel ^(6,7)			531,513																	531,513
36. Weyford					734,189															734,189
37. Mount Fine Foods					[289008]															0
38. Mearns Products					[65000]															0
39. Parade Street					[194910]															0
40. Strive Lofts					[150000]															0
41. Parcel 6					[670095]															0
42. Hotel Beantree ⁽⁸⁾					750,000															750,000
43. Fuller Mill					[468660]															0
44. Milson I					[161700]															0
45. Nexus Lofts																				175,063
46. South Quay Marine Terminal ⁽⁸⁾																				0
47. Merchant Overseas																				175,063
48. 404 Broad Street																				0
49. Millers District II																				0
50. 401 Techbridge																				0
51. JK Esultes																				250,000
52. 16 Broad Street					190,000															190,000
53. Tidewater Landing																				4,000,000
54. Northpoint Airport Road Warwick, LLC ⁽⁹⁾																				4,000,000
55. Minature Casting ⁽⁹⁾																				0
56. Arctic Mills																				0
57. East Greenwich Partners																				0
58. Wanskuck Mill																				0
Total Rebuild Sales Tax	\$696,600	\$574,344	\$1,583,827	\$7,327,332	\$15,795,063	\$1,955,270	\$3,900,000	\$0	\$0	\$0	\$0	\$6,700,000	\$0	\$0	\$1,700,000	\$0	\$0	\$0	\$0	\$45,219,333

Notes:
1.) Award not anticipated based on updated project status.
2.) Company withdrew.
3.) Certification approved figures.
4.) Warwick Hotel and Virgin Pulse (Phase 1) were certified before change in Sales & Use Tax Rebate regulations.
5.) Project was amended in June 2020.
6.) Project estimates potential \$2.1 million in rebates in FY22, but these would reduce Rebuild Rhode Island credits if claimed.
7.) Agoda has terminated their agreement with RCC.
8.) Amounts in brackets are sales tax rebates estimates that are folded into the overall Rebuild credit amounts.

EXHIBIT 3

Streamlined Rebuild Rhode Island Tax Credits:

Economic and tax revenue impacts of expansion of Miniature Casting, Cranston

Impact of construction

- 17 construction jobs in Rhode Island;
- \$1.10 million in earnings (in 2021 dollars);
- \$2.46 million in statewide economic output; and
- A one-time increase of nearly \$1.35 million in Rhode Island's GDP.

Table 1: Direct, indirect and total impact of construction (income, value-added and output in millions of 2021 dollars)

	Jobs	Earnings	Value added	Output
Direct	14	\$0.942	\$1.078	\$1.970
Indirect	3	\$0.162	\$0.270	0.492
Total	17	\$1.104	\$1.348	\$2.462

Construction spending would directly and indirectly generate approximately \$46,300 in state tax revenue, including:

- \$26,000 in state personal income taxes paid by workers directly employed on the project, or by Rhode Island workers whose jobs are indirectly attributable to the project;
- \$17,000 in state sales taxes paid on those workers' taxable household spending; and
- \$3,300 in state business taxes.

Impact of operations

In the first full year of its expanded operation, Miniature Casting would directly account for:

- 12 new jobs in Rhode Island;
- \$607,000 in annual earnings (in 2022 dollars);
- \$2.34 million in statewide economic output; and
- An increase of \$832,000 in Rhode Island's annual GDP.

Table 2: Direct, indirect and total impact of ongoing operations (income, value-added and output in millions of 2022 dollars)

	Jobs	Earnings	Value added	Output
Direct	8	\$0.379	\$0.482	\$1.696
Indirect	4	\$0.228	\$0.350	\$0.648
Total	12	\$0.607	\$0.832	\$2.344

The Company's expanded operations would directly and indirectly generate approximately \$22,700 annually in state tax revenue, including:

- \$11,900 in state personal income taxes paid by workers directly employed in the Company's newly-created jobs, or by Rhode Island workers whose jobs are indirectly attributable to the Company's expanded operations;
- \$9,300 in state sales taxes paid on those workers' taxable household spending; and
- \$1,500 in state business taxes.

During the construction period and the twelve-year period following construction, the proposed project would generate approximately \$362,800 in state tax revenue

TAB 4

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

SEPTEMBER 27, 2021

APPROVED

VOTED: To approve the Town of Johnston for an award under the Tax Stabilization Incentive program pursuant to the resolution submitted to the Board.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE AWARD OF INCENTIVES
UNDER THE TAX STABILIZATION INCENTIVE ACT
September 27, 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 (the "State") under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the "Act"); and

WHEREAS: Chapter 64.22 of Title 44 of the General Laws of Rhode Island (the "TSA Act"), as amended, authorizes the Corporation to approve the reimbursement of forgone revenue in connection with a tax stabilization agreement entered into by a Rhode Island municipality; and

WHEREAS: The Corporation promulgated rules and regulations (the "Rules") governing the program established by the TSA 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 the Town of Johnston (the "Recipient") for an award under the TSA Act for a reimbursement in relation to a project (the "Project") located in Johnston, Rhode Island, which is proposed to consist of a distribution center; and

WHEREAS: The Corporation's Investment Committee has reviewed and considered the proposed incentive to the Recipient and has voted to recommend to the Board of Directors (the "Board") of the Corporation the approval of the incentive; and

WHEREAS: The Board of the Corporation received a presentation and term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of a TSA incentive to the Recipient in accordance with the TSA 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 TSA Act, the Corporation approves the reimbursement of foregone revenue in an amount that shall not exceed the lesser of 10% of Recipient's actual total foregone revenue associated with the tax stabilization agreement or \$1,538,927.
2. The authorization provided herein is subject to the following conditions:

- a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the TSA Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Authorized Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of the Rules prior to reimbursement of any funds to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the total amount of the award to the Recipient is not more than ten percent (10%) of the Forgone Tax Revenue in relation to the Project; (iv) the award made hereunder is subject to the availability of funding from annual appropriations.
4. 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.
5. 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.

6. 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.
7. 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.
8. This Resolution shall take effect upon adoption by the Board.

TAB 5

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

SEPTEMBER 27, 2021

APPROVED

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

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

September 27, 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 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 Vouchers to the Recipients 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>
Nautilus Defense, LLC	\$50,000
CET, Ltd.	\$50,000

TAB 6