

RHODE ISLAND COMMERCE CORPORATION

AGENDA

October 28, 2024

Call to order and opening remarks.

- Tab 1: To consider for approval meeting minutes.
- Tab 2: To consider the award of incentives to 36 Exchange Terrace LLC of \$450,000 under the Rebuild Rhode Island Tax Credit Act.*
- Tab 3: To consider the Corporation's annual budget.
- Tab 4: To consider the request of Bank of America, N.A. ("BOA") to permit the redemption and/or payoff of the Corporation's Economic Development Revenue Bonds 1997-Series, issues for the benefit of Fleet National Bank, predecessor to BOA and the waiver of certain requirements and timeframes, including necessary amendments to bond documents to accomplish the foregoing.*
- Tab 5: To receive an update on the Corporation's marketing efforts.
- Tab 6: To receive an update on the Ocean Tech Hub.

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

TAB 1

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

October 28, 2024

APPROVED

VOTED: To approve the public session and executive session meeting minutes for the September 30, 2024 meeting as presented to the Board.

RHODE ISLAND COMMERCE CORPORATION
MEETING OF DIRECTORS
PUBLIC SESSION
September 30, 2024

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on September 24, 2024, in Public Session, beginning at 5:00 p.m., pursuant to the public notice of meeting, a copy of which is attached hereto as Exhibit A, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: David Chenevert, Patrick Crowley, Dr. Brenda Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Directors absent were: Governor Daniel J. McKee; Elizabeth Catucci, An T. Le; Bill Stone; and William Tsonos.

Also present were: Secretary of Commerce Elizabeth Tanner; James S. Bennett, President and COO; and Christopher J. Fragomeni, Esq.

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

Karl Wadensten called the meeting to order at 5:02 p.m., indicating that a quorum was present.

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

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

VOTED: To approve the public session meeting minutes for the July 22, 2024 and August 27, 2024 meetings as presented to the Board.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

Ms. Donovan-Boyle abstained.

3. **TO CONSIDER AWARDS OF INCENTIVES TO REGENT CRAFT, INC., OF \$3,000,000 UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT AND \$1,000,000 UNDER THE FIRST WAVE CLOSING FUND ACT, AND AN AMENDMENT TO THE COMPANY'S AWARD UNDER THE QUALIFIED JOBS INCENTIVE ACT.**

Jeff Miller, the Executive Vice President of Investments at the Corporation, recounted that Regent Craft, Inc. ("Regent") previously received an award under the Qualified Jobs incentive program to commit to create a certain number of new jobs in the State. He noted that the request before the Board was to increase that award, amend certain hiring milestones, and begin the eligible hiring period on January 1, 2024.

He also noted that the Corporation's staff is recommending that the Board award Regent \$3 million under the Rebuild Rhode Island Tax Credit program and \$1 million under the First Wave Closing Fund to build out a premises that Regent will be leasing in Quonset. He indicated that the proposed incentives are to entice Regent to stay in the State because Regent could relocate to Ohio, Georgia, and other states. In response to a question by Mr. Wadensten, Mr. Miller indicated that Regent builds electric powered sea gliders.

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

VOTED: To approve awards of incentives to REGENT Craft, Inc., of \$3,000,000 under the Rebuild Rhode Island Tax Credit Act and \$1,000,000 under the First Wave Closing Fund Act, and an amendment to the company's award under the Qualified Jobs Incentive Act pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

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

4. **TO CONSIDER AMENDMENTS TO THE RULES AND REGULATIONS FOR THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM.**

Mr. Miller stated that, in 2022, the General Assembly amended the Rebuild Rhode Island Tax Credit program's legislation, requiring that developers pay a prevailing wage for projects that meet certain project sizes. He further stated that three agencies—the Corporation, the Division of Taxation, and the Department of Labor and Training—amended the rules and regulations of the program to accommodate the legislative change. The approval, he noted, is only to begin the promulgation process and a public comment period will take place at a later time. In response to a question by Mr. Wadensten, Mr. Miller stated that a project's cost must exceed \$10 million to trigger the payment of prevailing wage.

Upon motion duly made by Mr. Crowley and seconded by Ms. O'Donnell, the following vote was adopted:

VOTED: To approve amendments to the rules and regulations for the Rebuild Rhode Island Tax Credit Program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

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

5. **TO DISCUSS THE STATUS OF THE LIPPITT MILL PROJECT LOCATED IN WEST WARWICK.**

Dr. Dann-Messier entered the meeting at 5:06 p.m.

Mr. Miller explained that the Board previously awarded the Lippitt Mill project \$2.6 million in tax credits under the Rebuild Rhode Island Tax Credit program. Then, he stated, the project was subject to a receivership proceeding. He indicated that a new developer, Marathon Development ("Marathon"), is purchasing the project out of receivership. A representative of Marathon indicated that the project will be entirely affordable units. He noted that Marathon has also negotiated other incentives with West Warwick.

6. **TO CONSIDER THE CORPORATION'S ANNUAL FINANCIAL STATEMENTS.**

Justin Medeiros, the Chief Financial Officer and Senior Controller, presented an overview of the Corporation's key financial elements and performance over the past year. He discussed, at a high level, the Corporation's net position, balance sheets, and financial changes for the 2023-2024 fiscal year. Notably, he highlighted the Corporation's net position, which is strong.

Jim Wilkinson, a partner at Marcum, LLP ("Marcum")—the Corporation's auditor—thanked Mr. Medeiros and the finance team for their assistance through the audit. He noted that he met with the Audit Committee on two occasions to plan for the audit and review the draft financial statement. At this point, he stated, the audit is complete and Marcum expects to issue a clean, unmodified opinion on the financial statements. He noted that there were no material findings noted and he commended the Corporation on its initiative to implement risk management and internal control policies.

Dr. Dann-Messier congratulated the finance team on a clean audit, and Mr. Chenevert noted that the Corporation has assisted over three thousand businesses.

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

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

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

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

7. TO CONSIDER APPROVAL OF INNOVATION VOUCHERS.

Lisa Carnevale, the Corporation's Vice President of Innovation Initiatives, explained that four vouchers are proposed for approval, cumulatively totaling \$266,800. The first, she noted, was Bolden Therapeutics, Inc. ("Bolden"), which plans to collaborate with Brown University ("Brown") on developing its drug candidates to combat, among other things, Alzheimer's Disease.

The second company, she stated, was Kestrel Innovative Fibers, LLC ("Kestrel"), which focuses on developing textile fibers from recycled plastics that are sourced from oceans and landfills. She noted that these sourced plastics break down when further processed into fibers. To address this, Ms. Carnevale stated that Kestrel plans to test polymer additives, and then move forward with production.

Ms. Carnevale explained that the third company—Mighty Well, Inc. ("Mighty Well")—focuses on wearable medical devices designed for long-term intravenous therapy; especially, central catheters inserted into the arm. These devices, she stated, allow for the continuous delivery of medication and fluids, such as chemotherapy, and can remain in place for an extended period of time. With the proposed voucher, she explained, Mighty Well plans to integrate a product line that creates a secure, waterproof line cover to protect and hold the catheter in place while the wearer is showering, etc.

Ms. Carnevale identified the last company, Prisere, LLC ("Prisere"). Prisere specializes in disaster mapping tools and disaster mitigation. She indicated that Prisere is seeking a voucher to conduct testing on a new emergency kit and their impact on company insurance liability and other risks. She explained that Prisere intends to sell its products in bulk.

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

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

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

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

8. TO CONSIDER THE SELECTION OF VENDORS FOR BROADBAND INFRASTRUCTURE PROJECTS FUNDED THROUGH THE FEDERAL CAPITAL PROJECTS FUND.

Brian Thorn, the Corporation's Director of Broadband Strategy, discussed how the initiative aims to provide essential broadband connectivity to communities with areas unserved and underserved by high-speed internet access, specifically targeting areas in Newport, Jamestown, and Westerly. The Corporation, he explained, issued a request for proposals for broadband infrastructure projects in these municipalities. The proposals, he stated, were reviewed and scored, and the Corporation's staff recommends that the Board approve the retention of Verizon New England, Inc. ("Verizon") for the Jamestown and Westerly areas and GoNetSpeed for the Newport area. Mr. Thorn indicated that the staff also requests that the Board approve the Corporation to make an award to the next highest bidder if Verizon or GoNetSpeed cannot meet project or program requirements. Mr. Thorn noted that there will be approximately \$11 million in remaining funds and the Corporation will issue a second request for proposals for those funds for areas in Northern and Western Rhode Island.

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

VOTED: To approve the selection of vendors for broadband infrastructure projects funded through the federal Capital Projects Fund pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were; David Chenevert, Patrick Crowley, Dr. Dann-Messier, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

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

Ms. Donovan-Boyle recused.

9. TO CONSIDER AN INCREASE IN FUNDING FOR THE CONTRACT WITH ALTMAN SOLON US, L.P.

Mr. Thorn requested approval for \$434,000 in additional funding for Altman Solon US, L.P., the Corporation's broadband consultant, to address an increased workload. The workload, he explained, included revisions and curing for the State's initial plan as required by the National Telecommunications and Information Administration ("NTIA"); support for requests from internet service providers; changing submission deadlines; a second round of awards for the Capital Projects Fund project areas; and technical advice regarding administrative petitions, formal letters, and legal filings.

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

VOTED: To approve an increase in funding for the contract with Altman Solon US, L.P. pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

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

10. TO CONSIDER SUBMISSION OF AN APPLICATION FOR ECONOMIC DEVELOPMENT DISTRICT DESIGNATION.

Daniela Fairchild, the Corporation's Chief Strategy Officer, explained that the United States Economic Development Administration ("EDA") designates regions as Economic Development Districts ("EDDs"); there are 400 nationwide, but none in Rhode Island. She stated that EDDs provide significant benefits, including dedicated funding from the EDA for operations, application bonuses, and statewide access to otherwise geographically targeted grant opportunities. She stated that the requirements of an EDD are minimal, primarily involving the development and implementation of a comprehensive economic strategy, which is already mandated to be completed by the Corporation by State law. She noted that the application materials are currently being prepared, and support from a majority of municipalities is necessary and has been acquired. Ms. Fairchild indicated that the request before the Board is for staff to apply for an EDD designation.

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

VOTED: To approve submission of an application for economic development district designation.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

11. TO CONSIDER ADOPTION OF AN ARTIFICIAL INTELLIGENCE POLICY.

Ms. Fairchild noted that the Corporation currently lacks a policy regarding the use of artificial intelligence ("AI"). She noted that it is essential that employees are provided with structured information to leverage AI while ensuring data security. She stated that it is crucial for

employees to understand the implications of using AI tools, especially since these tools retain sensitive information. She explained that the Corporation is developing an AI policy to outline available tools and guidelines for their use. She noted this policy will be edited as needed with Board approval. Additionally, she noted that the Governor has established an AI task force to address these issues and that the Corporation will keep abreast of the task force efforts.

Upon motion duly made by Ms. O'Donnell and seconded by Dr. Dann-Messier, the following vote was adopted:

VOTED: To approve adoption of the artificial intelligence policy submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

12. TO CONSIDER ADOPTION OF A CONFLICT OF INTEREST POLICY FOR THE STATE SMALL BUSINESS CREDIT INITIATIVE.

Neil Martin, the Managing Director of Financial Programs, explained that U.S. Treasury requires certain conflict of interest disclosures to ensure that no insiders of the Corporation are investing in companies that are receiving funding under the State Small Business Credit Initiative. The proposed policy, he stated, meets that mandate.

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

VOTED: To approve adoption of the conflict of interest policy for the State Small Business Credit Initiative submitted to the Board.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

13. TO RATIFY UNANIMOUS WRITTEN CONSENTS OF THE BOARD PERTAINING TO (1) EXTENSIONS AND ADDITIONAL FUNDING OF THE CONTRACTS WITH DUFFY & SHANLEY, INC.; AND (2) A CONSENT FOR A PEDESTRIAN CROSSING TO 100 SALEM STREET.

Attorney Fragomeni recounted that the Board entered into two written unanimous consents last month relative to the extension—and additional monthly retainers—of contracts with Duffy

& Shanley, Inc., and a pedestrian crossing between Bryant University and Fidelity. He noted that those written consents are now being ratified at a public meeting to ensure public transparency.

Upon motion duly made by Mr. Crowley and seconded by Ms. Donovan-Boyle, the following vote was adopted:

VOTED: To ratify the unanimous written consents of the Board pertaining to (1) extensions and additional funding of the contracts with Duffy & Shanley, Inc.; and (2) a consent for a pedestrian crossing to 100 Salem Street.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

14. TO CONSIDER RECEIPT OF A PAYMENT FOR SATISFACTION OF A RENEWABLE ENERGY FUND LOAN.

Attorney Fragomeni recounted that, in 2013, the Board approved a \$200,000 forgivable loan to JAL Hydro, LLC ("JAL") intended for the installation of a renewable energy project at a dam in West Warwick. He stated that the loan was to be forgiven once the project was completed. At time of loan close, the borrower provided about \$66,000 of equity into the project. However, he stated, JAL was unable to complete the project due to difficulties in obtaining permits and subsequent delays. Attorney Fragomeni explained that JAL later informed the Corporation of its insolvency and, through negotiations, offered a payment of \$60,000 in settlement and satisfaction of the loan.

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

VOTED: To approve receipt of a payment for satisfaction of a Renewable Energy Fund loan as presented to the Board.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

15. TO DISCUSS COXCOM, LLC D/B/A COX COMMUNICATIONS V. RHODE ISLAND COMMERCE CORPORATION.

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

VOTED: To enter into executive session pursuant to R.I. Gen. Laws § 42-46-5(a)(2) to discuss *CoxComm LLC d/b/a Cox Communications v. Rhode Island Commerce Corporation*.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

The Board, staff, and counsel entered into executive session at 6:14 p.m.

The Board, staff, and counsel returned to public session at 6:53 p.m.

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

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

VOTED: To seal the minutes of the executive session.

Voting in favor of the foregoing were: David Chenevert, Patrick Crowley, Dr. Dann-Messier, Erin Donovan-Boyle, Carol O'Donnell, Donna Sams, Michael Solomon, and Karl Wadensten.

Voting against the foregoing were none.

There being no further business in public session, the meeting was adjourned by unanimous consent at 6:54 p.m. upon motion made by Ms. Donovan-Boyle and seconded by Mr. Crowley.

Christopher J. Fragomeni, Secretary

SEPTEMBER 30, 2024 PUBLIC SESSION MEETING MINUTES

EXHIBIT A

RHODE ISLAND COMMERCE CORPORATION
PUBLIC NOTICE OF MEETING

A meeting of the Board of Directors of the Rhode Island Commerce Corporation ("Corporation") will be held on **September 30, 2024**, beginning at **5:00 p.m.** at the offices of the Corporation, 315 Iron Horse Way, #101, Providence, RI 02908. The meeting will be held for the following purposes:

1. To consider for approval meeting minutes.
2. To consider awards of incentives to REGENT Craft, Inc., of \$3,000,000 under the Rebuild Rhode Island Tax Credit Act and \$1,000,000 under the First Wave Closing Fund Act, and an amendment to the company's award under the Qualified Jobs Incentive Act (see Exhibit 1, which follows, for additional detail).*
3. To consider amendments to the rules and regulations for the Rebuild Rhode Island Tax Credit Program.
4. To discuss the status of the Lippitt Mill project located in West Warwick.*
5. To consider the Corporation's annual financial statements.
6. To consider approval of Innovation Vouchers (see Exhibit 1, which follows, for additional detail).*
7. To consider the selection of vendors for broadband infrastructure projects funded through the federal Capital Projects Fund.*
8. To consider an increase in funding for the contract with Altman Solon US, L.P.
9. To consider submission of an application for economic development district designation.
10. To consider adoption of an artificial intelligence policy.
11. To consider adoption of a conflict of interest policy for the State Small Business Credit Initiative.
12. To ratify unanimous written consents of the Board pertaining to (1) extensions and additional funding of the contracts with Duffy & Shanley, Inc.; and (2) a consent for a pedestrian crossing to 100 Salem Street.
13. To consider receipt of a payment for satisfaction of a Renewable Energy Fund loan.
14. To discuss *CoxCom, LLC d/b/a Cox Communications v. Rhode Island Commerce Corporation*.*

*Board members may convene in Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(2) and/or (a)(7) to consider this Agenda item.

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

Savage Law Partners, LLP,
Counsel to the Corporation

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

Dated: September 26, 2024.

Exhibit 1

Agenda item 2:

REGENT Craft, Inc., will lease a 260,000 s.f. facility at Quonset Point to be developed by the Quonset Development Corporation and Equity Development Partners. The total development cost for the leased facility is estimated at \$55.6 million and the fit out project to be undertaken by the company is estimated at an additional \$9.9 million.

Agenda item 6:

<u>Recipient</u>	<u>Amount</u>
Bolden Therapeutics, Inc.	\$75,000
Kestrel Innovative Fibers, LLC	\$54,800
Mighty Well, Inc.	\$75,000
Prisere, LLC	\$62,000

SEPTEMBER 30, 2024 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
September 30, 2024

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

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

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

WHEREAS: The Corporation received an application for tax credits from REGENT Craft, Inc., (the "Recipient") under the Rebuild RI Tax Credit Act in relation to a fitout project (the "Project") located at a facility to be leased by the Recipient at property managed by the Quonset Development Corporation located in North Kingstown;

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

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

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

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits and authorizes a sales and use tax exemption to the Recipient in an aggregate amount not to exceed Three Million Dollars (\$3,000,000).

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (v) the Project is undertaken by the Recipient which operates in a Targeted Industry (manufacturing) and therefore qualifies for tax credits up to thirty percent (30%) of the total Project Cost pursuant to R.I. Gen. Laws § 42-64.20-5(g); (vi) the total amount of Tax Credits awarded for the Project is the lesser of thirty percent (30%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vii) that the construction project costs for the Project are Nine Million Nine Hundred Seven Thousand Dollars (\$9,907,000); (viii) 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); (ix) 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); (x) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); and (xi) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of the Rules for a Commercial Project.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief

Financial Officer or the Executive Vice President of Investments (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner 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 upon adoption by the Board.
10. This Resolution shall automatically expire and be of no further force and effect if the Corporation has not entered into an Incentive Agreement with the Developer by March 1, 2025.

EXHIBIT 1

From: Elizabeth Tanner, Esq., Secretary of Commerce and Chief Executive Officer
of the Rhode Island Commerce Corporation
James Bennett, President and Chief Operating Officer of the Rhode Island
Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Application
Date: September 30, 2024

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 REGENT Craft, Inc. for tax credits and an exemption of the sales and use tax of up to \$3,000,000.

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

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

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

EXHIBIT 2



OFFICE OF MANAGEMENT & BUDGET

Brian M. Daniels, Director

One Capitol Hill
Providence, RI 02908-5890

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

MEMORANDUM

To: Board of Directors, Rhode Island Commerce Corporation

From: Brian M. Daniels, Director, Office of Management and Budget

A handwritten signature in black ink, appearing to read "Brian M. Daniels".

Date: September 27, 2024

Subject: Rebuild Rhode Island Tax Credit Applications

The staff of the Rhode Island Commerce Corporation (the "Corporation") has informed the Office of Management and Budget ("OMB") that it intends to recommend to the Corporation's Board of Directors (the "Board") two projects for the receipt of tax credits and sales and use tax (SUT) exemptions under the Rebuild Rhode Island Tax Credit in a total amount not to exceed \$3,450,000.00. That recommendation is as follows:

- That the application submitted by 36 Exchange Terrace be approved for tax credits and SUT exemptions in a maximum amount of \$450,000.00, with SUT exemptions reducing tax credits dollar-for-dollar.
- That the application submitted by Regent Craft, Inc. be approved for tax credits and SUT exemptions in a maximum amount of \$3,000,000.00, with SUT exemptions reducing tax credits dollar-for-dollar.

As of OMB's June 5, 2024, memo, the Corporation had approved tax credits and SUT exemptions under the program in the amount of \$203,692,997.40. Since that memo, OMB has received information from the Corporation on two projects that have certified their projects for tax credits. RCG Armory Park View, LLC and Gotham Greens both certified for their approved amounts of tax credits and SUT exemptions, meaning there are no changes for these projects from the prior OMB memo. OMB has also received information on two projects whose anticipated redemption years of SUT exemptions have shifted due to project timeline changes. Those are:

- Immunex RI Corporation shifting its \$3,255,000.00 in SUT exemptions from FY 2023 to FY 2024, and
- Tidewater Landing shifting its \$4,000,000.00 in SUT exemptions from FY 2024 to FY 2025.

These are time shifts only and represent no net impact on the total amount of credits and exemptions approved by the Board.

Finally, OMB has received information that two previously approved projects have been terminated from the Rebuild RI program. These are:

- Infosys Limited, which was formerly approved for \$750,000 in tax credits and \$100,000 in SUT exemptions, and
- Fuller Mill Realty, LLC, which was formerly approved for \$450,000 in combined tax credits and exemptions.

This brings the total of approved tax credits and SUT exemptions prior to the addition of the newly recommended projects to \$202,392,997.40.

The approval of the additional projects for 36 Exchange Terrace and Regent Craft, Inc. in the amounts of \$450,000.00 and \$3,000,000.00, respectively, in Rebuild tax credits and SUT exemptions would bring the cumulative total of approved tax credits, SUT exemptions, and/or loans to \$205,842,997.40 (including the termination of the Infosys Limited and Fuller Mill Realty, LLC projects). Currently net appropriations of \$184.6 million¹ have been made into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions, and section 42-64.20-5(f) authorizes aggregate tax credits, SUT exemptions, and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$225 million. Pursuant to section 42-64.20-6(a)(4), OMB confirms that the aggregate credits recommended by the Commerce Corporation do not exceed the maximum aggregate credits allowed under this chapter in accordance with § 42-64.20-5(f).

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

¹ This amount reflects the \$10 million appropriation to the Rebuild fund included in the FY 2025 enacted budget.

Table with multiple columns and rows, containing numerical data and text labels. The table is organized into several sections, with rows grouped by labels on the left side. The columns contain numerical values, some of which are bolded. The text labels include various identifiers and descriptions.

EXHIBIT 3

Rhode Island Commerce Corporation

Qualified Jobs Incentive Tax Credits – Economic Impact Analysis

Regent Craft, Inc. Application

Introduction

The Rhode Island Commerce Corporation (the "Corporation") may issue Rebuild Rhode Island and Qualified Jobs Incentive tax credits, and funding from the First Wave Closing Fund, to Regent Craft, Inc. ("the Company"), a developer and manufacturer of electric "seaglidors," which are able to float on the water, operate as hydrofoils or fly at low altitudes over water. The Company, which was founded in Burlington, Massachusetts in 2020, moved its headquarters to North Kingstown in 2022, and is planning to expand its engineering staff at a new facility in North Kingstown, and subsequently to begin manufacturing at the same location.

The Company has requested Rebuild Rhode Island tax credits, and an exemption from payment of state sales and use taxes on purchases of materials used in construction, valued at \$3.0 million, and an allocation of \$1.0 million from the First Wave Closing Fund.

The Company would also be eligible to claim Qualified Jobs Incentive credits as of January 1, 2025 for new full-time employees hired during 2024 and in subsequent years. The Company is committed to hiring at least 40 new employees in Rhode Island by January 1, 2024, increasing to at least 200 in 2029 and at least 300 in 2031. The Company would thereafter be required to maintain a minimum of 300 full-time jobs in Rhode Island (over and above any jobs created prior to 2025) through at least 2034.

Assuming the Company reaches the targets cited above during the first six years of its eligibility period, it could through 2034 qualify for credits with an estimated total value of \$11,212,500.

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

Jobs Analysis

Initial capital costs

In 2024 and 2025, the Quonset Development Corporation, in collaboration with a private partner, is planning to a new 260,000 square-foot, \$45.6 million facility in North Kingstown, which would be leased to the Company. In addition, the Company would invest approximately \$9.9 million in tenant improvements at the new facility.

Table 1: Facility development and construction (in \$ millions of 2025 dollars)

	Cost
Hard costs	\$34.0
Soft costs	\$7.3
Insurance, interest and closing costs	\$4.3
Tenant improvements	\$9.9
Total	\$55.5

After excluding certain costs (such as interest) that do not directly affect Rhode Island's economy, and using the IMPLAN input-output modeling system, a modeling tool commonly used in economic impact analyses, Applesseed estimates (as shown in Table 2) that \$53.2 million in construction spending will directly and indirectly support:

- 385 job-years¹ of employment in Rhode Island in construction and related industries, with nearly \$28.15 million in earnings (in 2025 dollars);
- \$65.30 million in statewide economic output; and
- A one-time increase of \$35.23 million in Rhode Island's GDP.

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

Table 2: Direct, indirect and total impact of development and construction (income, value-added and output in thousands of 2025 dollars)

	Job-years	Earnings	Value added	Output
Direct	315	\$23,107.1	\$26,785.7	\$49,339.1
Indirect	70	\$5,039.9	\$8,443.8	\$15,896.9
Total	385	\$28,146.0	\$35,229.5	\$65,296.0

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

We further estimate that the projected direct expenditure of \$53.2 million on development and construction would directly and indirectly generate approximately \$2.314 million in State tax revenues, including:

- \$1.073 million in sales and use taxes paid on materials used in construction
- \$839,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project
- \$347,000 in state sales taxes paid on those workers' taxable household spending
- \$55,000 in state business taxes.

Most of the activity reflected in Table 2 will occur in 2024 and 2025.

The estimated wage rates for selected construction jobs are shown below in Table 2, using the median hourly wage for these occupations in Rhode Island as of May 2023.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage ²
Architect	\$36.97
Construction manager	\$48.94
Carpenter	\$29.34
Electrician	\$31.85
Plumber	\$36.34
Operating engineer	\$36.74
Painter	\$29.74
Laborer	\$23.87

Fringe benefits associated with these jobs are expected paid 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 and Norwich-New London-Westerly New England City and Town Areas (NECTAs).

Annual operations

As noted above, the Company plans to employ a minimum of 40 new full-time workers at its Rhode Island location in 2025, rising to at least 60 in 2026, at least 100 in 2027, at least 200 in 2029 and at least

² Rhode Island Department of Labor and Training, Occupational Employment Statistics, May 2023

300 in 2031. Table 3 summarizes the categories in which the Company expects to create these jobs, and the anticipated median salary for each category.

Table 3: Projected minimum employment, 2031

Job category	New positions	
	(as of 2031)	Median salary
Engineers	147	\$180,000
Manufacturing	58	\$85,000
G&A/sales/executives	95	\$153,075
Total	300	\$153,075

Based on data provided by the Company, Appleseed estimates that in 2031, its ongoing operations in Rhode Island would directly and indirectly account for:

- 526 jobs in Rhode Island;
- \$60.40 million in annual earnings (in 2031 dollars);
- \$191.60 million in statewide economic output; and
- An increase of \$91.49 million in Rhode Island's annual GDP.

These impacts are summarized below in Table 4. The *direct impact* of the Company's operations reflects its direct employment, its direct spending on wages and salaries, the value its operations add to Rhode Island's GDP, and the total value of the goods and services it produces. Its *indirect impact* is the effect of the Company's spending on purchases of goods and services from other in-state businesses on employment, earnings, value-added and output in Rhode Island.

Table 4: Direct, indirect and total annual impact of ongoing operations (income, value-added and output in millions of 2031 dollars)

	Jobs	Earnings	Value added	Output
Direct	300	\$44,241.0	\$66,142.9	\$144,055.1
Indirect	226	\$16,160.6	\$25,343.1	\$47,542.9
Total	526	\$60,401.7	\$91,485.9	\$191,598.0

In addition to the impacts on employment, earnings, output and state GDP cited above, the Company's new operations in Rhode Island would by 2031 result in a projected increase of approximately \$2.687 million in annual state tax revenues, including:

- \$1.597 million in state personal income taxes paid by workers newly employed by the Company in its expanded Rhode Island operations; or by Rhode Island workers whose jobs are indirectly attributable to the Company's expanded Rhode Island operations;
- \$888,000 in state sales taxes paid on those workers' taxable household spending; and
- \$202,000 in state business taxes.

Hiring

The Company recruits new employees through its website and through leading business and engineering schools. Descriptions of available jobs are posted on the Company website, along required educational qualifications and experience. Applications are submitted online.

Benefits

Benefits available to new employees include health care, dental and vision plans with 100 percent of premiums paid by the Company; health savings accounts; an employee equity incentive plan; a 401k retirement plan; subsidized training for aircraft pilot and boat captain licensing; paid family leave and paid time off; flexible work hours; and catered daily lunch.

Impact

The state fiscal impact of the requested tax credits is estimated to be approximately \$14.21 million in forgone state revenue, and \$1.0 million in direct spending. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$91.49 million in 2031, the estimated associated job creation, and a gross increase of approximately \$21.04 million in personal income, sales and business tax revenues during construction and during the ten-year commitment period beginning in 2025. These benefits are detailed in the foregoing analysis.

In addition to the economic and tax revenue impacts cited above, development and operation of the Company's headquarters, R&D, manufacturing and distribution facilities in North Kingstown would benefit Rhode Island in other ways, including:

- Highlighting Rhode Island's attractiveness as a location for businesses that are actively engaged in the transition from carbon-based fuels to electricity
- Highlighting the state's role as a leader in development of the "blue economy"
- Creating a foundation for the Company's possible future growth beyond the 300 direct jobs to be added by 2031
- Attracting highly-skilled designers, engineers, managers and manufacturing workers to Rhode Island
- Creating opportunities for collaboration between the Company and Rhode Island's engineering, design and technical schools

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; and the value of Qualified Jobs Incentive tax credits would be determined on the basis of the number of workers actually employed and the wages actually paid by the Company.

**RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE AMENDMENT TO AN AWARD OF INCENTIVES
UNDER THE QUALIFIED JOBS TAX CREDIT ACT
September 30, 2024**

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

WHEREAS: Chapter 48.3 of Title 44 of the General Laws of Rhode Island (the "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 previously approved an award (the "Award") under the Act to REGENT Craft, Inc., (together with affiliates, successors and assigns, the "Recipient"), which is anticipated to result in the creation of new full-time jobs in the State; and

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

WHEREAS: The Board has received a presentation detailing the proposed incentives together with a recommendation from the staff of the Corporation to approve the amendment to the Award to the Recipient in accordance with the Act.

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 Act, the Corporation approves the amendment to the Award as presented to the Board and the Recipient shall remain eligible for the issuance of tax credits to the Recipient from the date of the Award up to the amount of seven hundred fifty (750) jobs not to exceed Seven Thousand Five Hundred Dollars (\$7,500) per new full-time job annually; and
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an amended incentive agreement between the Corporation and the Recipient meeting the requirements of the Act in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;

- b. The creation of not less than the minimum required new full-time jobs under the 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
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
- 3. The Board of the Corporation hereby finds and determines that: (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 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 Act;
- 4. Prior to the execution of the amended 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 1).
- 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 Executive Vice President Investment (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 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 passage.

EXHIBIT 1

Rhode Island Commerce Corporation

Qualified Jobs Incentive Tax Credits – Economic Impact Analysis

Regent Craft, Inc. Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island and Qualified Jobs Incentive tax credits, and funding from the First Wave Closing Fund, to Regent Craft, Inc. (“the Company”), a developer and manufacturer of electric “seaglidors,” which are able to float on the water, operate as hydrofoils or fly at low altitudes over water. The Company, which was founded in Burlington, Massachusetts in 2020, moved its headquarters to North Kingstown in 2022, and is planning to expand its engineering staff at a new facility in North Kingstown, and subsequently to begin manufacturing at the same location.

The Company has requested Rebuild Rhode Island tax credits, and an exemption from payment of state sales and use taxes on purchases of materials used in construction, valued at \$3.0 million, and an allocation of \$1.0 million from the First Wave Closing Fund.

The Company would also be eligible to claim Qualified Jobs Incentive credits as of January 1, 2025 for new full-time employees hired during 2024 and in subsequent years. The Company is committed to hiring at least 40 new employees in Rhode Island by January 1, 2024, increasing to at least 200 in 2029 and at least 300 in 2031. The Company would thereafter be required to maintain a minimum of 300 full-time jobs in Rhode Island (over and above any jobs created prior to 2025) through at least 2034.

Assuming the Company reaches the targets cited above during the first six years of its eligibility period, it could through 2034 qualify for credits with an estimated total value of \$11,212,500.

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

Jobs Analysis

Initial capital costs

In 2024 and 2025, the Quonset Development Corporation, in collaboration with a private partner, is planning to a new 260,000 square-foot, \$45.6 million facility in North Kingstown, which would be leased to the Company. In addition, the Company would invest approximately \$9.9 million in tenant improvements at the new facility.

Table 1: Facility development and construction (in \$ millions of 2025 dollars)

	Cost
Hard costs	\$34.0
Soft costs	\$7.3
Insurance, interest and closing costs	\$4.3
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Total	\$55.5

After excluding certain costs (such as interest) that do not directly affect Rhode Island’s economy, and using the IMPLAN input-output modeling system, a modeling tool commonly used in economic impact analyses, Applesseed estimates (as shown in Table 2) that \$53.2 million in construction spending will directly and indirectly support:

- 385 job-years¹ of employment in Rhode Island in construction and related industries, with nearly \$28.15 million in earnings (in 2025 dollars);
- \$65.30 million in statewide economic output; and
- A one-time increase of \$35.23 million in Rhode Island’s GDP.

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

Table 2: Direct, indirect and total impact of development and construction (income, value-added and output in thousands of 2025 dollars)

	Job-years	Earnings	Value added	Output
Direct	315	\$23,107.1	\$26,785.7	\$49,339.1
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Total	385	\$28,146.0	\$35,229.5	\$65,296.0

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

We further estimate that the projected direct expenditure of \$53.2 million on development and construction would directly and indirectly generate approximately \$2.314 million in State tax revenues, including:

- \$1.073 million in sales and use taxes paid on materials used in construction
- \$839,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project
- \$347,000 in state sales taxes paid on those workers' taxable household spending
- \$55,000 in state business taxes.

Most of the activity reflected in Table 2 will occur in 2024 and 2025.

The estimated wage rates for selected construction jobs are shown below in Table 2, using the median hourly wage for these occupations in Rhode Island as of May 2023.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage ²
Architect	\$36.97
Construction manager	\$48.94
Carpenter	\$29.34
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Plumber	\$36.34
Operating engineer	\$36.74
Painter	\$29.74
Laborer	\$23.87

Fringe benefits associated with these jobs are expected paid 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 and Norwich-New London-Westerly New England City and Town Areas (NECTAs).

Annual operations

As noted above, the Company plans to employ a minimum of 40 new full-time workers at its Rhode Island location in 2025, rising to at least 60 in 2026, at least 100 in 2027, at least 200 in 2029 and at least

² Rhode Island Department of Labor and Training, Occupational Employment Statistics, May 2023

300 in 2031. Table 3 summarizes the categories in which the Company expects to create these jobs, and the anticipated median salary for each category.

Table 3: Projected minimum employment, 2031

Job category	New positions	
	(as of 2031)	Median salary
Engineers	147	\$180,000
Manufacturing	58	\$85,000
G&A/sales/executives	95	\$153,075
Total	300	\$153,075

Based on data provided by the Company, Appleseed estimates that in 2031, its ongoing operations in Rhode Island would directly and indirectly account for:

- 526 jobs in Rhode Island;
- \$60.40 million in annual earnings (in 2031 dollars);
- \$191.60 million in statewide economic output; and
- An increase of \$91.49 million in Rhode Island's annual GDP.

These impacts are summarized below in Table 4. The *direct impact* of the Company's operations reflects its direct employment, its direct spending on wages and salaries, the value its operations add to Rhode Island's GDP, and the total value of the goods and services it produces. Its *indirect impact* is the effect of the Company's spending on purchases of goods and services from other in-state businesses on employment, earnings, value-added and output in Rhode Island.

Table 4: Direct, indirect and total annual impact of ongoing operations (income, value-added and output in millions of 2031 dollars)

	Jobs	Earnings	Value added	Output
Direct	300	\$44,241.0	\$66,142.9	\$144,055.1
Indirect	226	\$16,160.6	\$25,343.1	\$47,542.9
Total	526	\$60,401.7	\$91,485.9	\$191,598.0

In addition to the impacts on employment, earnings, output and state GDP cited above, the Company's new operations in Rhode Island would by 2031 result in a projected increase of approximately \$2.687 million in annual state tax revenues, including:

- \$1,597 million in state personal income taxes paid by workers newly employed by the Company in its expanded Rhode Island operations; or by Rhode Island workers whose jobs are indirectly attributable to the Company's expanded Rhode Island operations;
- \$888,000 in state sales taxes paid on those workers' taxable household spending; and
- \$202,000 in state business taxes.

Hiring

The Company recruits new employees through its website and through leading business and engineering schools. Descriptions of available jobs are posted on the Company website, along required educational qualifications and experience. Applications are submitted online.

Benefits

Benefits available to new employees include health care, dental and vision plans with 100 percent of premiums paid by the Company; health savings accounts; an employee equity incentive plan; a 401k retirement plan; subsidized training for aircraft pilot and boat captain licensing; paid family leave and paid time off; flexible work hours; and catered daily lunch.

Impact

The state fiscal impact of the requested tax credits is estimated to be approximately \$14.21 million in forgone state revenue, and \$1.0 million in direct spending. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$91.49 million in 2031, the estimated associated job creation, and a gross increase of approximately \$21.04 million in personal income, sales and business tax revenues during construction and during the ten-year commitment period beginning in 2025. These benefits are detailed in the foregoing analysis.

In addition to the economic and tax revenue impacts cited above, development and operation of the Company's headquarters, R&D, manufacturing and distribution facilities in North Kingstown would benefit Rhode Island in other ways, including:

- Highlighting Rhode Island's attractiveness as a location for businesses that are actively engaged in the transition from carbon-based fuels to electricity
- Highlighting the state's role as a leader in development of the "blue economy"
- Creating a foundation for the Company's possible future growth beyond the 300 direct jobs to be added by 2031
- Attracting highly-skilled designers, engineers, managers and manufacturing workers to Rhode Island
- Creating opportunities for collaboration between the Company and Rhode Island's engineering, design and technical schools

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; and the value of Qualified Jobs Incentive tax credits would be determined on the basis of the number of workers actually employed and the wages actually paid by the Company.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF INCENTIVES
UNDER THE FIRST WAVE CLOSING FUND ACT

September 30, 2024

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 64.23 of Title 42 of the General Laws of Rhode Island (the "First Wave Act"), 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 incentives under the First Wave Act in relation to a project by REGENT Craft, Inc. (the "Recipient") for the fitout of facilities located at Quonset Point in North Kingstown ("the Project"); and

WHEREAS: The Investment Committee of the Corporation has reviewed and considered the proposed incentives to the Recipient, as required under 870-RICR-20-00-2.11(A), 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 memorandum and 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 First Wave Act, the Corporation approves the issuance of a conditional grant to the Recipient under the First Wave Act in the amount of One Million Dollars (\$1,000,000).
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of Financing Agreement (as defined in 870-RICR-20-00-2.5(A)(7)) between the Corporation and the Recipient meeting the requirements of the First Wave Act and 870-RICR-20-00-2.13 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 funding guidelines of 870-RICR-20-00-2.6; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; and (iii) the Recipient has demonstrated that it will otherwise satisfy the funding guidelines of 870-RICR-20-00-2.6.
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 1).
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 Executive Vice President of Investments (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers 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 passage and shall expire in one hundred and eighty days from its adoption if the Corporation and Recipient have not entered into a Financing Agreement by such date.

EXHIBIT 1

Rhode Island Commerce Corporation

Qualified Jobs Incentive Tax Credits – Economic Impact Analysis

Regent Craft, Inc. Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island and Qualified Jobs Incentive tax credits, and funding from the First Wave Closing Fund, to Regent Craft, Inc. (“the Company”), a developer and manufacturer of electric “seaglidors,” which are able to float on the water, operate as hydrofoils or fly at low altitudes over water. The Company, which was founded in Burlington, Massachusetts in 2020, moved its headquarters to North Kingstown in 2022, and is planning to expand its engineering staff at a new facility in North Kingstown, and subsequently to begin manufacturing at the same location.

The Company has requested Rebuild Rhode Island tax credits, and an exemption from payment of state sales and use taxes on purchases of materials used in construction, valued at \$3.0 million, and an allocation of \$1.0 million from the First Wave Closing Fund.

The Company would also be eligible to claim Qualified Jobs Incentive credits as of January 1, 2025 for new full-time employees hired during 2024 and in subsequent years. The Company is committed to hiring at least 40 new employees in Rhode Island by January 1, 2024, increasing to at least 200 in 2029 and at least 300 in 2031. The Company would thereafter be required to maintain a minimum of 300 full-time jobs in Rhode Island (over and above any jobs created prior to 2025) through at least 2034.

Assuming the Company reaches the targets cited above during the first six years of its eligibility period, it could through 2034 qualify for credits with an estimated total value of \$11,212,500.

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

Jobs Analysis

Initial capital costs

In 2024 and 2025, the Quonset Development Corporation, in collaboration with a private partner, is planning to a new 260,000 square-foot, \$45.6 million facility in North Kingstown, which would be leased to the Company. In addition, the Company would invest approximately \$9.9 million in tenant improvements at the new facility.

Table 1: Facility development and construction (in \$ millions of 2025 dollars)

	Cost
Hard costs	\$34.0
Soft costs	\$7.3
Insurance, interest and closing costs	\$4.3
Tenant improvements	\$9.9
Total	\$55.5

After excluding certain costs (such as interest) that do not directly affect Rhode Island's economy, and using the IMPLAN input-output modeling system, a modeling tool commonly used in economic impact analyses, Appleseed estimates (as shown in Table 2) that \$53.2 million in construction spending will directly and indirectly support:

- 385 job-years¹ of employment in Rhode Island in construction and related industries, with nearly \$28.15 million in earnings (in 2025 dollars);
- \$65.30 million in statewide economic output; and
- A one-time increase of \$35.23 million in Rhode Island's GDP.

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

Table 2: Direct, indirect and total impact of development and construction (income, value-added and output in thousands of 2025 dollars)

	Job-years	Earnings	Value added	Output
Direct	315	\$23,107.1	\$26,785.7	\$49,339.1
Indirect	70	\$5,039.9	\$8,443.8	\$15,896.9
Total	385	\$28,146.0	\$35,229.5	\$65,296.0

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

We further estimate that the projected direct expenditure of \$53.2 million on development and construction would directly and indirectly generate approximately \$2.314 million in State tax revenues, including:

- \$1.073 million in sales and use taxes paid on materials used in construction
- \$839,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project
- \$347,000 in state sales taxes paid on those workers' taxable household spending
- \$55,000 in state business taxes.

Most of the activity reflected in Table 2 will occur in 2024 and 2025.

The estimated wage rates for selected construction jobs are shown below in Table 2, using the median hourly wage for these occupations in Rhode Island as of May 2023.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage ²
Architect	\$36.97
Construction manager	\$48.94
Carpenter	\$29.34
Electrician	\$31.85
Plumber	\$36.34
Operating engineer	\$36.74
Painter	\$29.74
Laborer	\$23.87

Fringe benefits associated with these jobs are expected paid 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 and Norwich-New London-Westerly New England City and Town Areas (NECTAs).

Annual operations

As noted above, the Company plans to employ a minimum of 40 new full-time workers at its Rhode Island location in 2025, rising to at least 60 in 2026, at least 100 in 2027, at least 200 in 2029 and at least

² Rhode Island Department of Labor and Training, Occupational Employment Statistics, May 2023

300 in 2031. Table 3 summarizes the categories in which the Company expects to create these jobs, and the anticipated median salary for each category.

Table 3: Projected minimum employment, 2031

Job category	New positions	
	(as of 2031)	Median salary
Engineers	147	\$180,000
Manufacturing	58	\$85,000
G&A/sales/executives	95	\$153,075
Total	300	\$153,075

Based on data provided by the Company, Appleseed estimates that in 2031, its ongoing operations in Rhode Island would directly and indirectly account for:

- 526 jobs in Rhode Island;
- \$60.40 million in annual earnings (in 2031 dollars);
- \$191.60 million in statewide economic output; and
- An increase of \$91.49 million in Rhode Island's annual GDP.

These impacts are summarized below in Table 4. The *direct impact* of the Company's operations reflects its direct employment, its direct spending on wages and salaries, the value its operations add to Rhode Island's GDP, and the total value of the goods and services it produces. Its *indirect impact* is the effect of the Company's spending on purchases of goods and services from other in-state businesses on employment, earnings, value-added and output in Rhode Island.

Table 4: Direct, indirect and total annual impact of ongoing operations (income, value-added and output in millions of 2031 dollars)

	Jobs	Earnings	Value added	Output
Direct	300	\$44,241.0	\$66,142.9	\$144,055.1
Indirect	226	\$16,160.6	\$25,343.1	\$47,542.9
Total	526	\$60,401.7	\$91,485.9	\$191,598.0

In addition to the impacts on employment, earnings, output and state GDP cited above, the Company's new operations in Rhode Island would by 2031 result in a projected increase of approximately \$2.687 million in annual state tax revenues, including:

- \$1.597 million in state personal income taxes paid by workers newly employed by the Company in its expanded Rhode Island operations; or by Rhode Island workers whose jobs are indirectly attributable to the Company's expanded Rhode Island operations;
- \$888,000 in state sales taxes paid on those workers' taxable household spending; and
- \$202,000 in state business taxes.

Hiring

The Company recruits new employees through its website and through leading business and engineering schools. Descriptions of available jobs are posted on the Company website, along with required educational qualifications and experience. Applications are submitted online.

Benefits

Benefits available to new employees include health care, dental and vision plans with 100 percent of premiums paid by the Company; health savings accounts; an employee equity incentive plan; a 401k retirement plan; subsidized training for aircraft pilot and boat captain licensing; paid family leave and paid time off; flexible work hours; and catered daily lunch.

Impact

The state fiscal impact of the requested tax credits is estimated to be approximately \$14.21 million in forgone state revenue, and \$1.0 million in direct spending. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$91.49 million in 2031, the estimated associated job creation, and a gross increase of approximately \$21.04 million in personal income, sales and business tax revenues during construction and during the ten-year commitment period beginning in 2025. These benefits are detailed in the foregoing analysis.

In addition to the economic and tax revenue impacts cited above, development and operation of the Company's headquarters, R&D, manufacturing and distribution facilities in North Kingstown would benefit Rhode Island in other ways, including:

- Highlighting Rhode Island's attractiveness as a location for businesses that are actively engaged in the transition from carbon-based fuels to electricity
- Highlighting the state's role as a leader in development of the "blue economy"
- Creating a foundation for the Company's possible future growth beyond the 300 direct jobs to be added by 2031
- Attracting highly-skilled designers, engineers, managers and manufacturing workers to Rhode Island
- Creating opportunities for collaboration between the Company and Rhode Island's engineering, design and technical schools

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; and the value of Qualified Jobs Incentive tax credits would be determined on the basis of the number of workers actually employed and the wages actually paid by the Company.

SEPTEMBER 30, 2024 PUBLIC SESSION MEETING MINUTES

EXHIBIT C

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

September 30, 2024

WHEREAS, the Board of Directors of the Rhode Island Commerce Corporation (“the Corporation”) received a presentation from the Corporation’s staff regarding amendments to the regulations for the Rebuild Rhode Island Tax Credit program; and

WHEREAS, the proposed amendments are consistent with the statutory amendments to the Rebuild Rhode Island Tax Credit Act adopted by the General Assembly in 2022.

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

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, Chief Financial Officer and/or Executive Vice President Investment (the “Authorized Officers”), acting singly, shall have the authority to promulgate the regulations as presented to the Board with such additional revisions as may be deemed appropriate and in the best interests of the Corporation consistent with the intention of such amendments and to take any actions consistent with applicable law to provide for the amendment of said regulations including compliance with the Administrative Procedure Act.

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

SEPTEMBER 30, 2024 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

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

September 30, 2024

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

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

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

WHEREAS: The Corporation received applications from each company identified on Exhibit 1 annexed hereto (the "Recipients") for awards of an Innovation Voucher (the "Voucher"); and

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

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

RESOLVED:

1. To accomplish the purposes of the Act and the Innovation Act, the Corporation approves the award of a Voucher to each Recipient in the amounts set forth in Exhibit 1.
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of a Voucher Agreement between the Corporation and the Recipients meeting the requirements of the Innovation Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 7 of the Rules prior to issuance of a Voucher; and

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

EXHIBIT 1

<u>Applicant</u>	<u>Amount</u>
Bolden Therapeutics, Inc.	\$75,000
Kestrel Innovative Fibers, LLC	\$54,800
Mighty Well, Inc.	\$75,000
Prisere, LLC	\$62,000

SEPTEMBER 30, 2024 PUBLIC SESSION MEETING MINUTES

EXHIBIT E

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

September 30, 2024

**(With Respect to the Selection of Vendors for Broadband Infrastructure
Projects Funded Through the Federal Capital Project Fund)**

WHEREAS, the Rhode Island Commerce Corporation (the "Corporation") issued a request for proposals in relation to designing and building broadband infrastructure projects in Jamestown, Newport, and Westerly ("Services"); and

WHEREAS, the applicants were properly reviewed and qualifications considered, and a recommendation was made to the Board of the Corporation to engage Verizon New England, Inc. and GoNetSpeed ("Vendors") to provide the Services.

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

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, CEO, President and COO, and/or Chief Financial Officer, Secretary, and Chief Marketing Officer (collectively, "Authorized Officers") acting singly, shall have the authority to negotiate and execute any and all documents in connection with the retention of the following Vendors in the following amounts for the following project areas:

Vendor	Project Area	Amount
Verizon New England, Inc.	Jamestown	\$2,071,245
GoNetSpeed	Newport	\$9,308,052
Verizon New England, Inc.	Westerly	\$1,564,635

Section 2: 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 Vendors by virtue of having adopted this Resolution.

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

SEPTEMBER 30, 2024 PUBLIC SESSION MEETING MINUTES

EXHIBIT F

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

September 30, 2024

(With Respect to Increased Funding for Altman Solon US, L.P.)

WHEREAS, the Board of Directors ("Board") of the Rhode Island Commerce Corporation ("Corporation") previously authorized the engagement of Altman Solon US, L.P. ("Vendor") to provide on-call project management services ("Services") for up to \$1,310,000 ("Funding"); and

WHEREAS, the Board has received a recommendation from the Corporation's staff to increase the Funding by \$434,000 to compensate Vendor for additional work required for the Services.

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, Chief Financial Officer, and/or Chief Marketing Officer, acting singly, shall have the authority to negotiate and execute any and all documents in connection increasing the Funding by \$434,000 for the Vendor to provide the Services.

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

TAB 2

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

October 28, 2024

APPROVED

VOTED: To approve the award of incentives to 36 Exchange Terrace LLC of \$450,000 under the Rebuild Rhode Island Tax Credit Act pursuant to the resolution submitted to the Board.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
October 28, 2024

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

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

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

WHEREAS: The Corporation received an application for tax credits from 36 Exchange Terrace LLC (the "Recipient") under the Rebuild RI Tax Credit Act in relation to a project (the "Project") located at 36 Exchange Terrace in Providence; and

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

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

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

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits to the Recipient in an amount not to exceed Four Hundred Fifty Thousand Dollars (\$450,000) and authorizes a sales and use tax exemption.
2. The authorization provided herein is subject to the following conditions:

- a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the applicable Eligibility Requirements of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (v) the total amount of Tax Credits awarded for the Project is the lesser of twenty (20%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vi) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (vii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); (ix) the Project is in a Certified or Recognized Historic and is therefore exempt from the requirements set forth in R.I. Gen. Laws §42-64.20-5(3)(ii) and (iii); and (x) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of the Rules for a Mixed-Use Project.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Executive Vice President Investments (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and

omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner 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 upon adoption by the Board.
10. This Resolution shall automatically expire and be of no further force and effect if the Corporation has not entered into an Incentive Agreement with the Developer by May 1, 2025.

EXHIBIT 1

From: Elizabeth Tanner, Esq., Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
James Bennett, 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: October 28, 2024

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 36 Exchange Terrace LLC for tax credits of \$450,000.

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

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

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

EXHIBIT 2



OFFICE OF MANAGEMENT & BUDGET

Brian M. Daniels, Director

One Capitol Hill
Providence, RI 02908-5890

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

MEMORANDUM

To: Board of Directors, Rhode Island Commerce Corporation

From: Brian M. Daniels, Director, Office of Management and Budget

A handwritten signature in black ink, appearing to read "Brian M. Daniels".

Date: September 27, 2024

Subject: Rebuild Rhode Island Tax Credit Applications

The staff of the Rhode Island Commerce Corporation (the "Corporation") has informed the Office of Management and Budget ("OMB") that it intends to recommend to the Corporation's Board of Directors (the "Board") two projects for the receipt of tax credits and sales and use tax (SUT) exemptions under the Rebuild Rhode Island Tax Credit in a total amount not to exceed \$3,450,000.00. That recommendation is as follows:

- That the application submitted by 36 Exchange Terrace be approved for tax credits and SUT exemptions in a maximum amount of \$450,000.00, with SUT exemptions reducing tax credits dollar-for-dollar.
- That the application submitted by Regent Craft, Inc. be approved for tax credits and SUT exemptions in a maximum amount of \$3,000,000.00, with SUT exemptions reducing tax credits dollar-for-dollar.

As of OMB's June 5, 2024, memo, the Corporation had approved tax credits and SUT exemptions under the program in the amount of \$203,692,997.40. Since that memo, OMB has received information from the Corporation on two projects that have certified their projects for tax credits. RCG Armory Park View, LLC and Gotham Greens both certified for their approved amounts of tax credits and SUT exemptions, meaning there are no changes for these projects from the prior OMB memo. OMB has also received information on two projects whose anticipated redemption years of SUT exemptions have shifted due to project timeline changes. Those are:

- Immunex RI Corporation shifting its \$3,255,000.00 in SUT exemptions from FY 2023 to FY 2024, and
- Tidewater Landing shifting its \$4,000,000.00 in SUT exemptions from FY 2024 to FY 2025.

These are time shifts only and represent no net impact on the total amount of credits and exemptions approved by the Board.

Finally, OMB has received information that two previously approved projects have been terminated from the Rebuild RI program. These are:

- Infosys Limited, which was formerly approved for \$750,000 in tax credits and \$100,000 in SUT exemptions, and
- Fuller Mill Realty, LLC, which was formerly approved for \$450,000 in combined tax credits and exemptions.

This brings the total of approved tax credits and SUT exemptions prior to the addition of the newly recommended projects to \$202,392,997.40.

The approval of the additional projects for 36 Exchange Terrace and Regent Craft, Inc. in the amounts of \$450,000.00 and \$3,000,000.00, respectively, in Rebuild tax credits and SUT exemptions would bring the cumulative total of approved tax credits, SUT exemptions, and/or loans to \$205,842,997.40 (including the termination of the Infosys Limited and Fuller Mill Realty, LLC projects). Currently net appropriations of \$184.6 million¹ have been made into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions, and section 42-64.20-5(f) authorizes aggregate tax credits, SUT exemptions, and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$225 million. Pursuant to section 42-64.20-6(a)(4), OMB confirms that the aggregate credits recommended by the Commerce Corporation do not exceed the maximum aggregate credits allowed under this chapter in accordance with § 42-64.20-5(f).

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

¹ This amount reflects the \$10 million appropriation to the Rebuild fund included in the FY 2025 enacted budget.

EXHIBIT 3

Streamlined Rebuild Rhode Island Tax Credits

Economic and tax revenue impacts of redevelopment of 36 Exchange Terrace, Providence

Impact of construction

Edmund Restivo and William Scampoli ("the Sponsors") are proposing to redevelop 36 Exchange Terrace (one of several buildings that were part of the former Union Station complex), with the ground floor continuing to be used as a restaurant and two upper floors converted into 16 apartments. The Sponsors estimates that the project would cost a total of approximately \$5.25 million.

After excluding certain expenditures (such as property acquisition costs and interest paid during construction) that do not directly affect Rhode Island's economy, Appleseed estimates that (as shown in Table 1) spending approximately \$2.80 million on development and construction of 36 Exchange Terrace will directly and indirectly support:

- 20 jobs in Rhode Island in construction and related industries;
- \$1.317 million in earnings (in 2025 dollars);
- \$3.222 million in statewide economic output; and
- A one-time increase of \$1.588 million in Rhode Island's GDP.

Table 1: Direct, indirect and total impact of construction (income, value-added and output in millions of 2025 dollars)¹

	Jobs	Earnings	Value added	Output
Direct	16	\$1.050	\$1.128	\$2.368
Indirect	4	\$0.267	\$460	\$0.854
Total	20	\$1.317	\$1.588	\$3.222

Construction spending would directly and indirectly generate approximately \$91,000 in state tax revenue, including:

- \$57,000 in sales and use taxes paid on purchases of materials and other goods used in construction
- \$16,000 in state personal income taxes paid by workers directly employed on the project, or by Rhode Island workers whose jobs are indirectly attributable to the project;
- \$16,000 in state sales taxes paid on those workers' taxable household spending; and
- \$2,000 in state business taxes.

¹ Estimates of the impact of construction spending shown in Table 1 were derived using an IMPLAN input-output model for Rhode Island. In estimating the number of direct jobs and earnings supported by a given level of construction spending, IMPLAN uses statewide average earnings per worker in each relevant industry segment, without distinguishing between union and non-union jobs. The earnings shown here thus reflect a blend of both union and non-union wages.

Impact of operations

The Sponsor estimates that in its first stabilized year of operation, 36 Exchange Terrace's operating expenditures (excluding real property taxes) will total approximately \$129,000.² Using IMPLAN, Applesseed estimates that these expenditures will directly and indirectly account for:

- 1 new full-time-equivalent job in Rhode Island;
- \$50,248 in new earnings (in 2028 dollars);
- \$176,000 in new economic output statewide; and
- An increase of \$108,000 in Rhode Island's annual GDP.

Table 2: Annual impact (direct, indirect and induced) of ongoing food hall operations (income, value-added and output in thousands of 2025 dollars)

	Jobs	Earnings	Value added	Output
Direct	1	\$36.7	\$80.2	\$125.9
Indirect	0	\$13.5	\$25.5	\$50.4
Total	1	\$50.2	\$105.7	\$176.3

Ongoing operations would directly and indirectly generate approximately \$1,400 annually in state tax revenue, including:

- \$600 in state personal income taxes paid by workers directly employed in management and maintenance of the property, or by Rhode Island workers whose jobs are indirectly attributable to those operations;
- \$700 in state sales taxes paid on those workers' taxable household spending;
- \$100 in state business taxes.

During the construction period and the twelve-year period following construction, the proposed project would generate approximately \$108,000 in state tax revenues.

² Because the property's ground-floor space has been occupied by a restaurant, and would continue to be used for that purpose after the redevelopment of the building, we assume that occupancy of that space by the same or any other similar restaurant would not represent any "net new" operating impact in Rhode Island.

TAB 3

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

October 28, 2024

APPROVED

VOTED: To approve the Corporation's annual budget pursuant to the resolution submitted to the Board.

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

October 28, 2024

WHEREAS, the Rhode Island Commerce Corporation ("Corporation") Board of Directors (the "Board") received a presentation in regard to the annual budget (the "Budget") for the 2025 fiscal year;

WHEREAS, the Budget contains general categories of expenses; and

WHEREAS, the staff of the Corporation has recommended approval of the Budget by the Board.

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

Section 1: The Budget is approved as presented to the Board of the Corporation.

Section 2: Any two of the Authorized Officers (hereinafter defined) acting jointly shall have the authority to reallocate up to ten percent (10%) from any general category of expense to another without the need for further Board approval.

Section 3: The Authorized Officers hereunder are the Chair, Vice Chair, Chief Executive Officer, President and Chief Operating Officer and the Chief Financial Officer who are hereby authorized to take any and all actions deemed necessary or appropriate to carry out the provisions of this Resolution and to execute any and all documents deemed by such Authorized Officers as necessary or appropriate.

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

TAB 4

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

October 28, 2024

APPROVED

VOTED: To approve the request of Bank of America, N.A. ("BOA") to permit the redemption and/or payoff of the Corporation's Economic Development Revenue Bonds 1997-Series, issues for the benefit of Fleet National Bank, predecessor to BOA and the waiver of certain requirements and timeframes, including necessary amendments to bond documents to accomplish the foregoing pursuant to the resolution submitted to the Board.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE REDEMPTION OF OUTSTANDING \$11,000,000
TAXABLE ECONOMIC DEVELOPMENT REVENUE BONDS (FLEET NATIONAL BANK
PROJECT-1997 SERIES) AND CERTAIN WAIVERS AND AMENDMENTS IN
CONNECTION THEREWITH

October 28, 2024

WHEREAS, the Rhode Island Commerce Corporation, (the "Corporation") issued the \$11,000,000 Taxable Economic Development Revenue Bonds (Fleet National Bank Project-1997 Series) (the "Bonds") for the benefit of Fleet National Bank, predecessor to what is now Bank of America, N.A. ("Bank of America");

WHEREAS, the Bonds were issued pursuant to that Indenture of Trust among the Corporation and the Bank of New York Mellon Trust Company, as Trustee dated as of November 25, 1997 (the "Indenture") in connection with the Fleet National Bank Project in Lincoln, Rhode Island (the "Project");

WHEREAS, the Bonds were secured by and payable from Lease Payments from Bank of America to the Corporation under that certain Ground Lease dated November 25, 1997 (the "Ground Lease"); and

WHEREAS, The Ground Lease permits Bank of America to terminate the Ground Lease and cause an early redemption of the Bonds upon providing proper notices, paying the required Purchase Price and satisfaction of certain conditions, including the Minimum Investment Requirement and the Minimum Job Creation Requirement as set forth in the Ground Lease;

WHEREAS, Article III of the Indenture permits the Corporation at its option to call the Bonds for redemption; and

WHEREAS, Bank of America has provided the required notice to the Corporation, in the form of Exhibit A attached hereto and is ready to pay the Purchase Price but is not able to provide evidence of satisfying either the Minimum Investment Requirement or the Minimum Job Creation Requirement; and

WHEREAS, Bank of America has provided the letter attached as Exhibit B attached hereto containing the rationale for its request so that the Corporation is able to make any required findings and authorize the early redemption of the Bonds; and

WHEREAS, the Letter indicates that Bank of America has invested over \$28,000,000.00 in the Project to date and that they intend to invest an additional \$50,000,000 into the Project, which investment is in excess of the initial Minimum Investment Requirement and which investment is contingent upon the ability to exercise its option to purchase under the Ground Lease; and

WHEREAS, the proposed redemption will require, among other things, a waiver of the Minimum Investment Requirement and the Minimum Job Creation Requirement as well as a waiver of certain notice timeframes and publication requirements and may require corresponding amendments to the Indenture and/or the Ground Lease.

WHEREAS, the Corporation desires to cause the early redemption of the Bonds pursuant to the Indenture and the Ground Lease.

NOW, THEREFORE, it is resolved as follows:

1. The Corporation finds that the redemption of the Bonds and the accompanying waiver of the Minimum Investment Requirement and the Minimum Job Creation Requirement as well as a waiver of certain notice timeframes and publication requirements, is in the best interest of the Corporation and Bank of America and the Project will continue to reduce unemployment or underemployment in the State and generally benefit economic development in the State;
2. The Corporation finds that The Authorized Officers of the Corporation for the purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the Treasurer, the President and Chief Operating Officer and the Managing Director of Financial Programs (the "Authorized Officers").
3. The Authorized Officers of the Corporation are, and each of them acting singly hereby is, authorized to take any and all actions such officer deems necessary or appropriate to redeem the Bonds including, but not limited to, the following:
 - a. The execution of a First Supplemental Indenture and First Amendment to Ground Lease, as required containing such terms and conditions as such Authorized Officer deems necessary or appropriate;
 - b. To call for redemption of the Bonds on such date (the "Redemption Date") as such Authorized Officer deems appropriate in his or her discretion;
 - c. To direct the Trustee to provide notice of redemption of the Bonds as required under the Indenture as amended or waived; and
 - d. To direct the Trustee to apply funds on deposit in such accounts as exist under the Indenture to pay the principal of, redemption premium for, and accrued but unpaid interest on the Bonds, the fees, costs and expenses associated with the redemption of the Bonds and to pay to the Corporation any excess funds as may be appropriate all as may be authorized under the terms of the Indenture as amended; and
 - e. To execute, acknowledge and deliver or cause to be executed, acknowledged or delivered any documents or instruments to effectuate the transactions authorized herein.
4. The execution, acknowledgement and/or delivery of a document by an Authorized Officer in connection with the transactions contemplated herein shall be conclusive as to the authority of such Authorized Officer to act on behalf of the Corporation.

5. All covenants, stipulations, obligations and agreements of the Corporation contained in this Resolution and the documents or instruments executed in connection herewith 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 or 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 or instruments executed in connection herewith shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
6. To the extent not contrary to applicable law and at the discretion of the President and Chief Operating Officer of the Corporation, the Corporation shall collect from any excess proceeds available after the redemption of the Obligations a one-time administrative fee in such amount as the President and Chief Operating Officer deems appropriate in his discretion.
7. The Corporation hereby consents to the execution and delivery of such other documents and instruments, and the taking of such other actions, deemed necessary or desirable by an Authorized Officer for the implementation of the purposes of this Resolution.
8. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein as deemed by as such Authorized Officer to be in the best interest of the Corporation or the State.
9. 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.
10. For purposes of this Resolution, Stacy Farrell shall act as Assistant Secretary
11. This Resolution shall take effect immediately.

TAB 5

NO VOTE

TAB 6

NO VOTE