

# **RHODE ISLAND COMMERCE CORPORATION**

## **AGENDA**

**December 18, 2017**

Call to order and opening remarks.

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

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

TAB 1

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

**December 18, 2017**

**APPROVED**

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

NOVEMBER 20, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT A

**RHODE ISLAND COMMERCE CORPORATION**  
**PUBLIC NOTICE OF MEETING**

A meeting of the Rhode Island Commerce Corporation Board of Directors will be held at the offices of the **Rhode Island Commerce Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island**, on **November 20, 2017**, beginning at **4:00 p.m.** for the following purposes:

**PUBLIC SESSION**

1. Call to order and opening remarks.
2. To consider the meeting minutes for the meeting held October 30, 2017.
3. To consider the application of Gotham Greens Holdings, LLC for incentives under the Qualified Jobs Incentive Tax Credit program and the Rebuild Rhode Island Tax Credit program (See Exhibit 1, which follows, for additional detail).\*
4. To consider applicants for awards under the Network Matching Grant program \*
5. To consider a grant to the URI Foundation to support collaboration on economic development initiatives.
6. To consider the utilization of the Corporation's incentive programs for the investment of public funds.\*

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

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

Shechtman Halperin Savage, LLP,  
Counsel to the Corporation

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

Dated: November 17, 2017

## EXHIBIT 1

### Agenda Item 3

The applicant seeks the award of incentives under the Rebuild Rhode Island Tax Credit program for a development project consisting of approximately 95,000 square feet of commercial space, located at 586 Atwells Avenue in Providence. The total development cost for the project is estimated at approximately \$12.5 million and the total requested tax credits are up to a maximum of \$1.3 million. In addition, the applicant seeks incentives under the Qualified Jobs Incentive Tax Credit program in relation to the new full-time jobs expected to be created and located at the facility. The development sponsor on the application is Gotham Greens Holdings, LLC, which is a regional producer of greenhouse grown vegetables and herbs. The company specializes in pesticide-free produce that is grown using ecologically sustainable methods in technologically-sophisticated, 100% clean energy powered, climate-controlled urban greenhouses.

NOVEMBER 20, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

**RHODE ISLAND COMMERCE CORPORATION**

**MEETING OF DIRECTORS  
PUBLIC SESSION  
November 20, 2017**

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on November 20, 2017, in Public Session, beginning at 4:00 p.m. at the offices of the Corporation, located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island 02908, pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Governor Gina M. Raimondo, Bernard Buonanno, III, Jason Kelly, Mary Jo Kaplan, Michael F. McNally, Donna Sams, Vanessa Toledo-Vickers, and Karl Wadensten.

Directors absent were: George Nee, Ronald O'Hanley, Dr. Nancy Carriuolo, Tim Hebert, and Mary Lovejoy.

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

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

Governor Raimondo called the meeting to order at 4:08 p.m., indicating that a quorum was present.

2. **TO CONSIDER FOR APPROVAL THE PUBLIC SESSION MINUTES FOR THE MEETING HELD ON OCTOBER 30, 2017.**

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

**VOTED:** To approve the Public Session minutes for the meeting held October 30, 2017 as presented to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Jason Kelly, Mary Jo Kaplan, Michael F. McNally, Donna Sams, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.



3. **TO CONSIDER THE APPLICATION OF GOTHAM GREENS HOLDINGS, LLC FOR INCENTIVES UNDER THE QUALIFIED JOBS INCENTIVE TAX CREDIT PROGRAM AND THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM.**

Mark Huang, the Economic Director for the City of Providence, explained that Gotham Greens, LLC (“Gotham Greens”) is a hydroponic company that originated in Brooklyn, New York. Mr. Huang stated that from a strategy perspective, Providence is focused on the urban food industry because it is a trillion dollar industry, which has been growing between eleven and fifteen percent annually, and has attracted approximately \$4 million in venture capital this year. Specifically, as to Gotham Greens, Mr. Huang explained that the creation of a greenhouse in Providence would open low-skill working class manufacturing jobs that would pay between twelve and fifteen dollars per hour. He further commented that the area along the Woonasquatucket River is ideal for the urban food industry because of existing buildings, zoning ordinances, and the existence of other food-oriented businesses.

Mr. Saglio stated that Gotham Greens’ proposed project can (1) reactivate the neighborhood; (2) is a part of Providence’s urban food strategy; (3) can attract capital; and (4) create “jobs for everyone.” He indicated that the Corporation’s staff is recommending to the Board for approval Rebuild Rhode Island tax credits to assist Gotham Greens in building its fifth greenhouse, which will total approximately 95,000 square feet and revitalize a brownfield site. He indicated that the Rebuild Rhode Island tax credits along with the Qualified Jobs tax credits are being offered to close a competitive gap between Rhode Island and other possible areas for Gotham Greens’ expansion. He further indicated that the total project cost is approximately \$12.2 million, of which Gotham Greens is contributing approximately fifty percent of the necessary capital.

Mr. McNally stated that the Investment Committee approved Gotham Greens’ proposed incentives with conditions, and found that Gotham Greens’ proposal was consistent with the Corporation’s food strategy. He further indicated the Investment Committee’s excitement about Gotham Greens’ proposed development of property that has been vacant for approximately twenty years. He explained that the Investment Committee was satisfied with the initial Qualified Jobs tax credit proposal, but was hesitant to award the initial Rebuild Rhode Island tax credit proposal of \$2.3 million and suggested that the Corporation should only propose \$1.3 million in Rebuild Rhode Island tax credits. Ms. Kaplan expressed her excitement about Gotham Greens’ potential expansion to Rhode Island, commenting that she has seen a growth in the food industry. She noted that although many of the jobs are entry-level, many people are excited to work in the food sector.

Ms. Toledo-Vickers stated that approximately ninety percent of students at her school qualify for free or reduced lunch, and that access to fresh food can affect the students and should be a social issue. She noted that Farm Fresh recently recruited students at her school to learn about the food industry.

Mr. Wadensten noted that while Gotham Greens may offer low-skill jobs, the greenhouse industry is highly mechanical, automated, and very scientific, so the majority of the employees will not learn how to actually grow the produce. Viraj Puri, the co-founder and CEO of Gotham

Greens, responded to Mr. Wadensten's comments, stating that while greenhouses are highly sophisticated and automated, Gotham Greens will have a processing component where it will create value-added products, of which approximately ninety percent need to be washed, packaged, and inspected by staff. Additionally, Mr. Puri stated that while half the newly-created jobs will require advanced degrees, entry-level employees will have potential for upward movement within the company. He explained that at its 75,000 square foot facility in Chicago, Gotham Greens hired sixty-five full time equivalent employees within eighteen months of its opening, and that many of such employees have experienced upward movement within the company.

Mr. Buonanno questioned if any other Gotham Greens facilities have received state or local subsidies, and Mr. Puri answered in the affirmative, indicating that many subsidies assist in the preparation of locations for development. In response to another question by Mr. Buonanno, Mr. Puri stated that ninety-nine percent of the nation's produce comes from either Arizona or California, so Gotham Greens will likely only affect that market share.

Mr. Wadensten asked the Governor if Gotham Greens will affect local farmers' retail access, and the Governor answered in the negative, indicating that many local farmers support companies like Gotham Greens as such companies support the farm-to-table movement. Mr. Huang indicated that Providence is contributing about \$400,000 to Gotham Green's relocation.

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

**VOTED:** To approve Gotham Greens Holdings, LLC for incentives under the Qualified Jobs Incentive Tax Credit program and the Rebuild Rhode Island Tax Credit Program pursuant to the Resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Jason Kelly, Mary Jo Kaplan, Michael F. McNally, Donna Sams, and Vanessa Toledo-Vickers.

Voting against the foregoing were: Karl Wadensten.

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

4. **TO CONSIDER NEW ENGLAND MEDICAL INNOVATION CENTER (NEMIC) APPLICANT AND VENTURE MENTORING SERVICE OF RHODE ISLAND (VMS of RI) FOR AN AWARD UNDER THE NETWORK MATCHING GRANT PROGRAM**

Dan Jennings explained that before the Board for approval were two applicants under the Network Matching Grant Program totaling \$231,000. He indicated that if the two awards were approved, the Board will have granted eight awards totaling \$950,000. He stated that the first request was for the New England Medical Innovation Center ("NEMIC"), which was founded in the summer of last year by Aiden Petrie. Mr. Jennings stated that the award to NEMIC would be

utilized to (1) create a website to showcase the life sciences industry in the State; (2) fund a social media campaign; and (3) fund a program coordinator to facilitate the grouping of South Korean entrepreneurs through a trade mission. Mr. Jennings explained that when a foreign company participates in such a trade mission, evidence indicates that the foreign company will do business within a State that it visited. In relation to the money for the program coordinator, Mr. Wadensten asked who the program coordinator would work for, and Mr. Jennings answered that the program coordinator would work for NEMIC. In response to a question by Mr. Wadensten, Mr. Petrie commented that the award money will be utilized to set up the programming of NEMIC, which will be reutilized at a later time and be focused on teaching the implications of FDA regulation.

In response to a question by Mr. Kaplan, Mr. Petrie indicated that there are two components to NEMIC: (1) an educational program relating to the nuances and guidelines of the FDA; and (2) a general research aspect that examines the medical industry and how it is changing. Ms. Kaplan opined that NEMIC's model was good and could be applied to different industries. Ms. Toledo-Vickers inquired as to how NEMIC intends to encourage companies to set their roots in the State, and Mr. Petrie indicated that the State is ideal for the medical industry due to its affluence of hospitals and medical teaching schools, which comprises a good medical network available to such companies. Mr. Buonanno questioned the timeframe for the proposed \$400,000 budget, and Mr. Petrie stated that if the programming is implemented successfully, it can be reutilized overtime. Carroll Malace, the Executive Director of MedMates, commented that many medical companies had an opportunity to go to the Cambridge Innovation Center, but instead chose to come to the State, and that MedMates will continue efforts to promote the life sciences in the State.

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

**VOTED:** To approve New England Medical Innovation Center (NEMIC) for an award under the Network Matching Grant Program pursuant to the Resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Jason Kelly, Mary Jo Kaplan, Michael F. McNally, Donna Sams, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

Mr. Jennings stated that before the Board for approval was an award to Venture Mentoring Service of Rhode Island ("VMS RI") for the creation of a state-wide mentoring service. He explained that under such program, each entrepreneur would be paired with approximately four mentors to provide business mentoring services and advice. The Governor indicated that last week, she met with several small business owners, who all indicated that they require business coaching and mentoring. In response to a question by Mr. Kaplan, Mr. Jennings stated that the program would be focused on start-up and young companies.

Paul Olean, the Executive Director of VMS RI, indicated that the goal of the program is to increase the value of the entrepreneurial pool in the State. He explained that in many instances, entrepreneurs have the necessary technical knowledge, but do not have the necessary business expertise. By way of example, the Governor stated that she recently met an entrepreneur who makes salad dressing who needed business mentoring to properly scale his business. In response to a question by Ms. Toledo-Vickers, Mr. Olean stated that VMS RI has already attracted five mentors before it has even begun its formal recruiting process.

Ms. Kaplan expressed her concern that VMS RI would be duplicative of other mentoring services already offered in the State, such as Social Enterprise Greenhouse (“SEG”). She stated that the Corporation has limited funds for these programs and has already substantially invested in MassChallenge, the Center for Women and Enterprise, and MedMates, just to name a few. She concluded that she did not believe that there was a gap for this service. Mr. Jennings responded to Ms. Kaplan’s concerns, stating that VMS RI may be complementary to other programs, and expressed his opinion that there was a need for a state-wide network that is industry agnostic. Ms. Sams also responded to Ms. Kaplan’s concerns, and commented that based on her experience of starting a small business in the State, there is a need for mentoring service when such small business does not meet the priorities of other networking resources such as SEG. Mr. Olean indicated that VMS RI is in the unique position of being able to compliment other programs and not being time-bound. He indicated that such program has been active at the Massachusetts Institute of Technology (“MIT”) for eight years and has accumulated one hundred fifty mentors and two hundred sixty venturers in that program. He expressed his intent to replicate MIT’s model through VMS RI.

Secretary Pryor stated the need to support State incubators and networking mechanisms, and commended Mr. Olean for his proactive creation of VMS RI. In response to a question by Mr. Wadensten, Mr. Olean stated that many of MIT’s venturers and entrepreneurs originate in MIT’s Media Lab. Mr. Jennings commented that a start-up company is not limited solely to newly-created companies.

Mr. Buonanno questioned how VMS RI will measure its success, and Mr. Olean responded that similar to MIT’s model, the venturers will submit feedback as to their mentors and their mentor’s effects; accordingly, VMS RI will review the feedback and financial impact of the mentee companies. He stated that the goal is to develop an entrepreneurial pool that feels like it is being serviced. Mr. Buonanno commented that VMS RI has a proven successful business model, and has a way to measure its success, and indicated his approval of the program.

Upon motion duly made by Mr. Buonanno and seconded by Ms. Sams the following vote was adopted:

**VOTED:** To approve Venture Mentoring Service of Rhode Island (VMS of RI) for an award under the Network Matching Grant Program pursuant to the Resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Jason Kelly, Michael F. McNally, Donna Sams, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: Mary Jo Kaplan.

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

5. **TO CONSIDER A GRANT TO THE URI FOUNDATION TO SUPPORT COLLABORATION ON ECONOMIC DEVELOPMENT INITIATIVES**

Mr. Wadensten left the meeting at 4:58 p.m.

Mr. Jennings stated that before the Board for approval was the renewal of a grant to the University of Rhode Island Foundation for the Corporation's utilization of Katharine Flynn, who has been critical to the Corporation's efforts to involve universities, recruit companies, and conduct research and development efforts. He indicated that the approval would be for the renewal of the grant for one year, and an additional year after that, subject to a sufficient budget and the Corporation's President and COO's approval in his or her discretion.

Mr. Wadensten returned to the meeting at 5:03 p.m.

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

**VOTED:** To approve a grant to the URI Foundation pursuant to the Resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Jason Kelly, Mary Jo Kaplan, Michael F. McNally, Donna Sams, Vanessa Toledo-Vickers, and Karl Wadensten.

Voting against the foregoing were: none.

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

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 5:04 p.m., upon motion made by Ms. Toledo-Vickers and seconded by Ms. Sams.

---

Thomas Carlotto, Secretary

NOVEMBER 20, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT A

**RHODE ISLAND COMMERCE CORPORATION**  
**PUBLIC NOTICE OF MEETING**

A meeting of the Rhode Island Commerce Corporation Board of Directors will be held at the offices of the **Rhode Island Commerce Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island**, on **November 20, 2017**, beginning at **4:00 p.m.** for the following purposes:

**PUBLIC SESSION**

1. Call to order and opening remarks.
2. To consider the meeting minutes for the meeting held October 30, 2017.
3. To consider the application of Gotham Greens Holdings, LLC for incentives under the Qualified Jobs Incentive Tax Credit program and the Rebuild Rhode Island Tax Credit program (See Exhibit 1, which follows, for additional detail).\*
4. To consider applicants for awards under the Network Matching Grant program \*
5. To consider a grant to the URI Foundation to support collaboration on economic development initiatives.
6. To consider the utilization of the Corporation's incentive programs for the investment of public funds.\*

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

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

Shechtman Halperin Savage, LLP,  
Counsel to the Corporation

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

Dated: November 17, 2017

## EXHIBIT 1

### Agenda Item 3

The applicant seeks the award of incentives under the Rebuild Rhode Island Tax Credit program for a development project consisting of approximately 95,000 square feet of commercial space, located at 586 Atwells Avenue in Providence. The total development cost for the project is estimated at approximately \$12.5 million and the total requested tax credits are up to a maximum of \$1.3 million. In addition, the applicant seeks incentives under the Qualified Jobs Incentive Tax Credit program in relation to the new full-time jobs expected to be created and located at the facility. The development sponsor on the application is Gotham Greens Holdings, LLC, which is a regional producer of greenhouse grown vegetables and herbs. The company specializes in pesticide-free produce that is grown using ecologically sustainable methods in technologically-sophisticated, 100% clean energy powered, climate-controlled urban greenhouses.



NOVEMBER 20, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

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

November 20, 2017

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

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

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

**WHEREAS:** The Corporation received an application for incentives under the Acts in relation to a project (“the Project”) by Gotham Greens, LLC (the “Recipient”) at 586 Atwells Avenue, Providence, Rhode Island; and

**WHEREAS:** The Corporation has received information from the Recipient establishing that it has an opportunity to locate the Project in Connecticut and the additional estimated cost of establishing the Project in Rhode Island versus Connecticut gives rise to a Project Financing Gap under the Rebuild Act; and

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

**WHEREAS:** The Board 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 incentives to the Recipient in accordance with the Acts.

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

**RESOLVED:**

1. To accomplish the purposes of the Enabling Act and the Acts, the Corporation approves the issuance of the following incentives:
  - a. Under the Rebuild Act, tax credits (the “Rebuild Tax Credits”) to the Recipient in an amount not to exceed One Million Three Hundred Thousand Dollars (\$1,300,000); and
  - b. Under the Jobs Act, tax credits to the Recipient up to the amount of sixty-eight (68) jobs not to exceed Seven Thousand Five Hundred Dollars (\$7,500) per new full-time job annually.
2. The authorization provided herein is subject to the following conditions:
  - a. The execution of one or more incentive agreements between the Corporation and the Recipient meeting the requirements of the Acts in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
  - b. Prior to certification of any award of incentives to the Recipient, verification by the Corporation of compliance with the eligibility requirements of the rules and regulations adopted in relation to the Rebuild Act (the “Rebuild Rules”);
  - c. The creation of not less than the minimum required new full-time jobs under the Jobs Act; and
  - d. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (a) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (b) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (c) that the Recipient has demonstrated an intention to create the requisite number of new full-time jobs as required under the Jobs Act; (d) the creation of the new full-time jobs would not occur in the State but for the provision of the tax credits under the Jobs Act; (e) that the Recipient’s equity in the Project is not less than twenty percent (20%) of the total project cost and otherwise meets the project cost criteria of the Rebuild Act; (f) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Rebuild Act and the Rebuild Rules; (g) the total amount of Tax Credits 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; (h) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild Act (a copy of which is annexed hereto as Exhibit 2); (i) the Secretary of Commerce has provided written confirmation required by the Rebuild Act (a copy of which is

- annexed hereto as Exhibit 1); (j) the Office of Management and Budget has provided written confirmation required under the Rebuild Act (a copy of which is annexed hereto as Exhibit 2); and (k) the Recipient has demonstrated that it will otherwise satisfy the eligibility requirements of the Rebuild Rules for a Commercial Project; provided, however, that the project is located in a Hope Community and any of the Authorized Officers (hereinafter defined) shall have the authority to exempt the project from the cost threshold pursuant to 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 incentives will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
  5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
  6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
  7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any

and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.

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

## EXHIBIT 1

**From:** Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation  
Darin Early, President and Chief Operating Officer of the Rhode Island Commerce Corporation  
**To:** Board of Directors, Rhode Island Commerce Corporation  
**Re:** Rebuild Rhode Island Tax Credit Application  
**Date:** November 20, 2017

---

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

- To consider the application of Gotham Greens, LLC, for tax credits of \$1,300,000 for a Commercial Project.

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

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

EXHIBIT 2



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
**DEPARTMENT OF ADMINISTRATION**

**OFFICE of MANAGEMENT & BUDGET**  
One Capitol Hill  
Providence, RI 02908-5890

Office: (401) 574-8430

**From:** Jonathan Womer, Director of the Office of Management and Budget  
**To:** Board of Directors, Rhode Island Commerce Corporation  
**Re:** Rebuild Rhode Island Tax Credit Applications  
**Date:** November 20, 2017

---

The staff of the Rhode Island Commerce Corporation (the "Corporation") has informed the Office of Management and Budget ("OMB") that it intends to recommend to the Corporation's Board of Directors (the "Board") one new project for the receipt of tax credits under the Rebuild Rhode Island Tax Credit in an amount not to exceed \$1,300,000.00. That recommendation is as follows:

1. That the application submitted by Gotham Greens Holdings LLC be approved for tax credits in a maximum amount of \$1,300,000.00.

As of October 30, 2017, the Corporation had approved tax credits and/or loans under the program in the amount of \$84,307,444.92. The approval of an additional \$1,300,000.00 of tax credits would bring the cumulative total of approved credits and/or loans to \$85,607,444.92. Currently thirty-eight and half million dollars have been appropriated into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions and section 42-64.20-5(f) of the Rhode Island General Laws authorized aggregate tax credits and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$150 million. Accordingly, the existing and anticipated revenue capacity for the Rebuild Rhode Island Tax Credit program exceeds the total amount of credits and/or loans that are proposed for approval. As a result, OMB confirms that the additional amount of credits and/or loans proposed above, i.e. \$1,300,000.00, does not exceed the existing and anticipated revenue capacity of the state for the Rebuild Rhode Island Tax Credit program. In addition, OMB confirms that, with the approval of the proposed credits and/or loans, the aggregate credits and/or loans approved by the Corporation under the Rebuild Rhode Island program will not exceed the maximum aggregate credits and/or loans allowed under the program.

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

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



**Exhibit A**

Fiscal Year Impact of Proposed Rebuild Rhode Island Tax Credit Projects

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

<i>Projects Confirmed as 8/10/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Finlay Extracts & Ingredients USA, Inc.	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<b>Subtotal:</b>	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<i>Projects Confirmed as 8/22/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Lippitt Mill LLC	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<b>Subtotal:</b>	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<i>Projects Confirmed as 9/26/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Urban Smart Growth, LLC	\$0	\$0	\$713,932.00	\$713,932.00	\$713,931.00	\$713,931.00	\$713,931.00	\$0	\$0	\$0	\$3,569,657.00
Royal Oaks Realty, LLC	\$0	\$0	\$503,435.00	\$503,435.00	\$503,435.00	\$503,435.00	\$503,434.00	\$0	\$0	\$0	\$2,517,174.00
<b>Subtotal:</b>	\$0	\$0	\$1,217,367.00	\$1,217,367.00	\$1,217,366.00	\$1,217,366.00	\$1,217,365.00	\$0	\$0	\$0	\$6,086,831.00
<i>Projects Confirmed as 11/21/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
City of Newport	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<b>Subtotal:</b>	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<i>Projects Confirmed as 12/19/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Chestnut Commons	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Virgin Pulse	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<b>Subtotal:</b>	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<i>Projects Confirmed as 1/23/17</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Downcity	\$0	\$0	\$2,196,151.00	\$1,830,127.00	\$1,098,076.00	\$1,098,076.00	\$1,098,076.00	\$0	\$0	\$0	\$7,320,506.00
<b>Subtotal:</b>	\$0	\$0	\$2,196,151.00	\$1,830,127.00	\$1,098,076.00	\$1,098,076.00	\$1,098,076.00	\$0	\$0	\$0	\$7,320,506.00
<i>Projects Confirmed as 2/27/17</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
SAT Development LLC	\$0	\$0	\$0	\$298,500.00	\$248,750.00	\$149,250.00	\$149,250.00	\$149,250.00	\$0	\$0	\$995,000.00
Agoda Travel Operations USA Inc.	\$0	\$0	\$203,675.00	\$203,675.00	\$203,675.00	\$203,675.00	\$203,674.00	\$0	\$0	\$0	\$1,018,374.00
<b>Subtotal:</b>	\$0	\$0	\$203,675.00	\$502,175.00	\$452,425.00	\$352,925.00	\$352,924.00	\$149,250.00	\$0	\$0	\$2,013,374.00

<i>Projects Confirmed as 5/1/17</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
SSL Partner, LLC	\$0	\$0	\$0	\$0	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000	\$0	\$15,000,000.00
Wexford Science & Technology, LLC <sup>(1)</sup>	\$0	\$0	\$0	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$0	\$0	\$8,354,910.00
Case Mead Association, LLC <sup>(2)</sup>	\$0	\$0	\$317,760.00	\$317,760.00	\$317,760.00	\$317,759.00	\$317,759.00	\$0	\$0	\$0	\$1,588,798.00
<b>Subtotal:</b>	\$0	\$0	\$317,760.00	\$1,988,742.00	\$4,988,742.00	\$4,988,741.00	\$4,988,741.00	\$4,670,982.00	\$3,000,000.00	\$0	\$24,943,708.00
 <i>Projects Confirmed as 5/22/17</i>	 <b>FY2016</b>	 <b>FY2017</b>	 <b>FY2018</b>	 <b>FY2019</b>	 <b>FY2020</b>	 <b>FY2021</b>	 <b>FY2022</b>	 <b>FY2023</b>	 <b>FY2024</b>	 <b>FY2025</b>	 <b>Total</b>
TPG 100 Sabin Hotel, LLC	\$0	\$0	\$0	\$20,000	\$20,000.00	\$20,000	\$20,000.00	\$20,000	\$0	\$0	\$100,000.00
110 North Main, LLC and 110 North Main Management, LLC	\$0	\$0	\$0	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$0	\$0	\$3,000,000.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$0	\$0	\$3,100,000.00
 <i>Projects Confirmed as 10/30/17</i>	 <b>FY2016</b>	 <b>FY2017</b>	 <b>FY2018</b>	 <b>FY2019</b>	 <b>FY2020</b>	 <b>FY2021</b>	 <b>FY2022</b>	 <b>FY2023</b>	 <b>FY2024</b>	 <b>FY2025</b>	 <b>Total</b>
Waldorf Capital Partners LLC <sup>(2) (3)</sup>	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
 <i>Projects Confirmed as 11/20/17</i>	 <b>FY2016</b>	 <b>FY2017</b>	 <b>FY2018</b>	 <b>FY2019</b>	 <b>FY2020</b>	 <b>FY2021</b>	 <b>FY2022</b>	 <b>FY2023</b>	 <b>FY2024</b>	 <b>FY2025</b>	 <b>Total</b>
Gotham Greens Holdings LLC	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
 <b>ALL PROJECTS TOTAL:</b>	 \$0	 \$381,924.80	 \$12,159,246.20	 \$14,641,678.33	 \$16,029,313.13	 \$16,171,135.73	 \$15,828,461.83	 \$6,685,430.30	 \$3,355,127.30	 \$355,127.30	 \$85,607,444.92

**Notes**

(1) River House

(2) Amended

(3) Chestnut Commons

EXHIBIT 3

**Rhode Island Commerce Corporation**  
**Rebuild Rhode Island and Qualified Jobs Incentive Tax Credits –**  
**Economic Impact Analysis**  
*Gotham Greens Holdings, LLC Application*

**Introduction**

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island and Qualified Jobs Incentive tax credits to Gotham Greens Holdings, LLC (“the Company”), a Brooklyn, New York-based producer of high-quality greenhouse-grown vegetables and herbs. The credits would be issued in connection with the Company’s decision to develop and operate a 95,000 square-foot commercial greenhouse in Providence that would employ 68 people. The total development cost of the project is estimated to be \$12.65 million.

The Company is seeking Rebuild Rhode Island tax credits valued at approximately \$1.3 million, and Qualified Jobs Incentive tax credits with an estimated value of approximately \$935,000.

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

**Jobs Analysis**

***Construction***

As shown in Table 1, the Company’s estimate of total project cost is approximately \$12.65 million.

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

Component	Estimated cost
Land acquisition	\$2.70
Hard cost	\$6.69
Soft costs	\$0.33
Equipment, fixtures and furnishings	\$2.18
Working capital	\$0.75
<b>Total</b>	<b>\$12.65</b>

After excluding certain costs that for purposes of this analysis do not have a direct, current impact on Rhode Island's economy (such as land acquisition, some equipment and working capital), the remaining hard and soft costs total approximately \$8.0 million. Applesseed estimates that direct expenditures of \$8.0 million will directly and indirectly generate:

- 53 person-years<sup>1</sup> of work in Rhode Island;
- \$3.2 million in earnings (in 2018 dollars);
- Approximately \$9.1 million in statewide economic output<sup>2</sup>; and
- A one-time increase of \$4.8 million in Rhode Island's GDP.

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

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

	Employment	Earnings	Value added	Output
Direct Effect	40	\$2.5	\$3.6	\$7.2
Indirect Effect	13	0.7	1.2	1.9
<b>Total Effect</b>	<b>53</b>	<b>\$3.2</b>	<b>\$4.8</b>	<b>\$9.1</b>

In addition to the impacts cited in Table 2, direct expenditures of \$8.0 million would directly and indirectly generate a projected one-time increase of approximately \$328,000 in taxes paid to the State during construction. This increase would include approximately:

- \$141,000 in state sales and use taxes paid on construction materials and greenhouse and office fixtures, furniture and equipment;
- \$120,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$52,000 in state sales taxes paid on those workers' taxable household spending; and
- \$15,000 in state business taxes paid by companies directly or indirectly working on the project.

Most of the activity reflected in Table 2 is expected to occur in 2018. 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.

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

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

**Table 3: Anticipated wages during construction**

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

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

### ***Annual operations***

As noted above, the Company intends to hire 68 employees at its new facility in Providence by December 2019. Table 4 summarizes the categories in which these jobs will be created, and median earnings for each category.

**Table 4: Projected employment, end of 2019**

Job category	New full-time positions	Median earnings
Management and administrative	9	\$65,000
Front-line supervision	6	\$50,000
Production, distribution and logistics	53	\$27,040
<b>Total jobs/median earnings</b>	<b>68</b>	<b>\$29,640</b>

Based on data provided by the Company, and using the IMPLAN input-output modeling system, Appleseed estimates that by the end of 2019, ongoing operations associated with the 68 full-time jobs the Company is committing to creating and maintaining will directly and indirectly support:

- 75 full-time-equivalent (FTE) jobs in Rhode Island;
- \$2.8 million in annual earnings (in 2019 dollars);
- \$7.8 million in statewide economic output<sup>4</sup>; and

<sup>3</sup> Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016

- An increase of \$6.4 million in Rhode Island’s annual GDP.

These impacts are summarized below in Table 5.

**Table 5: Direct and indirect annual impact of ongoing operations (employment in FTE; income, value-added and output in millions of 2019 dollars)**

	<b>Employment</b>	<b>Earnings</b>	<b>Value added</b>	<b>Output</b>
Direct Effect	68	\$2.5	\$6.0	\$7.2
Indirect Effect	7	0.3	0.4	0.6
<b>Total Effect</b>	<b>75</b>	<b>\$2.8</b>	<b>\$6.4</b>	<b>\$7.8</b>

In addition to the impacts on employment, earnings, output and state GDP cited above, the Company’s operations in Providence would generate a projected increase of approximately \$164,000 in annual state tax revenues, including:

- \$105,000 in state personal income taxes paid by workers newly employed by the Company in its new operations in Rhode Island, or by Rhode Island workers whose jobs are indirectly attributable to the Company’s facility in Providence;
- \$46,000 in state sales taxes paid on those workers’ taxable household spending; and
- \$13,000 in state business taxes.

As noted below, workers employed by the Company are expected to be drawn primarily from Providence and neighboring communities.

## **Benefits**

The Company provides its employees with a health insurance plan that is fully compliant with the Affordable Care Act.

## **Hiring**

The Company’s goals in Providence will include hiring residents of the neighborhood where the new facility will be located. (In New York City, 100 percent of the Company’s team members live within an eight-mile radius from its facilities.) The Company will work with local economic development organizations to identify candidates for employment.

---

<sup>4</sup> Output is a measure of the total sales by Rhode Island companies (including the “sale” of labor by Rhode Island households) generated by the Center’s operations.



## **Impact**

The state fiscal impact of the requested tax credits is estimated to be approximately \$2.2 million in foregone state revenue. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$6.4 million in 2019, the estimated associated job creation, and a gross increase of nearly \$2.3 million in personal income, sales and business tax revenues during construction and during the twelve-year commitment period beginning in 2019. These benefits are detailed in the foregoing analysis. In addition to the economic and tax revenue impacts cited above, the Company's new facility would benefit Rhode Island in other ways, including:

- Returning to productive use a site that has been inactive for more than twenty-years
- Supporting the city's and Rhode Island's continued development as a center for culinary innovation
- Responding to consumer demand for regionally-grown fresh food
- Supporting local efforts to improve access to fresh food
- Providing health and environmental education services

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. Various features of the Rebuild Rhode Island and Qualified Jobs Incentive programs mitigate risk to the state. Rebuild Rhode Island tax credits are not issued until the proposed development is completed; and Qualified Jobs Incentive tax credits will be determined on the basis of the number of people actually employed and the wages actually paid by the Company.

NOVEMBER 20, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT C

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

November 20, 2017

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

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

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

**WHEREAS:** The Corporation received applications from the applicants identified on Exhibit 1 (the “Recipients”) for award of the Grants; and

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

EXHIBIT 1

<b>Recipient</b>	<b>Amount</b>
New England Medical Innovation Center	\$ 150,000
Venture Mentoring Service of Rhode Island	\$ 81,000

NOVEMBER 20, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

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

November 20, 2017

(With Respect to a Grant to the URI Foundation)

WHEREAS, the Rhode Island Commerce Corporation (the “Corporation”) received a presentation regarding a grant to the University of Rhode Island Foundation (the “Foundation”).

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

Section 1: The Corporation agrees to provide a grant (the “Grant”) of up to \$80,000 to the Foundation in connection with the Foundation’s assistance in relation to economic development endeavors of the Corporation as presented at the November 20, 2017 meeting of the Board of Directors.

Section 2: Any of the Chairperson, Vice Chairperson, Chief Executive Officer, President & Chief Operating Officer or Chief Financial Officer, acting singly, is hereby authorized to negotiate and execute such documents, and to take such actions as may be reasonably necessary in relation to the Grant and implementing this resolution.

Section 3: This resolution shall take effect immediately on passage.

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

November 20, 2017

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

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

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

**WHEREAS:** The Corporation received an application for incentives under the Acts in relation to a project (“the Project”) by Gotham Greens, LLC (the “Recipient”) at 586 Atwells Avenue, Providence, Rhode Island; and

**WHEREAS:** The Corporation has received information from the Recipient establishing that it has an opportunity to locate the Project in Connecticut and the additional estimated cost of establishing the Project in Rhode Island versus Connecticut gives rise to a Project Financing Gap under the Rebuild Act; and

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

**WHEREAS:** The Board 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 incentives to the Recipient in accordance with the Acts.

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

**RESOLVED:**



1. To accomplish the purposes of the Enabling Act and the Acts, the Corporation approves the issuance of the following incentives:
  - a. Under the Rebuild Act, tax credits (the “Rebuild Tax Credits”) to the Recipient in an amount not to exceed One Million Three Hundred Thousand Dollars (\$1,300,000); and
  - b. Under the Jobs Act, tax credits to the Recipient up to the amount of sixty-eight (68) jobs not to exceed Seven Thousand Five Hundred Dollars (\$7,500) per new full-time job annually.
2. The authorization provided herein is subject to the following conditions:
  - a. The execution of one or more incentive agreements between the Corporation and the Recipient meeting the requirements of the Acts in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
  - b. Prior to certification of any award of incentives to the Recipient, verification by the Corporation of compliance with the eligibility requirements of the rules and regulations adopted in relation to the Rebuild Act (the “Rebuild Rules”);
  - c. The creation of not less than the minimum required new full-time jobs under the Jobs Act; and
  - d. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (a) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (b) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (c) that the Recipient has demonstrated an intention to create the requisite number of new full-time jobs as required under the Jobs Act; (d) the creation of the new full-time jobs would not occur in the State but for the provision of the tax credits under the Jobs Act; (e) that the Recipient’s equity in the Project is not less than twenty percent (20%) of the total project cost and otherwise meets the project cost criteria of the Rebuild Act; (f) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Rebuild Act and the Rebuild Rules; (g) the total amount of Tax Credits 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; (h) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild Act (a copy of which is annexed hereto as Exhibit 2); (i) the Secretary of Commerce has provided written confirmation required by the Rebuild Act (a copy of which is

- annexed hereto as Exhibit 1); (j) the Office of Management and Budget has provided written confirmation required under the Rebuild Act (a copy of which is annexed hereto as Exhibit 2); and (k) the Recipient has demonstrated that it will otherwise satisfy the eligibility requirements of the Rebuild Rules for a Commercial Project; provided, however, that the project is located in a Hope Community and any of the Authorized Officers (hereinafter defined) shall have the authority to exempt the project from the cost threshold pursuant to 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 incentives will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
  5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
  6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
  7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any

and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.

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

## EXHIBIT 1

**From:** Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation  
Darin Early, President and Chief Operating Officer of the Rhode Island Commerce Corporation  
**To:** Board of Directors, Rhode Island Commerce Corporation  
**Re:** Rebuild Rhode Island Tax Credit Application  
**Date:** November 20, 2017

---

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

- To consider the application of Gotham Greens, LLC, for tax credits of \$1,300,000 for a Commercial Project.

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

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

EXHIBIT 2



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
**DEPARTMENT OF ADMINISTRATION**

**OFFICE of MANAGEMENT & BUDGET**

One Capitol Hill  
Providence, RI 02908-5890

Office: (401) 574-8430

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

**To:** Board of Directors, Rhode Island Commerce Corporation

**Re:** Rebuild Rhode Island Tax Credit Applications

**Date:** November 20, 2017

A handwritten signature in black ink, appearing to be "Jonathan Womer", written over a horizontal line.

---

The staff of the Rhode Island Commerce Corporation (the "Corporation") has informed the Office of Management and Budget ("OMB") that it intends to recommend to the Corporation's Board of Directors (the "Board") one new project for the receipt of tax credits under the Rebuild Rhode Island Tax Credit in an amount not to exceed \$1,300,000.00. That recommendation is as follows:

1. That the application submitted by Gotham Greens Holdings LLC be approved for tax credits in a maximum amount of \$1,300,000.00.

As of October 30, 2017, the Corporation had approved tax credits and/or loans under the program in the amount of \$84,307,444.92. The approval of an additional \$1,300,000.00 of tax credits would bring the cumulative total of approved credits and/or loans to \$85,607,444.92. Currently thirty-eight and half million dollars have been appropriated into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions and section 42-64.20-5(f) of the Rhode Island General Laws authorized aggregate tax credits and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$150 million. Accordingly, the existing and anticipated revenue capacity for the Rebuild Rhode Island Tax Credit program exceeds the total amount of credits and/or loans that are proposed for approval. As a result, OMB confirms that the additional amount of credits and/or loans proposed above, i.e. \$1,300,000.00, does not exceed the existing and anticipated revenue capacity of the state for the Rebuild Rhode Island Tax Credit program. In addition, OMB confirms that, with the approval of the proposed credits and/or loans, the aggregate credits and/or loans approved by the Corporation under the Rebuild Rhode Island program will not exceed the maximum aggregate credits and/or loans allowed under the program.

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

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

**Exhibit A**

Fiscal Year Impact of Proposed Rebuild Rhode Island Tax Credit Projects

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

<i>Projects Confirmed as 8/10/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Finlay Extracts & Ingredients USA, Inc.	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<b>Subtotal:</b>	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<i>Projects Confirmed as 8/22/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Lippitt Mill LLC	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<b>Subtotal:</b>	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<i>Projects Confirmed as 9/26/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Urban Smart Growth, LLC	\$0	\$0	\$713,932.00	\$713,932.00	\$713,931.00	\$713,931.00	\$713,931.00	\$0	\$0	\$0	\$3,569,657.00
Royal Oaks Realty, LLC	\$0	\$0	\$503,435.00	\$503,435.00	\$503,435.00	\$503,435.00	\$503,434.00	\$0	\$0	\$0	\$2,517,174.00
<b>Subtotal:</b>	\$0	\$0	\$1,217,367.00	\$1,217,367.00	\$1,217,366.00	\$1,217,366.00	\$1,217,365.00	\$0	\$0	\$0	\$6,086,831.00
<i>Projects Confirmed as 11/21/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
City of Newport	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<b>Subtotal:</b>	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<i>Projects Confirmed as 12/19/16</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Chestnut Commons	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Virgin Pulse	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<b>Subtotal:</b>	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<i>Projects Confirmed as 1/23/17</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Downcity	\$0	\$0	\$2,196,151.00	\$1,830,127.00	\$1,098,076.00	\$1,098,076.00	\$1,098,076.00	\$0	\$0	\$0	\$7,320,506.00
<b>Subtotal:</b>	\$0	\$0	\$2,196,151.00	\$1,830,127.00	\$1,098,076.00	\$1,098,076.00	\$1,098,076.00	\$0	\$0	\$0	\$7,320,506.00
<i>Projects Confirmed as 2/27/17</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
SAT Development LLC	\$0	\$0	\$0	\$298,500.00	\$248,750.00	\$149,250.00	\$149,250.00	\$149,250.00	\$0	\$0	\$995,000.00
Agoda Travel Operations USA Inc.	\$0	\$0	\$203,675.00	\$203,675.00	\$203,675.00	\$203,675.00	\$203,674.00	\$0	\$0	\$0	\$1,018,374.00
<b>Subtotal:</b>	\$0	\$0	\$203,675.00	\$502,175.00	\$452,425.00	\$352,925.00	\$352,924.00	\$149,250.00	\$0	\$0	\$2,013,374.00



<i>Projects Confirmed as 5/1/17</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
SSL Partner, LLC	\$0	\$0	\$0	\$0	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000	\$0	\$15,000,000.00
Wexford Science & Technology, LLC <sup>(1)</sup>	\$0	\$0	\$0	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$0	\$0	\$8,354,910.00
Case Mead Association, LLC <sup>(2)</sup>	\$0	\$0	\$317,760.00	\$317,760.00	\$317,760.00	\$317,759.00	\$317,759.00	\$0	\$0	\$0	\$1,588,798.00
<b>Subtotal:</b>	\$0	\$0	\$317,760.00	\$1,988,742.00	\$4,988,742.00	\$4,988,741.00	\$4,988,741.00	\$4,670,982.00	\$3,000,000.00	\$0	\$24,943,708.00
 <i>Projects Confirmed as 5/22/17</i>	 <b>FY2016</b>	 <b>FY2017</b>	 <b>FY2018</b>	 <b>FY2019</b>	 <b>FY2020</b>	 <b>FY2021</b>	 <b>FY2022</b>	 <b>FY2023</b>	 <b>FY2024</b>	 <b>FY2025</b>	 <b>Total</b>
TPG 100 Sabin Hotel, LLC	\$0	\$0	\$0	\$20,000	\$20,000.00	\$20,000	\$20,000.00	\$20,000	\$0	\$0	\$100,000.00
110 North Main, LLC and 110 North Main Management, LLC	\$0	\$0	\$0	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$0	\$0	\$3,000,000.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$0	\$0	\$3,100,000.00
 <i>Projects Confirmed as 10/30/17</i>	 <b>FY2016</b>	 <b>FY2017</b>	 <b>FY2018</b>	 <b>FY2019</b>	 <b>FY2020</b>	 <b>FY2021</b>	 <b>FY2022</b>	 <b>FY2023</b>	 <b>FY2024</b>	 <b>FY2025</b>	 <b>Total</b>
Waldorf Capital Partners LLC <sup>(2) (3)</sup>	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
 <i>Projects Confirmed as 11/20/17</i>	 <b>FY2016</b>	 <b>FY2017</b>	 <b>FY2018</b>	 <b>FY2019</b>	 <b>FY2020</b>	 <b>FY2021</b>	 <b>FY2022</b>	 <b>FY2023</b>	 <b>FY2024</b>	 <b>FY2025</b>	 <b>Total</b>
Gotham Greens Holdings LLC	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
 <b>ALL PROJECTS TOTAL:</b>	 \$0	 \$381,924.80	 \$12,159,246.20	 \$14,641,678.33	 \$16,029,313.13	 \$16,171,135.73	 \$15,828,461.83	 \$6,685,430.30	 \$3,355,127.30	 \$355,127.30	 \$85,607,444.92

**Notes**

(1) River House

(2) Amended

(3) Chestnut Commons

EXHIBIT 3

**Rhode Island Commerce Corporation**  
**Rebuild Rhode Island and Qualified Jobs Incentive Tax Credits –**  
**Economic Impact Analysis**  
*Gotham Greens Holdings, LLC Application*

**Introduction**

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island and Qualified Jobs Incentive tax credits to Gotham Greens Holdings, LLC (“the Company”), a Brooklyn, New York-based producer of high-quality greenhouse-grown vegetables and herbs. The credits would be issued in connection with the Company’s decision to develop and operate a 95,000 square-foot commercial greenhouse in Providence that would employ 68 people. The total development cost of the project is estimated to be \$12.65 million.

The Company is seeking Rebuild Rhode Island tax credits valued at approximately \$1.3 million, and Qualified Jobs Incentive tax credits with an estimated value of approximately \$935,000.

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

**Jobs Analysis**

***Construction***

As shown in Table 1, the Company’s estimate of total project cost is approximately \$12.65 million.

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

Component	Estimated cost
Land acquisition	\$2.70
Hard cost	\$6.69
Soft costs	\$0.33
Equipment, fixtures and furnishings	\$2.18
Working capital	\$0.75
<b>Total</b>	<b>\$12.65</b>

After excluding certain costs that for purposes of this analysis do not have a direct, current impact on Rhode Island's economy (such as land acquisition, some equipment and working capital), the remaining hard and soft costs total approximately \$8.0 million. Applesseed estimates that direct expenditures of \$8.0 million will directly and indirectly generate:

- 53 person-years<sup>1</sup> of work in Rhode Island;
- \$3.2 million in earnings (in 2018 dollars);
- Approximately \$9.1 million in statewide economic output<sup>2</sup>; and
- A one-time increase of \$4.8 million in Rhode Island's GDP.

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

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

	Employment	Earnings	Value added	Output
Direct Effect	40	\$2.5	\$3.6	\$7.2
Indirect Effect	13	0.7	1.2	1.9
<b>Total Effect</b>	<b>53</b>	<b>\$3.2</b>	<b>\$4.8</b>	<b>\$9.1</b>

In addition to the impacts cited in Table 2, direct expenditures of \$8.0 million would directly and indirectly generate a projected one-time increase of approximately \$328,000 in taxes paid to the State during construction. This increase would include approximately:

- \$141,000 in state sales and use taxes paid on construction materials and greenhouse and office fixtures, furniture and equipment;
- \$120,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$52,000 in state sales taxes paid on those workers' taxable household spending; and
- \$15,000 in state business taxes paid by companies directly or indirectly working on the project.

Most of the activity reflected in Table 2 is expected to occur in 2018. 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.

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

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

**Table 3: Anticipated wages during construction**

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

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

### ***Annual operations***

As noted above, the Company intends to hire 68 employees at its new facility in Providence by December 2019. Table 4 summarizes the categories in which these jobs will be created, and median earnings for each category.

**Table 4: Projected employment, end of 2019**

<b>Job category</b>	<b>New full-time positions</b>	<b>Median earnings</b>
Management and administrative	9	\$65,000
Front-line supervision	6	\$50,000
Production, distribution and logistics	53	\$27,040
<b>Total jobs/median earnings</b>	<b>68</b>	<b>\$29,640</b>

Based on data provided by the Company, and using the IMPLAN input-output modeling system, Appleseed estimates that by the end of 2019, ongoing operations associated with the 68 full-time jobs the Company is committing to creating and maintaining will directly and indirectly support:

- 75 full-time-equivalent (FTE) jobs in Rhode Island;
- \$2.8 million in annual earnings (in 2019 dollars);
- \$7.8 million in statewide economic output<sup>4</sup>; and

<sup>3</sup> Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016

- An increase of \$6.4 million in Rhode Island’s annual GDP.

These impacts are summarized below in Table 5.

**Table 5: Direct and indirect annual impact of ongoing operations (employment in FTE; income, value-added and output in millions of 2019 dollars)**

	<b>Employment</b>	<b>Earnings</b>	<b>Value added</b>	<b>Output</b>
Direct Effect	68	\$2.5	\$6.0	\$7.2
Indirect Effect	7	0.3	0.4	0.6
<b>Total Effect</b>	<b>75</b>	<b>\$2.8</b>	<b>\$6.4</b>	<b>\$7.8</b>

In addition to the impacts on employment, earnings, output and state GDP cited above, the Company’s operations in Providence would generate a projected increase of approximately \$164,000 in annual state tax revenues, including:

- \$105,000 in state personal income taxes paid by workers newly employed by the Company in its new operations in Rhode Island, or by Rhode Island workers whose jobs are indirectly attributable to the Company’s facility in Providence;
- \$46,000 in state sales taxes paid on those workers’ taxable household spending; and
- \$13,000 in state business taxes.

As noted below, workers employed by the Company are expected to be drawn primarily from Providence and neighboring communities.

## **Benefits**

The Company provides its employees with a health insurance plan that is fully compliant with the Affordable Care Act.

## **Hiring**

The Company’s goals in Providence will include hiring residents of the neighborhood where the new facility will be located. (In New York City, 100 percent of the Company’s team members live within an eight-mile radius from its facilities.) The Company will work with local economic development organizations to identify candidates for employment.

---

<sup>4</sup> Output is a measure of the total sales by Rhode Island companies (including the “sale” of labor by Rhode Island households) generated by the Center’s operations.

## Impact

The state fiscal impact of the requested tax credits is estimated to be approximately \$2.2 million in foregone state revenue. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$6.4 million in 2019, the estimated associated job creation, and a gross increase of nearly \$2.3 million in personal income, sales and business tax revenues during construction and during the twelve-year commitment period beginning in 2019. These benefits are detailed in the foregoing analysis. In addition to the economic and tax revenue impacts cited above, the Company's new facility would benefit Rhode Island in other ways, including:

- Returning to productive use a site that has been inactive for more than twenty-years
- Supporting the city's and Rhode Island's continued development as a center for culinary innovation
- Responding to consumer demand for regionally-grown fresh food
- Supporting local efforts to improve access to fresh food
- Providing health and environmental education services

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. Various features of the Rebuild Rhode Island and Qualified Jobs Incentive programs mitigate risk to the state. Rebuild Rhode Island tax credits are not issued until the proposed development is completed; and Qualified Jobs Incentive tax credits will be determined on the basis of the number of people actually employed and the wages actually paid by the Company.

NOVEMBER 20, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT C



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

November 20, 2017

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

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

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

**WHEREAS:** The Corporation received applications from the applicants identified on Exhibit 1 (the “Recipients”) for award of the Grants; and

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

EXHIBIT 1

<b>Recipient</b>	<b>Amount</b>
New England Medical Innovation Center	\$ 150,000
Venture Mentoring Service of Rhode Island	\$ 81,000

NOVEMBER 20, 2017 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

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

November 20, 2017

(With Respect to a Grant to the URI Foundation)

WHEREAS, the Rhode Island Commerce Corporation (the “Corporation”) received a presentation regarding a grant to the University of Rhode Island Foundation (the “Foundation”).

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

Section 1: The Corporation agrees to provide a grant (the “Grant”) of up to \$80,000 to the Foundation in connection with the Foundation’s assistance in relation to economic development endeavors of the Corporation as presented at the November 20, 2017 meeting of the Board of Directors.

Section 2: Any of the Chairperson, Vice Chairperson, Chief Executive Officer, President & Chief Operating Officer or Chief Financial Officer, acting singly, is hereby authorized to negotiate and execute such documents, and to take such actions as may be reasonably necessary in relation to the Grant and implementing this resolution.

Section 3: This resolution shall take effect immediately on passage.

TAB 2

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

**December 18, 2017**

**APPROVED**

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

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

December 18, 2017

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

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

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

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

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

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

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

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

**RESOLVED:**



1. To accomplish the purposes of the Enabling Act and the Acts, the Corporation approves the issuance of the following incentives:
  - a. Under the Rebuild Act, tax credits to the Recipient in an amount not to exceed Seven Hundred Fifty Thousand Dollars (\$750,000) and a sales and use tax exemption not to exceed One Hundred Thousand Dollars (\$100,000).
  - b. Under the Jobs Act, tax credits to the Recipient up to the amount of five hundred (500) jobs not to exceed Seven Thousand Five Hundred Dollars (\$7,500) per new full-time job annually.
  - c. A grant to the Recipient under the First Wave Act in the amount of Five Hundred Thousand Dollars (\$500,000).
2. The authorization provided herein is subject to the following conditions:
  - a. The execution of one or more incentive agreements between the Corporation and the Recipient meeting the requirements of the Acts in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
  - b. Prior to certification of any award of incentives to the Recipient, verification by the Corporation of compliance with i) the eligibility requirements of Rule 6 of the rules and regulations adopted in relation to the Rebuild Act (the "Rebuild Rules"); and, ii) the funding guidelines of Rule 6 of the rules and regulations adopted in relation to the First Wave Act (the "First Wave Rules");
  - c. The creation of not less than the minimum required new full-time jobs under the Jobs Act, which earn no less than the median hourly wage as most recently reported by the United States Bureau of Labor Statistics for the State of Rhode Island; and
  - d. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient has demonstrated an intention to create the requisite number of new full-time jobs as required under the Jobs Act; (iv) the creation of the new full-time jobs would not occur in the State but for the provision of the tax credits under the Jobs Act; (v) that the Recipient's equity in the Project is not less than twenty percent (20%) of the total project cost and otherwise meets the project cost

- criteria of the Rebuild Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Rebuild Act and the Rebuild Rules as well as the incentives under the First Wave Act and the First Wave Rules; (v) the total amount of tax credits awarded for the Project under the Rebuild Act are not more than twenty (20%) of the total project cost or the amount needed to close the Project Financing Gap; (vi) the Project is located in a “Hope Community” (as defined in the Rebuild Rules) and an exemption from the project cost requirement of Rules 6 of the Rebuild Rules is allowed; (vii) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild Act (a copy of which is annexed hereto as Exhibit 2); (viii) the Secretary of Commerce has provided written confirmation required by the Rebuild Act (a copy of which is annexed hereto as Exhibit 1); (ix) the Office of Management and Budget has provided written confirmation required under the Rebuild Act (a copy of which is annexed hereto as Exhibit 2); and (x) the Recipient has demonstrated that it will otherwise satisfy the eligibility requirements of Rule 6 of the Rebuild Rules for a commercial project and the funding guidelines of Rule 6 of the First Wave Rules.
4. Prior to the execution of an incentive agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the incentives will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
  5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
  6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and

duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.

7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.
9. This resolution shall take effect immediately upon adoption by the Board.

EXHIBIT 1

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

---

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

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

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

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

EXHIBIT 2

EXHIBIT 3

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

*Infosys Limited, Application*

**Introduction**

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

The Company is requesting:

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

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

**Jobs Analysis**

***Construction***

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

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

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



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

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

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

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

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

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

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

**Table 2: Anticipated wages during construction**

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

<sup>1</sup> Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016



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

## **Benefits**

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

## **Hiring**

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

## **Impact**

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

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

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

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

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

TAB 3

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

**December 18, 2017**

**APPROVED**

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

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

December 18, 2017

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

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

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

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

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

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

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

**RESOLVED:**

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



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

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

EXHIBIT 1

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

---

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

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

EXHIBIT 2

**DOR** Rhode Island Department of Revenue  
Division of Taxation

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

**To:** Board of Directors, Rhode Island Commerce Corporation

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

**Date:** December 18, 2017

---

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

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

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

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

EXHIBIT A

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



EXHIBIT 3



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

**Introduction**

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

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

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

**Jobs Analysis**

***Construction***

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

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

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

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

- 111 person-years<sup>2</sup> of work in Rhode Island;
- Nearly \$6.7 million in earnings (in 2018 dollars);
- Approximately \$19.3 million in statewide economic output<sup>3</sup>; and
- A one-time increase of more than \$10.2 million in Rhode Island’s GDP.

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

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

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

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

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

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

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

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

**Table 3: Anticipated wages during construction**

Occupation	RI median hourly wage <sup>4</sup>
Architect	\$42.50
Construction manager	\$50.86
Carpenter	\$22.42
Electrician	\$25.26
Plumber	\$24.84
Painter	\$18.69
Laborer	\$18.68

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

### ***Annual operations***

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

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

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

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

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

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

<sup>4</sup> Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016

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

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

## **Impact**

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

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

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

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

TAB 4

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

**December 18, 2017**

**APPROVED**

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

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

December 18, 2017

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

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

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

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

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

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

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

**RESOLVED:**

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

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

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



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

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

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

EXHIBIT 1

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

---

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

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

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

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

EXHIBIT 2

EXHIBIT 3

TAB 5

NO VOTE

TAB 6



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

**December 18, 2017**

**APPROVED**

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

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

December 18, 2017

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

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

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

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

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

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

**RESOLVED:**

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

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

TAB 7

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

**December 18, 2017**

**APPROVED**

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

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

December 18, 2017

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

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

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

RESOLVED:

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

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

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



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

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

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

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

TAB 8

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

**December 18, 2017**

**APPROVED**

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

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

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

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

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

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

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

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

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

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

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

**RESOLVED:**

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

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

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



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

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

TAB 9

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

**December 18, 2017**

**APPROVED**

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

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

December 15, 2017

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

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

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

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

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

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