

**RHODE ISLAND COMMERCE CORPORATION  
RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION  
RHODE ISLAND INDUSTRIAL-RECREATIONAL  
BUILDING AUTHORITY**

**LISTING OF REVENUE BONDS AND NOTES**

**JUNE 30, 2016**

**WITH INDEPENDENT ACCOUNTANTS' REPORT  
ON APPLYING AGREED-UPON PROCEDURES**

**RHODE ISLAND COMMERCE CORPORATION  
RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION  
RHODE ISLAND INDUSTRIAL-RECREATIONAL BUILDING AUTHORITY**

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## Independent Accountants' Report on Applying Agreed-Upon Procedures

To the Board of Directors  
Rhode Island Commerce Corporation  
Rhode Island Industrial Facilities Corporation  
Rhode Island Industrial-Recreational Building Authority

We have performed the procedures enumerated below, which were agreed to by the Boards of Directors and management of Rhode Island Commerce Corporation, Rhode Island Industrial Facilities Corporation and Rhode Island Industrial-Recreational Building Authority, solely to assist you with in evaluating the accompanying Listings of Revenue Bonds and Notes at June 30, 2016. The management of Rhode Island Commerce Corporation, Rhode Island Industrial Facilities Corporation and Rhode Island Industrial-Recreational Building Authority are responsible for the preparation of the Internal Listings. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures we performed and the associated findings are as follows:

1. Obtained and mathematically checked the Internal Listings provided by Rhode Island Commerce Corporation, Rhode Island Industrial Facilities Corporation and Rhode Island Industrial-Recreational Building Authority

**Findings:** No exceptions were noted.

2. Mailed confirmation requests to trustees or purchasers of revenue bonds and notes issued by Rhode Island Commerce Corporation or Rhode Island Industrial Facilities Corporation, whether or not such revenue bonds or notes were insured by Rhode Island Industrial-Recreational Building Authority, as listed in the Internal Listings. The confirmation requested the trustee or purchaser to provide the name of the issuer (Rhode Island Commerce Corporation or Rhode Island Industrial-Facilities Corporation), the name of the obligor, the series year, the original amount and the outstanding balance at June 30, 2016, of the requested bond or note. The confirmation also requested the trustee or purchaser to indicate whether the requested bond or note was insured by Rhode Island Industrial-Recreational Building Authority.

**Findings:** No exceptions were noted.

3. Compared the name of the trustee or purchaser, name of the issuer, name of the obligor, series year, original issue amount, and the amount outstanding at June 30, 2016 listed on the Internal Listings to information confirmed by the revenue bond and note trustees and purchasers, or, for confirmation replies not received, compared to alternate information obtained.

**Findings:**

For the bonds and notes issued by the Rhode Island Commerce Corporation:

- For 12 of the bonds and notes issued, the total outstanding balance at June 30, 2016, the Internal Listings did not reflect an outstanding balance. Per the confirmations obtained, these twelve bonds and notes issued had total confirmed balances of approximately \$230,626,000. Per discussion with management, this information was not available during the preparation of the Internal Listings.
- For one of the bonds and notes issued, the total outstanding balance was greater than the total confirmed balance by approximately \$920,000.
- For two of the bonds and notes issued by Commerce RI, the total original issue amount per the Internal Listings was less than the total confirmed original issuance amount by approximately \$1,121,000.
- For two of the bonds and notes issued by Commerce RI, the total net original issue amount per the Internal Listing was greater than the total confirmed original issuance amount by \$2,460,000 as a result of the bonds being refinanced during the year ended June 30, 2016.

For the bonds and notes issued by the Rhode Island Industrial Facilities Corporation and not insured by the Rhode Island Industrial-Recreational Building Authority:

- For two of the bonds issued, the total outstanding balance at June 30, 2016 per the Internal Listings was less than the total confirmed balance by approximately \$12,563,000.

No exceptions were noted for the bonds and notes issued by the Rhode Island Industrial Facilities Corporation and insured by the Rhode Island Industrial-Recreational Building Authority.

4. After adjustments were made to the Internal Listings to agree the amounts outstanding at June 30, 2016 to the confirmed outstanding balance at June 30, 2016, sorted Listings of Revenue Bonds and Notes issued by Rhode Island Commerce Corporation and Rhode Island Industrial-Facilities Corporation and insured and not insured by Rhode Island Industrial-Recreational Building Authority at June 30, 2016, alphabetize by trustee or purchaser (Appendix I), alphabetical by obligor (Appendix II), and chronological by series year (Appendix III).

**Findings:** No exceptions were noted.

We were not engaged to and did not conduct an audit, the objective of which would be the expression of an opinion on the accompanying Listings of Revenue Bonds and Notes at June 30, 2016 (Appendix I, Appendix II and Appendix III). Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of Rhode Island Commerce Corporation, Rhode Island Industrial Facilities Corporation and Rhode Island Industrial-Recreational Building Authority, and is not intended to be and should not be used by anyone other than these specified parties.

*Blum, Shapiro & Company, P.C.*

Cranston, Rhode Island  
October 11, 2016

APPENDIX I

**RHODE ISLAND COMMERCE CORPORATION  
RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION  
RHODE ISLAND INDUSTRIAL-RECREATIONAL BUILDING AUTHORITY  
LISTING OF REVENUE BONDS AND NOTES  
JUNE 30, 2016**

(ALPHABETICAL BY TRUSTEE OR PURCHASER)

<u>Trustee or Purchaser</u>	<u>Obligor</u>	<u>Original Issue Amount</u>	<u>Balance at June 30, 2016</u>	<u>Series Year</u>
<u>Bonds and notes issued by Commerce RI (conduit debt obligations unless otherwise noted):</u>				
Bank of America, N.A.	Providence Art Club	\$ 3,000,000	\$ 2,422,624	2008
Bank of America, N.A.	The Redwood Library and Athenaeum	2,600,000	1,118,374	2007
Bank of New York	Historic Structures Tax Credit	75,000,000	67,535,000	2015
Bank of New York	38 Studios, LLC	75,000,000	51,315,000	2010
Bank of New York	East Greenwich Free Library Association	930,000	345,000	2004
Bank of New York	Fleet National Bank Project	11,000,000	6,950,000	1997 *
Bank of New York	Grant Anticipation Bonds (RIDOT)	169,395,000	140,080,000	2009
Bank of New York	Grant Anticipation Bonds (RIDOT)	230,280,000	230,280,000	2016
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	53,030,000	13,890,000	2003
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	42,815,000	28,875,000	2006
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	12,410,000	11,200,000	2009
Bank of New York	Providence Place Mall (Sr.)	35,175,000	13,145,000	2000
Bank of New York	Providence Place Mall (Sub.)	5,645,000	2,245,000	2000
Bank of New York	Rhode Island Philharmonic Orchestra	7,000,000	5,285,000	2008
Bank of New York	RI Airport Corporation (Intermodel Project)	48,765,000	45,265,000	2006
Bank of New York	URI Steam Facility Project	16,395,000	4,585,000	1999
Bank of New York	Historic Structures Tax Credit	150,000,000	39,460,000	2009
Federal Highway Administration	RI Airport Corporation (Intermodel Project) TIFIA	42,000,000	41,540,891	2006
RBS Citizens	Greater Providence YMCA	5,000,000	4,565,217	2012
RBS Citizens	Greater Providence YMCA	3,000,000	2,787,611	2012
Santander	YMCA of Pawtucket, Inc.	10,540,000	10,404,400	2011
US Bank	FMR, Inc.	25,000,000	10,043,399	1996 *
US Bank	FMR, Inc.	10,000,000	7,150,896	2002 *
US Bank	RI Airport Corporation	115,455,000	93,175,000	2005
US Bank	RI Airport Corporation	51,165,000	36,360,000	2008
US Bank	I-195 Redevelopment District Commission	37,440,000	37,440,000	2013
US Bank	I-195 Redevelopment District Commission	960,000	960,000	2013
US Bank	RI Airport Corporation	33,500,000	32,427,000	2013
US Bank	RI Airport Revenue Refunding Bonds	42,980,000	42,345,000	2015
Washington Trust Company	Ocean Community YMCA Issue	2,640,000	2,429,368	2010
Washington Trust Company	Ocean Community YMCA Issue	1,360,000	1,169,600	2010
Washington Trust Company	Quonset Development Corp.	7,500,000	4,601,252	2012
		<u>\$ 1,326,980,000</u>	<u>\$ 991,395,633</u>	

\* Direct obligations of Commerce RI, not conduit debt obligations

APPENDIX I (CONTINUED)

RHODE ISLAND COMMERCE CORPORATION  
 RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION  
 RHODE ISLAND INDUSTRIAL-RECREATIONAL BUILDING AUTHORITY  
 LISTING OF REVENUE BONDS AND NOTES  
 JUNE 30, 2016

(ALPHABETICAL BY TRUSTEE OR PURCHASER)

<u>Trustee or Purchaser</u>	<u>Obligor</u>	<u>Original Issue Amount</u>	<u>Balance at June 30, 2016</u>	<u>Series Year</u>
<u>Bonds issued by RIIFC and insured by RIRBA (conduit debt obligations):</u>				
Bank of New York	New England Expedition	\$ 4,445,000	\$ 3,160,000	2003
Coastway	Ashaway Pines	2,117,700	2,021,484	2014
Santander	New England Expedition	675,000	507,470	2008
Webster Bank	CAPCO Steel	<u>5,000,000</u>	<u>3,644,654</u>	2010
		<u>\$ 12,237,700</u>	<u>\$ 9,333,608</u>	

APPENDIX I (CONTINUED)

RHODE ISLAND COMMERCE CORPORATION  
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 LISTING OF REVENUE BONDS AND NOTES  
 JUNE 30, 2016

(ALPHABETICAL BY TRUSTEE OR PURCHASER)

<u>Trustee or Purchaser</u>	<u>Obligor</u>	<u>Original Issue Amount</u>	<u>Balance at June 30, 2016</u>	<u>Series Year</u>
<u>Bonds issued by RIIFC but not insured by RIIRBA (conduit debt obligations):</u>				
Bank of America, N.A.	Calise & Sons	\$ 10,000,000	\$ 4,645,000	2010
Bank of New York	Hall Real Estate LLC Projects	4,270,000	1,300,000	2004
Deutsche Bank Trust Company	Exxon Mobile	15,400,000	15,400,000	2001
People's United Bank	Bullard Abrasives	3,300,000	2,721,134	2010
RBS Citizens	CP Associates (Cranston Police HQ Project)	10,100,000	7,917,800	2005
Webster Bank	CAPCO Steel	1,000,000	928,035	2010
		<u>\$ 44,070,000</u>	<u>\$ 32,911,969</u>	



APPENDIX II

RHODE ISLAND COMMERCE CORPORATION  
 RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION  
 RHODE ISLAND INDUSTRIAL-RECREATIONAL BUILDING AUTHORITY  
 LISTING OF REVENUE BONDS AND NOTES  
 JUNE 30, 2016

(ALPHABETICAL BY OBLIGOR)

Trustee or Purchaser	Obligor	Original Issue Amount	Balance at June 30, 2016	Series Year
<u>Bonds and notes issued by Commerce RI (conduit debt obligations unless otherwise noted):</u>				
Bank of New York	38 Studios, LLC	\$ 75,000,000	\$ 51,315,000	2010
Bank of New York	East Greenwich Free Library Association	930,000	345,000	2004
Bank of New York	Fleet National Bank Project	11,000,000	6,950,000	1997
US Bank	FMR, Inc.	25,000,000	10,043,399	1996
US Bank	FMR, Inc.	10,000,000	7,150,896	2002
Bank of New York	Grant Anticipation Bonds (RIDOT)	169,395,000	140,080,000	2009
Bank of New York	Grant Anticipation Bonds (RIDOT)	230,280,000	230,280,000	2016
RBS Citizens	Greater Providence YMCA	5,000,000	4,565,217	2012
RBS Citizens	Greater Providence YMCA	3,000,000	2,787,611	2012
Bank of New York	Historic Structures Tax Credit	75,000,000	67,535,000	2015
Bank of New York	Historic Structures Tax Credit	150,000,000	39,460,000	2009
US Bank	I-195 Redevelopment District Commission	37,440,000	37,440,000	2013
US Bank	I-195 Redevelopment District Commission	960,000	960,000	2013
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	53,030,000	13,890,000	2003
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	42,815,000	28,875,000	2006
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	12,410,000	11,200,000	2009
Washington Trust Company	Ocean Community YMCA Issue	2,640,000	2,429,368	2010
Washington Trust Company	Ocean Community YMCA Issue	1,360,000	1,169,600	2010
Bank of America, N.A.	Providence Art Club	3,000,000	2,422,624	2008
Bank of New York	Providence Place Mall (Sr.)	35,175,000	13,145,000	2000
Bank of New York	Providence Place Mall (Sub.)	5,645,000	2,245,000	2000
Washington Trust Company	Quonset Development Corp.	7,500,000	4,601,252	2012
Bank of New York	Rhode Island Philharmonic Orchestra	7,000,000	5,285,000	2008
US Bank	RI Airport Corporation	115,455,000	93,175,000	2005
US Bank	RI Airport Corporation	51,165,000	36,360,000	2008
US Bank	RI Airport Corporation	33,500,000	32,427,000	2013
Bank of New York	RI Airport Corporation (Intermodel Project)	48,765,000	45,265,000	2006
Federal Highway Administration	RI Airport Corporation (Intermodel Project) TIFIA	42,000,000	41,540,891	2006
US Bank	RI Airport Revenue Refunding Bonds	42,980,000	42,345,000	2015
Bank of America, N.A.	The Redwood Library and Athenaeum	2,600,000	1,118,374	2007
Bank of New York	URI Steam Facility Project	16,395,000	4,585,000	1999
Santander	YMCA of Pawtucket, Inc.	10,540,000	10,404,400	2011
		<u>\$ 1,326,980,000</u>	<u>\$ 991,395,633</u>	

\* Direct obligations of Commerce RI, not conduit debt obligations

APPENDIX II (CONTINUED)

RHODE ISLAND COMMERCE CORPORATION  
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(ALPHABETICAL BY OBLIGOR)

<u>Trustee or Purchaser</u>	<u>Obligor</u>	<u>Original Issue Amount</u>	<u>Balance at June 30, 2016</u>	<u>Series Year</u>
<u>Bonds issued by RIIFC and insured by RIIRBA (conduit debt obligations):</u>				
Coastway	Ashaway Pines	\$ 2,117,700	\$ 2,021,484	2014
Webster Bank	CAPCO Steel	5,000,000	3,644,654	2010
Santander	New England Expedition	675,000	507,470	2008
Bank of New York	New England Expedition	<u>4,445,000</u>	<u>3,160,000</u>	2003
		<u>\$ 12,237,700</u>	<u>\$ 9,333,608</u>	

APPENDIX II (CONTINUED)

RHODE ISLAND COMMERCE CORPORATION  
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 LISTING OF REVENUE BONDS AND NOTES  
 JUNE 30, 2016

(ALPHABETICAL BY OBLIGOR)

<u>Trustee or Purchaser</u>	<u>Obligor</u>	<u>Original Issue Amount</u>	<u>Balance at June 30, 2016</u>	<u>Series Year</u>
<u>Bonds issued by RIIFC but not insured by RIIRBA (conduit debt obligations):</u>				
People's United Bank	Bullard Abrasives	\$ 3,300,000	\$ 2,721,134	2010
Bank of America	Calise & Sons	10,000,000	4,645,000	2010
Webster Bank	CAPCO Steel	1,000,000	928,035	2010
RBS Citizens	CP Associates (Cranston Police HQ Project)	10,100,000	7,917,800	2005
Deutsche Bank Trust Company	Exxon Mobile	15,400,000	15,400,000	2001
Bank of New York	Hall Real Estate LLC Projects	4,270,000	1,300,000	2004
		<u>\$ 44,070,000</u>	<u>\$ 32,911,969</u>	

APPENDIX III

RHODE ISLAND COMMERCE CORPORATION  
 RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION  
 RHODE ISLAND INDUSTRIAL-RECREATIONAL BUILDING AUTHORITY  
 LISTING OF REVENUE BONDS AND NOTES  
 JUNE 30, 2016

(CHRONOLOGICAL BY SERIES YEAR)

Trustee or Purchaser	Obligor	Original Issue Amount	Balance at June 30, 2016	Series Year	
<u>Bonds and notes issued by Commerce RI (conduit debt obligations unless otherwise noted):</u>					
US Bank	FMR, Inc.	\$ 25,000,000	\$ 10,043,399	1996	*
Bank of New York	Fleet National Bank Project	11,000,000	6,950,000	1997	*
Bank of New York	URI Steam Facility Project	16,395,000	4,585,000	1999	
Bank of New York	Providence Place Mall (Sr.)	35,175,000	13,145,000	2000	
Bank of New York	Providence Place Mall (Sub.)	5,645,000	2,245,000	2000	
US Bank	FMR, Inc.	10,000,000	7,150,896	2002	*
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	53,030,000	13,890,000	2003	
Bank of New York	East Greenwich Free Library Association	930,000	345,000	2004	
US Bank	RI Airport Corporation	115,455,000	93,175,000	2005	
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	42,815,000	28,875,000	2006	
Bank of New York	RI Airport Corporation (Intermodel Project)	48,765,000	45,265,000	2006	
Federal Highway Administration	RI Airport Corporation (Intermodel Project) TIFIA	42,000,000	41,540,891	2006	
Bank of America, N.A.	The Redwood Library and Athenaeum	2,600,000	1,118,374	2007	
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Bank of New York	Rhode Island Philharmonic Orchestra	7,000,000	5,285,000	2008	
US Bank	RI Airport Corporation	51,165,000	36,360,000	2008	
Bank of New York	Grant Anticipation Bonds (RIDOT)	169,395,000	140,080,000	2009	
Bank of New York	Motor Fuel Tax Revenue Bonds (RIDOT)	12,410,000	11,200,000	2009	
Bank of New York	Historic Structures Tax Credit	150,000,000	39,460,000	2009	
Bank of New York	38 Studios, LLC	75,000,000	51,315,000	2010	
Washington Trust Company	Ocean Community YMCA Issue	2,640,000	2,429,368	2010	
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Washington Trust Company	Quonset Development Corp.	7,500,000	4,601,252	2012	
US Bank	I-195 Redevelopment District Commission	37,440,000	37,440,000	2013	
US Bank	I-195 Redevelopment District Commission	960,000	960,000	2013	
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Bank of New York	Historic Structures Tax Credit	75,000,000	67,535,000	2015	
US Bank	RI Airport Revenue Refunding Bonds	42,980,000	42,345,000	2015	
Bank of New York	Grant Anticipation Bonds (RIDOT)	230,280,000	230,280,000	2016	
		<u>\$ 1,326,980,000</u>	<u>\$ 991,395,633</u>		

\* Direct obligations of Commerce RI, not conduit debt obligations

APPENDIX III (CONTINUED)

RHODE ISLAND COMMERCE CORPORATION  
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 JUNE 30, 2016

(CHRONOLOGICAL BY SERIES YEAR)

<u>Trustee or Purchaser</u>	<u>Obligor</u>	<u>Original Issue Amount</u>	<u>Balance at June 30, 2016</u>	<u>Series Year</u>
<u>Bonds issued by RIIFC and insured by RIIRBA (conduit debt obligations):</u>				
Bank of New York	New England Expedition	\$ 4,445,000	\$ 3,160,000	2003
Santander	New England Expedition	675,000	507,470	2008
Webster Bank	CAPCO Steel	5,000,000	3,644,654	2010
Coastway	Ashaway Pines	<u>2,117,700</u>	<u>2,021,484</u>	2014
		<u>\$ 12,237,700</u>	<u>\$ 9,333,608</u>	

APPENDIX III (CONTINUED)

RHODE ISLAND COMMERCE CORPORATION  
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(CHRONOLOGICAL BY SERIES YEAR)

<u>Trustee or Purchaser</u>	<u>Obligor</u>	<u>Original Issue Amount</u>	<u>Balance at June 30, 2016</u>	<u>Series Year</u>
<u>Bonds issued by RIIFC but not insured by RIIRBA (conduit debt obligations):</u>				
Deutsche Bank Trust Company	Exxon Mobile	\$ 15,400,000	\$ 15,400,000	2001
Bank of New York	Hall Real Estate LLC Projects	4,270,000	1,300,000	2004
RBS Citizens	CP Associates (Cranston Police HQ Project)	10,100,000	7,917,800	2005
Bank of America	Calise & Sons	10,000,000	4,645,000	2010
People's United Bank	Bullard Abrasives	3,300,000	2,721,134	2010
Webster Bank	CAPCO Steel	1,000,000	928,035	2010
		<u>\$ 44,070,000</u>	<u>\$ 32,911,969</u>	