

**RHODE ISLAND COMMERCE CORPORATION**

**AGENDA**

**April 23, 2018**

Call to order and opening remarks.

Tab 1: To consider the meeting minutes for the meetings held April 2, 2018 and April 10, 2018.

Tab 2: To consider applicants for awards under the Innovation Voucher program.\*

Tab 3: To consider the engagement of a vendor for advisory services.

Tab 4: To consider the utilization of the Corporation's incentive programs for the investment of public funds.\*

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

TAB 1

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

**April 23, 2018**

**APPROVED**

**VOTED:** To approve the public session meeting minutes for the meetings held April 2, 2018 and April 10, 2018 as presented to the Board.

**RHODE ISLAND COMMERCE CORPORATION**

**MEETING OF DIRECTORS**

**PUBLIC SESSION**

April 2, 2018

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on April 2, 2018, in Public Session, beginning at 5:00 p.m. at the offices of the Corporation, located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island 02908, pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Governor Gina M. Raimondo, Bernard Buonanno, III, Dr. Nancy Carriuolo, Tim Hebert, Jason Kelly, Mary Lovejoy, Michael F. McNally, George Nee, Ronald O'Hanley, Donna Sams, and Karl Wadensten.

Directors absent were: Mary Jo Kaplan and Vanessa Toledo-Vickers.

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

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

Governor Raimondo called the meeting to order at 5:12 p.m., indicating that a quorum was present.

2. **TO CONSIDER FOR APPROVAL THE PUBLIC SESSION MINUTES FOR THE MEETING HELD ON JANUARY 22, 2018.**

Upon motion duly made by Mr. O'Hanley and seconded by Dr. Carriuolo, the following vote was adopted:

**VOTED:** To approve the public meeting minutes for the meeting held January 22, 2018 as presented to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Tim Hebert, Jason Kelly, Mary Lovejoy, Michael F. McNally, George Nee, Ronald O'Hanley, Donna Sams, and Karl Wadensten.

Voting against the foregoing were: none.

3. **TO CONSIDER THE APPLICATION OF EPIQ SYSTEMS, INC. FOR INCENTIVES UNDER THE QUALIFIED JOBS INCENTIVE TAX CREDIT PROGRAM.**

Jeff Miller, Executive Vice President Investments, explained that before the Board for approval was the application of Epiq Systems, Inc. (“Epiq”) for incentives under the Qualified Jobs Incentive Tax Credit program. He indicated that Epiq provides technology solutions for the legal industry, mainly for electronic discovery solutions, which involves collecting, parsing, and organizing large amounts of data and records. Mr. Miller stated that Epiq intends to open a new office in the State to develop and establish an office that undertakes data analytics services. He indicated that Epiq has offices in Kansas City, Phoenix, and overseas, and that Epiq’s Chief Innovation Officer, Cliff Dutton, was present at the meeting.

In response to a question by Mr. Nee, Mr. Dutton explained that Epiq chose to establish an office in the State because of the State’s resources and labor force. Mr. Wadensten inquired as to Epiq’s long-term goals, and Mr. Dutton responded that Epiq intends to invest in legal data analytics due to the expansion and growth of the legal industry. In response to another question by Mr. Wadensten, Mr. Dutton stated that companies typically purchase Epiq’s services on a transactional basis, but several of Epiq’s customers have a subscription.

Secretary Pryor stated that if the incentives are awarded to Epic, it will result in \$2.1 million in net tax revenue to the State, and increase the State’s gross domestic product by \$7.1 million annually. He further stated that twenty-three companies have been granted incentives under the Qualified Jobs Tax Credit program for either expanding or relocating to the State, which has created approximately 2,100 new jobs. He indicated that the collective incentives under the Qualified Jobs Tax Credit program will yield a \$75 million return on investment and increase the State’s gross domestic product by \$332 million annually.

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

**VOTED:** To approve the application of Epiq Systems, Inc., for incentives under the Qualified Jobs Incentive Tax Credit program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Tim Hebert, Jason Kelly, Mary Lovejoy, Michael F. McNally, George Nee, Ronald O’Hanley, Donna Sams, and Karl Wadensten.

Voting against the foregoing were: none.

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

4. **TO CONSIDER APPLICANTS FOR AWARDS UNDER THE INNOVATION VOUCHER PROGRAM.**

Christine Smith, Innovation Director, stated that three applicants for Innovation Vouchers were before the Board for approval of \$140,000 in cumulative vouchers. Ms. Smith explained that if the Board approved the three applicants, a total of forty-seven companies will have been awarded Innovation Vouchers. Ms. Smith indicated that there continues to be a strong demand for the Innovation Voucher program, stating that four other applicants are under review and twenty-four other applicants are in the pipeline.

Ms. Smith stated that recent legislative amendments allows for the issuance of a new Innovation Voucher for manufacturing companies, that incentivizes in-house research and development and is part of the Governor's manufacturing initiatives. She further explained that the manufacturing Innovation Voucher was intended to offer an incentive to those companies that do not qualify for State tax credits, which is only available to C-corporations.

Mr. Hebert questioned how applicants are evaluated, and Ms. Smith explained that each applicant is evaluated by the quality of its personnel, the quality of its proposed innovation, and the Innovation Vouchers's potential impact on the company. She stated that another part of the evaluation process is the company's business plan, which includes the nature of the company's market and the ability of the company to be prevalent in that market. Ms. Smith indicated that the Innovation Voucher's evaluation committee was expanded to include individuals with manufacturing expertise. In response to a question by Mr. Kelly, Ms. Smith stated that the evaluation committee looks to several eligible activities and expenses as outlined by federal legislation for guidelines.

Mr. O'Hanley expressed his support of the Innovation Vouchers program, but indicated that he would like to see data on the success of companies who have previously been awarded Innovation Vouchers, and several other Board members and the Governor agreed. Ms. Smith stated that the Innovation Vouchers program requires that the companies submit project reports and final report, and that several previous awardees have hired new employees, purchased large equipment, made applications to the federal government for other grants, and testified in support of the Innovation Voucher program before the Senate and House of Representatives' Finance Committees. Mr. Wadensten commented that manufacturers typically are not aware of research and development incentives, and the Innovation Voucher program can assist with that. In response to a question by Mr. Hebert, Ms. Smith stated that three out of the next four applicants for Innovation Vouchers are manufacturers.

Upon motion duly made by Mr. Hebert and seconded by Mr. O'Hanley the following vote was adopted:

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

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Tim Hebert, Jason Kelly, Mary Lovejoy, Michael F. McNally, George Nee, Ronald O’Hanley, Donna Sams, and Karl Wadensten.

Voting against the foregoing were: none.

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

5. **TO DISCUSS THE SELECTION OF MEMBERS TO THE INNOVATION CAMPUS COMMITTEE BY THE EXECUTIVE OFFICE OF COMMERCE.**

The Governor explained that last year she put the issuance of a \$20 million bond in her proposed budget for the creation of an innovation campus at the University of Rhode Island (“URI”). She indicated that the bond was placed on the ballot, and approved by voters. She explained that the intent of the Innovation Campus Initiative is that tax payers’ funds would be leveraged with private investment to create high wage jobs in growing industries. She explained that a diverse set of applications are currently pending for the development of the innovation campus, including applications from IBM, Johnson & Johnson, and the Rhode Island Mushroom Company, to name a few. The Governor commented that the State was recently identified by Business Insider as the ninth best economy in the country and having the third highest wage growth in the nation.

Secretary Pryor commented on the high quality of the applicants. He explained that originally, the process began with invitations for informal responses, but transitioned into a formal request for proposals (“RFP”). Peter Rumsey, Director of the RI Innovation Campus Initiative, explained that sixteen applications were submitted in response to the RFP, which included responses from national academic and research institutions, industry networks, development and investment groups, start-up and accelerator groups, small businesses, large corporations, and a municipality. He indicated that all proposed innovation campuses, which are proposed in eight different cities or towns, cover the high growth sectors identified in the 2016 Brookings Institute report, which include cyber and data science, bioscience and biotechnology, ocean/blue tech, food technology, and advanced manufacturing.

Secretary Pryor explained that a committee has been proposed to review the responses to the RFP, which is anticipated to have seven members, including Peter Snyder, the Vice President of Research and Economic Development at URI; Abigail Rider, the Vice President of Administration and Finance at URI; Hannah Moore, the Chief of Staff of the Executive Office of Commerce; Macky McCleary, Administrator of the PUC; Mr. McNally; Ms. Toledo-Vickers; and Steven King, Managing Director of Quonset Development Corporation.

In response to a question by Mr. Kelly, Secretary Pryor indicated that there will likely be more than one response accepted. Mr. Hebert questioned whether the model of other similar campuses were reviewed, and Nick Autiello, Senior Economic Analyst, answered in the affirmative, stating that similar campuses in South Carolina and New York were reviewed.

In response to a question by Dr. Carriuolo, Mr. Rumsey stated that the committee will discuss the RFP responses over the next two to three months, including an interview process with some of the applicants and then enter the final portion of the selection process, hopefully making a formal award in the summer of this year.

Mr. Kelly expressed his approval of the committee, and indicated that Ms. Ryder has expertise in private/public partnerships, which, in some instances, are difficult to foster. In response to a question by Dr. Carriuolo, Secretary Pryor stated that HR&A was engaged to provide advice and consultation as to the RFP responses. Ms. Sams expressed her concerns that some social groups were being excluded, and Secretary Pryor stated that the language of the RFP is intended to provide opportunities for all citizens of the State.

6. **TO RATIFY THE APPROVAL FOR THE ISSUANCE OF BONDS FOR THE OCEAN COMMUNITY YMCA.**

Attorney Carlotto explained that in December 2017, the Board approved a refinancing of \$3.4 million in bonds for the Ocean Community YMCA; however, due to a tax compliance issue, the Board needed to revote on the refinancing.

Upon motion duly made by Mr. O'Hanley and seconded by Mr. Hebert, the following vote was adopted:

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

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Tim Hebert, Jason Kelly, Mary Lovejoy, Michael F. McNally, George Nee, Ronald O'Hanley, Donna Sams, and Karl Wadensten.

Voting against the foregoing were: none.

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

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 5:55 p.m., upon motion made by Mr. Wadensten and seconded by Dr. Carriuolo.

---

Thomas Carlotto, Secretary



APRIL 2, 2018 PUBLIC SESSION MEETING MINUTES

EXHIBIT A

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

A meeting of the Rhode Island Commerce Corporation Board of Directors will be held at the offices of the **Rhode Island Commerce Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island**, on **April 2, 2018**, beginning at **5:00 p.m.** for the following purposes:

**PUBLIC SESSION**

1. Call to order and opening remarks.
2. To consider the meeting minutes for the meeting held January 22, 2018.
3. To consider the application of Epiq Systems, Inc., for incentives under the Qualified Jobs Incentive Tax Credit program (See Exhibit 1, which follows, for additional detail).\*
4. To consider applicants for awards under the Innovation Voucher program (See Exhibit 1, which follows, for additional detail).\*
5. To discuss the selection of members to the Innovation Campus committee by the Executive Office of Commerce.
6. To ratify the approval for the issuance of bonds for the Ocean Community YMCA.
7. To consider the utilization of the Corporation's incentive programs for the investment of public funds.\*

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

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

Shechtman Halperin Savage, LLP,  
Counsel to the Corporation

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

Dated: March 29, 2018

## EXHIBIT 1

### Agenda Item 3

The applicant seeks incentives under the Qualified Jobs Incentive Tax Credit program in connection with the establishment of a data science division in Rhode Island. The Company is a global leader in the legal services industry, works on large-scale, and complex tasks for corporations, financial institutions, and government agencies.

### Agenda Item 4

The following applicants are being recommended for Innovation Vouchers:

<u>Applicant</u>	<u>Amount</u>
CREMedical Corporation	\$49,989
Mearthane Products Corporation	\$40,574
MindImmune Therapeutics, Inc.	\$50,000

APRIL 2, 2018 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

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

April 2, 2017

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

**WHEREAS:** Chapter 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 received an application for incentives under the Act from Epiq Systems, 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 incentives to the Recipient and has voted to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the incentives; and

**WHEREAS:** The Board has received a presentation detailing the 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 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 issuance of the following incentives:
  - a. Under the Act, tax credits to the Recipient up to the amount of twenty-five (25) 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 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 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 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**  
*Epiq Systems, Inc. Application*

**Introduction**

The Rhode Island Commerce Corporation (the “Corporation”) may issue Qualified Jobs Incentive tax credits to Epiq Systems, Inc. (“the Company”), a Kansas City-based provider of data, analysis, electronic discovery and other litigation support services to law firms, companies and government agencies worldwide. The credits would be issued in connection with the Company’s decision to open a new innovation center in Rhode Island. The Company’s new office would employ 19 people in 2019, rising to 25 in 2020. The Company is expected to request Qualified Jobs Incentive tax credits with an estimated value of approximately \$1.21 million.

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

**Jobs Analysis**

***Capital investment***

The Company expects to open its new innovation center in leased space in Rhode Island in 2019. In addition to costs associated with furniture and basic office equipment, the Company would invest approximately \$750,000 in computer equipment needed to support its data science and services. The Company is not, however, seeking any incentives related to this investment.

For purposes of this analysis, Appleseed assumes that all of this computer equipment would be procured out-of-state.

***Annual operations***

As noted above, the Company intends to hire 19 employees at its new facility in 2019, rising to 25 in 2020. Table 1 summarizes the categories in which these jobs will be created (as of 2020), and median earnings for each category.

**Table 1: Projected employment, 2020**

Job category	New positions	
	(as of 2020)	Median salary
Chief data scientist	1	\$200,000
Data scientists/analysts/product developers	21	\$110,000
Process engineers	3	\$100,000
<b>Total</b>	<b>25</b>	<b>\$110,000</b>

Based on data provided by the Company, and using the IMPLAN input-output modeling system, Appleseed estimates that in 2020, ongoing operations associated with the 25 full-time jobs the Company would be committed to creating and maintaining would directly and indirectly support:

- 55 full-time-equivalent (FTE) jobs in Rhode Island;
- \$4.8 million in annual earnings (in 2020 dollars);
- \$14.1 million in statewide economic output; and
- An increase of \$7.1 million in Rhode Island’s annual GDP.

These impacts are summarized below in Table 2.

**Table 2: Direct, indirect and total annual impact of ongoing operations (employment in FTE; income, value-added and output in millions of 2020 dollars)**

	Jobs	Earnings	Value added	Output
<b>Direct</b>	25	\$3.0	\$4.0	\$9.0
<b>Indirect</b>	30	1.8	3.1	5.1
<b>Total</b>	<b>55</b>	<b>\$4.8</b>	<b>\$7.1</b>	<b>\$14.1</b>

In addition to the impacts on employment, earnings, output and state GDP cited above, the Company's operations in Rhode Island would generate a projected increase of approximately \$284,000 in annual state tax revenues, including:

- \$182,000 in state personal income taxes paid by workers newly employed by the Company in its new operations in Rhode Island, or by Rhode Island workers whose jobs are indirectly attributable to the Company's new facility;
- \$79,000 in state sales taxes paid on those workers' taxable household spending; and
- \$23,000 in state business taxes.

## **Benefits**

All full-time Company employees are eligible for a comprehensive package of benefits after being employed for 90 days. Benefits include a choice among three CIGNA health insurance plans; dental and vision care; health savings accounts; pre-tax flexible spending accounts funded through payroll deductions; life and short-term disability insurance; pre-tax commuter transit and parking accounts; and an employee life assistance program.

## **Hiring**

Hiring is managed through the Company's corporate human resources department, located in Kansas City. The Company recruits globally for all open positions through postings on its corporate website, social media, job boards and other channels.

## **Impact**

The state fiscal impact of the requested tax credits is estimated to be approximately \$1.21 million in foregone state revenue. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$7.1 million in 2020, the estimated associated job creation, and a gross increase of nearly \$3.34 million in personal income, sales and business tax revenues during the twelve-year commitment period beginning in 2019. These benefits are detailed in the foregoing analysis.

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

- Highlighting Rhode Island's attractiveness as a location for global companies' data science and analytics divisions
- Providing new opportunities in data science and analytics for graduates of Rhode Island's colleges and universities
- Increasing local tangible personal property tax revenues

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. Various features of the Qualified Jobs Incentive program mitigate risk to the state. The value of Qualified Jobs Incentive tax credits would be determined on the

basis of the number of people actually employed and the wages actually paid by the Company.

APRIL 2, 2018 PUBLIC SESSION MEETING MINUTES

EXHIBIT C

RHODE ISLAND COMMERCE CORPORATION  
RESOLUTION AUTHORIZING THE ISSUANCE OF AN INNOVATION VOUCHER  
UNDER THE INNOVATION INITIATIVE ACT

April 2, 2018

**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 the entities (the “Recipients”) listed on Schedule 1 annexed hereto for awards of Innovation Vouchers (the “Vouchers”); and

**WHEREAS:** The Board of Directors of the Corporation (the “Board”) received a presentation detailing the Vouchers proposed to be granted to the applicants together with a recommendation from the staff of the Corporation to approve the award of Vouchers 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 Vouchers to the Recipients in the amounts identified on Schedule 1.
2. The authorization provided herein is subject to the following conditions:
  - a. The execution of a Voucher Agreement between the Corporation and each Recipient meeting the requirements of the Innovation Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
  - b. Verification by the Corporation of compliance with the Eligibility Requirements of the Rules (870-RICR-20-004.7) prior to issuance of a Voucher; and

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

SCHEDULE 1

<u>Applicant</u>	<u>Amount</u>
CREMedical Corporation	\$49,989
Mearthane Products Corporation	\$40,574
MindImmune Therapeutics, Inc.	\$50,000



APRIL 2, 2018 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

RESOLUTION  
RELATING TO THE ISSUANCE OF  
RHODE ISLAND COMMERCE CORPORATION  
ECONOMIC DEVELOPMENT REVENUE REFUNDING BONDS, SERIES 2018  
OCEAN COMMUNITY YMCA PROJECT

April 2, 2018

- WHEREAS: The Rhode Island Commerce Corporation (“Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and
- WHEREAS: The Act authorizes Corporation to borrow money and issue bonds for any of its corporate purposes; and
- WHEREAS: The Corporation has previously issued for the benefit of Ocean Community YMCA (“Borrower”) (a) \$1,360,000 Variable Rate Revenue Bonds (Ocean Community YMCA Issue- Series 2010A (the “Series 2010A Bonds”); and (b) \$2,640,000 Fixed Rate Revenue Refunding Bonds (Ocean Community YMCA Issue-Series 2010B) (the “Series 2010B Bonds, and together with the Series 2010A Bonds, the “Refunded Bonds”) each Series issued pursuant to the terms of a Loan and Trust Agreement dated as of December 29, 2010; and
- WHEREAS: The Board of Directors of the Borrower has approved the borrowing of up to \$3,500,000 for the purpose of refinancing the Refunded Bonds and to pay costs of issuance in connection therewith in order to take advantage of existing law allowing for the issuance of tax exempt bonds and present market interest rate conditions; and
- WHEREAS: Borrower has requested that Corporation provide *final approval* of the issuance of its Economic Development Revenue Refunding Bonds, Series 2018 (the “Refunding Bonds”) in an amount, together with other available funds, necessary to (i) refund on a current basis all or a portion of Corporation’s outstanding Refunded Bonds, and (ii) pay the costs of issuing the Refunding Bonds (collectively, the “Refunding”); and
- WHEREAS: The Washington Trust Bank of Westerly (“Purchaser”) has proposed to provide financing of up to \$3,500,000 through a direct purchase of the Refunding Bonds; and
- WHEREAS: None of the Refunding Bonds to be issued by Corporation or the payment obligations of the Borrower shall constitute indebtedness of the State or a debt for which the full faith and credit of the State is pledged; and
- WHEREAS: Borrower and the Corporation presented the proposed Refunding to the Access to Capital Subcommittee of the Corporation on December 11, 2017,

which Subcommittee unanimously recommended approval of the proposed Refunding; and

WHEREAS: The Corporation conducted a public hearing as required under the Section 147(f)(2)(B)(i) of the Internal Revenue Code of 1986, as amended (the “Code”).

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

RESOLVED:

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

of the Authorized Officers at or immediately prior to closing.

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

maturity and the interest rates; and (ii) to take such further action or to cause such further action to be taken as may be necessary or appropriate to effectuate the issuance of the Refunding Bonds and to carry out the transactions contemplated by these resolutions.

11. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the purposes of the Act, and the execution, delivery and approval and performance of the documents, certificates, instruments and agreements hereinabove authorized are, in conformance therewith, and all prior actions taken in connection herewith are, ratified, approved and confirmed.
12. From and after the execution and delivery of the documents, certificates, instruments and agreements hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, certificates, instruments and agreements, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the Refunding Bonds, including the redemption of the Refunded Bonds, or to carry out and comply with the provisions of the documents, certificates, instruments and agreements hereinabove authorized.
13. The Refunding Bonds may be issued on a tax-exempt basis, such that interest on the Refunding Bonds will be excluded from gross income for Federal income tax purposes. To facilitate the issuance of the Refunding Bonds on a tax-exempt basis, any of the Authorized Officers, acting singly on behalf of the Corporation, shall covenant that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Refunding Bonds, the Corporation will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of the covenant contained in the preceding sentence, any of the Authorized Officers, acting singly on behalf of the Corporation, shall agree to continually comply with the provisions of a Tax Regulatory Agreement to be executed by the Corporation in connection with the execution and delivery of the Refunding Bonds, as amended from time to time.
14. The Corporation shall charge an administrative expense of one-eighth of one percent (1/8 of 1%) per year of the principal amount outstanding of the Refunding Bonds.
15. No costs or expenses whether incurred by the Corporation or any other party in connection with the issuance of the Refunding Bonds or the preparation or review of any documents by any legal or financial consultants retained in connection herewith shall be borne by the Corporation except as permitted by the Authorized Officers. The Corporation may require such deposits or advances as it deems desirable for such fees, costs and expenses, and may require reimbursement of any such fees, costs and expenses paid by the Corporation. The Corporation shall have the right to select and retain legal, financial and other consultants in connection with the proposed financing, and all fees, costs and expenses of such consultants, along with all other such costs and expenses shall be paid from the proceeds of the Refunding Bonds or otherwise borne by the Borrower

regardless of whether the Refunding Bonds are issued.

16. In connection with the Refunding, Mack Law Associates LLC is appointed as bond counsel.

17. This Resolution shall take effect immediately upon adoption by the Board.

# RHODE ISLAND COMMERCE CORPORATION

## MEETING OF DIRECTORS

### PUBLIC SESSION

April 10, 2018

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on April 10, 2018, in Public Session, beginning at 11:30 a.m. at the offices of the Corporation, located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island 02908, pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Governor Gina M. Raimondo, Jason Kelly, Mary Lovejoy, Michael F. McNally, George Nee, Donna Sams and Vanessa Toledo-Vickers.

Directors absent were: Bernard Buonanno III, Dr. Nancy Carriuolo, Ronald O'Hanley, Tim Hebert, Mary Jo Kaplan, and Karl Wadensten.

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

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

Governor Raimondo called the meeting to order at 11:33 a.m. indicating that a quorum was present. She thanked the Board members for meeting on short notice to consider incentives in connection with Amgen's proposed expansion in Rhode Island.

2. **TO CONSIDER THE APPLICATION OF IMMUNEX RHODE ISLAND CORPORATION FOR INCENTIVES FOR THE QUALIFIED JOBS INCENTIVE TAX CREDIT PROGRAM AND THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM.**

3. **TO CONSIDER THE AWARD OF A TAX STABILIZATION INCENTIVE TO THE TOWN OF WEST GREENWICH IN THE APPROXIMATE AMOUNT OF \$180,000.**

The Governor noted that Amgen is an important employer in Rhode Island and this new project will bring hundreds of new, high paying jobs and significant capital investment to the State. She indicated that Amgen will be introducing its new manufacturing method to the U.S., here in Rhode Island. The Governor explained that Rhode Island was chosen after Amgen conducted a nationwide search of locations for this expansion. She then introduced Secretary Pryor to discuss the proposed incentives.

Secretary Pryor explained that Amgen speaks of this project as the first of its kind in the United States; it is a next generation bio-manufacturing plant which will be built at its current campus in West Greenwich, Rhode Island. He noted that the project cost is approximately \$160

million to build the new 65,000 square foot facility. He indicated that the facility will house 146 new employees in the first instance and the Board is authorizing up to 300 employees eligible for the Qualified Jobs Incentive program over a period of time to be negotiated by staff. Secretary Pryor introduced and thanked the three representatives of Amgen present at the meeting: Tia Bush, Vice President, Rhode Island Site Operations; David Goggin, Executive Director of Government Affairs; and Jennifer Bianco, Director of Corporate Affairs, for their efforts in bringing the project to Rhode Island. Secretary Pryor noted that this transaction brings the total to twenty-four companies landing or expanding in Rhode Island under the Governor's Qualified Jobs program. Secretary Pryor further explained that the Qualified Jobs program has also created upwards of 2,300 jobs and the state revenue expected to be yielded by these projects is approximately \$79 million over the 12 years with an annual GDP increase expected to be \$366 million.

Secretary Pryor introduced, Jeffrey Miller, Executive Vice President Investment, to further discuss the project. Mr. Miller indicated that the Governor and Secretary Pryor highlighted most of the main points of the Amgen project. He explained that the proposed incentives includes \$3.45 million in Rebuild Tax Credits, with \$2.2 million being awarded upon completion of construction and a secondary tranche of \$1.25 million being made available upon the Company meeting certain performance hurdles. Mr. Miller indicated that the company will also be eligible for the sales tax rebate associated with the Rebuild program. He further explained that the company would also be eligible for the Qualified Jobs Incentive for the 146 jobs averaging around \$600,000 dollars a year and the potential for incentives for up to 300 jobs.

Governor Raimondo asked Mr. McNally and Ms. Toledo-Vickers for their comments on this project from their perspective as members of the Investment Committee.

Mr. McNally stated that the project is important for the State, and will bring high paying jobs in an attractive sector.

Ms. Toledo-Vickers stated that the project is exactly what is needed in terms of industry type and desirable jobs for Rhode Islanders. She further stated that one of the key aspects of this project will be the job training that will be made available to help advance the State's workforce.

Mr. Miller also described the tax stabilization agreement granted by the Town of West Greenwich and the recommendation to award the town a Tax State Incentive ("TSI") of approximately \$15,000 dollars a year.

Secretary Pryor noted that an award to the town would be the Rhode Island Commerce Corporation's second TSI transaction. He also indicated that Amgen will have access to Rhode Island's workforce development programs through the Department of Labor and Training and the Governor's Workforce Board as well.

Ms. Lovejoy asked the Amgen representatives to share with the Board the process for this project and what led them to increase their investment in the State.

Ms. Bush indicated that Amgen is very excited about the opportunities before them and thanked Governor Raimondo, Secretary Pryor, representatives of the Corporation as well as the Town of West Greenwich for doing an amazing job in working through the very complex project. Ms. Bush stated that Amgen was looking at their need for a next generation



manufacturing plant from a global perspective and that federal tax reform aided in Amgen's decision to base their project in the United States. She explained that Amgen conducted a multi-site selection process across the United States weighing both tangible and intangible aspects of the various opportunities. Ms. Bush stressed the strong foundation the company has in the State coupled with a workforce that would be able to meet the needs of the future with their next generation manufacturing plant. Ms. Bush shared that Amgen has strong partnerships with academic institutions including other programs across the State where they continue to look at furthering the capabilities for their existing staff as well as new hires. She noted that Amgen and Rhode Island were able to develop an incentive program that was as competitive as other locations with all factors being considered.

Governor Raimondo entertained a motion to approve the incentives as presented.

Donna Sams abstained from participation in this agenda item.

Upon motion duly made by Vanessa Toledo-Vickers, and seconded by Jason Kelly, the following vote was adopted:

**VOTED:** To approve Immunex Rhode Island Corporation for incentives under the Qualified Jobs Incentive Tax Credit program and the Rebuild Rhode Island Tax Credit Program and to approve the Town of West Greenwich for a Tax Stabilization Incentive pursuant to the resolutions submitted to the Board.

Voting in favor of the foregoing were: Jason Kelly, Mary Lovejoy, Michael F. McNally, George Nee, Donna Sams, and Vanessa Toledo-Vickers.

Voting against the foregoing were: none.

Copies of the resolutions are attached hereto as **Exhibit B** and **Exhibit C**.

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 11:45 a.m., upon motion made by Mary Lovejoy and seconded by Michael F. McNally.

---

Thomas Carlotto, Secretary

APRIL 10, 2018 PUBLIC SESSION MEETING MINUTES

EXHIBIT A

## **RHODE ISLAND COMMERCE CORPORATION**

### **PUBLIC NOTICE OF MEETING**

A meeting of the Rhode Island Commerce Corporation Board of Directors will be held at the offices of the **Rhode Island Commerce Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island**, on **April 10, 2018**, beginning at **11:30 a.m.**, for the following purposes:

1. To consider for approval meeting minutes.
2. To consider the application of Immunex Rhode Island Corporation for incentives under the Qualified Jobs Incentive Tax Credit program and the Rebuild Rhode Island Tax Credit program.\*

The applicant seeks incentives under the Qualified Jobs Incentive Tax Credit program and the Rebuild Rhode Island Tax Credit program in relation to the creation of a state of the art manufacturing facility in Rhode Island. The development cost for the project is estimated to be approximately \$165 million. The company is seeking Tax Credits under the Rebuild Rhode Island Tax Credit program in the amount of \$3.25 million. Immunex Rhode Island Corporation is a subsidiary of Amgen, the world's largest independent biotechnology firm.

3. To consider the award of a Tax Stabilization Incentive to the Town of West Greenwich in the approximate amount of \$180,000.\*
4. To consider the utilization of the Corporation's incentive programs for the investment of public funds.\*

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

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

Shechtman Halperin Savage, LLP,  
Counsel to the Corporation

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

Dated: April 6, 2018

APRIL 10, 2018 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

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

April 10, 2018

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

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

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

**WHEREAS:** The Corporation received an application for incentive under the Acts in relation to a project (the “Project”) by Immunex Rhode Island Corporation (the “Recipient”), which is anticipated to result in the creation of new full-time jobs in the State meeting the eligibility requirements of the Jobs Tax Credit Act and the investment of approximately one hundred sixty-five million in project costs; and

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

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

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

**RESOLVED:**

1. To accomplish the purposes of the Enabling Act and the Acts, the Corporation approves the issuance of the following incentives:

- a. Under the Rebuild Act, tax credits to the Recipient in an amount not to exceed Three Million Four Hundred Fifty Thousand Dollars (\$3,450,000) and a sales and use tax exemption.
  - b. Under the Jobs Act, tax credits to the Recipient up to the amount of three hundred (300) jobs not to exceed Seven Thousand Five Hundred Dollars (\$7,500) per new full-time job annually.
2. The authorization provided herein is subject to the following conditions:
  - a. The execution of one or more incentive agreements between the Corporation and the Recipient meeting the requirements of the Acts in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
  - b. Prior to certification of any award of incentives to the Recipient, verification by the Corporation of compliance with i) the eligibility requirements of Rule 6 of the rules and regulations adopted in relation to the Rebuild Act (the "Rebuild Rules");
  - c. The creation of not less than the minimum required new full-time jobs under the Jobs Act, which earn no less than the median hourly wage as most recently reported by the United States Bureau of Labor Statistics for the State of Rhode Island; and
  - d. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient has demonstrated an intention to create the requisite number of new full-time jobs as required under the Jobs Act; (iv) the creation of the new full-time jobs would not occur in the State but for the provision of the tax credits under the Jobs Act; (v) that the Recipient's equity in the Project is not less than twenty percent (20%) of the total project cost and otherwise meets the project cost criteria of the Rebuild Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Rebuild Act and the Rebuild Rules; (v) the total amount of tax credits awarded for the Project under the Rebuild Act are not more than thirty (30%) 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 Act (a copy of which is annexed hereto as Exhibit 1); (vii) the

Secretary of Commerce has provided written confirmation required by the Rebuild 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 Act (a copy of which is annexed hereto as Exhibit 2); (ix) the Recipient has demonstrated that it will otherwise satisfy the eligibility requirements of Rule 6 of the Rebuild Rules for a commercial project; and (x) based upon the information provided relative to the Project and upon the recommendation of staff, good cause exists for the granting of two, six month extensions of the deadline for submitting the initial certification as permitted under Rule 16 and the Authorized Officers are hereby provided authority to grant such extensions in their discretion.

4. Prior to the execution of an incentive agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the incentives will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the Recipient by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.

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



Exhibit 1

**From:** Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation  
Jesse Saglio, President and Chief Operating Officer of the Rhode Island Commerce Corporation  
**To:** Board of Directors, Rhode Island Commerce Corporation  
**Re:** Rebuild Rhode Island Tax Credit Application  
**Date:** April 10, 2018

---

The staff of the Rhode Island Commerce Corporation (the “Corporation”) is recommending to the Board of Directors that it approve an award of incentives which will either take the form of tax credits or a loan pursuant to the Rebuild Rhode Island Tax Credit program. The recommendation is as follows:

- To consider the application of Immunex Rhode Island Corporation for Tax Credits in an amount not to exceed \$3,450,000.

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.*
3. The loan to be awarded to the applicant shall not be in excess of the amount listed above.

## Exhibit 2



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

**OFFICE of MANAGEMENT & BUDGET**

One Capitol Hill  
Providence, RI 02908-5890

Office: (401) 574-8430

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

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

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

**Date:** April 10, 2018

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

1. That the application submitted by Immunex Rhode Island Corporation be approved for tax credits in a maximum amount of \$3,450,000.00.

As of January 22, 2018, the Corporation had approved tax credits and/or loans under the program in the amount of \$91,939,827.92. The approval of an additional \$3,450,000.00 in tax credits would bring the cumulative total of approved credits and/or loans to \$95,389,827.92. Currently thirty-eight and half million dollars have been appropriated into the Rebuild Rhode Island Tax Credit Fund. Additional funding is expected in future legislative sessions and section 42-64.20-5(f) of the Rhode Island General Laws authorized aggregate tax credits and/or loans under the Rebuild Rhode Island Tax Credit program in an amount not to exceed \$150 million. Accordingly, the existing and anticipated revenue capacity for the Rebuild Rhode Island Tax Credit program exceeds the total amount of credits and/or loans that are proposed for approval. As a result, OMB confirms that the additional amount of credits and/or loans proposed above, i.e. \$3,450,000.00, does not exceed the existing and anticipated revenue capacity of the state for the Rebuild Rhode Island Tax Credit program. In addition, OMB confirms that, with the approval of the proposed credits and/or loans, the aggregate credits and/or loans approved by the Corporation under the Rebuild Rhode Island program will not exceed the maximum aggregate credits and/or loans allowed under the program.

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

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

**Exhibit A**

Fiscal Year Impact of Proposed Rebuild Rhode Island Tax Credit Projects

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

	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
<b>Projects Confirmed as 8/10/16</b>											
Finlay Extracts & Ingredients USA, Inc.	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<b>Subtotal:</b>	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<b>Projects Confirmed as 8/22/16</b>											
Lippitt Mill LLC	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<b>Subtotal:</b>	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<b>Projects Confirmed as 9/26/16</b>											
Urban Smart Growth, LLC	\$0	\$0	\$713,932.00	\$713,932.00	\$713,931.00	\$713,931.00	\$713,931.00	\$0	\$0	\$0	\$3,569,657.00
Royal Oaks Realty, LLC	\$0	\$0	\$503,435.00	\$503,435.00	\$503,435.00	\$503,435.00	\$503,434.00	\$0	\$0	\$0	\$2,517,174.00
<b>Subtotal:</b>	\$0	\$0	\$1,217,367.00	\$1,217,367.00	\$1,217,366.00	\$1,217,366.00	\$1,217,365.00	\$0	\$0	\$0	\$6,086,831.00
<b>Projects Confirmed as 11/21/16</b>											
City of Newport	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<b>Subtotal:</b>	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<b>Projects Confirmed as 12/19/16</b>											
Chestnut Commons	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Virgin Pulse	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<b>Subtotal:</b>	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<b>Projects Confirmed as 1/23/17</b>											
Downcity	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0.00
<b>Projects Confirmed as 2/27/17</b>											
SAT Development LLC	\$0	\$0	\$0	\$298,500.00	\$248,750.00	\$149,250.00	\$149,250.00	\$149,250.00	\$0	\$0	\$995,000.00
Agoda Travel Operations USA Inc.	\$0	\$0	\$203,675.00	\$203,675.00	\$203,675.00	\$203,675.00	\$203,674.00	\$0	\$0	\$0	\$1,018,374.00
<b>Subtotal:</b>	\$0	\$0	\$203,675.00	\$502,175.00	\$452,425.00	\$352,925.00	\$352,924.00	\$149,250.00	\$0	\$0	\$2,013,374.00

	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
<b>Projects Confirmed as 5/1/17</b>											
SSL Partner, LLC	\$0	\$0	\$0	\$0	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$0	\$15,000,000.00
Wexford Science & Technology, LLC <sup>(1)</sup>	\$0	\$0	\$0	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$1,670,982.00	\$0	\$0	\$8,354,910.00
Case Mead Association, LLC <sup>(2)</sup>	\$0	\$0	\$317,760.00	\$317,760.00	\$317,760.00	\$317,759.00	\$317,759.00	\$0	\$0	\$0	\$1,588,798.00
<b>Subtotal:</b>	\$0	\$0	\$317,760.00	\$1,988,742.00	\$4,988,742.00	\$4,988,741.00	\$4,988,741.00	\$4,670,982.00	\$3,000,000.00	\$0	\$24,943,708.00
<b>Projects Confirmed as 5/22/17</b>											
TPG 100 Sabin Hotel, LLC	\$0	\$0	\$0	\$20,000	\$20,000.00	\$20,000	\$20,000.00	\$20,000	\$0	\$0	\$100,000.00
110 North Main, LLC and 110 North Main Management, LLC	\$0	\$0	\$0	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$600,000.00	\$0	\$0	\$3,000,000.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$0	\$0	\$3,100,000.00
<b>Projects Confirmed as 10/30/17</b>											
Waldorf Capital Partners LLC <sup>(2) (3)</sup>	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
<b>Projects Confirmed as 11/20/17</b>											
Gotham Greens Holdings LLC	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
<b>Projects Confirmed as 12/18/17</b>											
Cornish Associates LP (2) (4)	\$0	\$0	\$0	\$0	\$3,570,868.00	\$2,975,722.00	\$1,785,433.00	\$1,785,433.00	\$1,785,433.00	\$0	\$11,902,889.00
Infosys Limited	\$0	\$0	\$225,000.00	\$187,500.00	\$112,500.00	\$112,500.00	\$112,500.00	\$0	\$0	\$0	\$750,000.00
<b>Subtotal:</b>	\$0	\$0	\$225,000.00	\$187,500.00	\$3,683,368.00	\$3,088,222.00	\$1,897,933.00	\$1,785,433.00	\$1,785,433.00	\$0	\$12,652,889.00
<b>Projects Confirmed as 1/22/18</b>											
Sprague Street Owner, LLC	\$0	\$0	\$0	\$200,000.00	\$200,000.00	\$200,000.00	\$200,000.00	\$200,000.00	\$0	\$0	\$1,000,000.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$200,000.00	\$200,000.00	\$200,000.00	\$200,000.00	\$200,000.00	\$0	\$0	\$1,000,000.00

<i>Projects Confirmed as 4/10/18</i>	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
Immunex Rhode Island Corporation	\$0	\$0	\$0	\$0	\$690,000.00	\$690,000.00	\$690,000.00	\$690,000.00	\$690,000.00	\$0	\$3,450,000.00
<b>Subtotal:</b>	\$0	\$0	\$0	\$0	\$690,000.00	\$690,000.00	\$690,000.00	\$690,000.00	\$690,000.00	\$0	\$3,450,000.00
	<b>FY2016</b>	<b>FY2017</b>	<b>FY2018</b>	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>	<b>FY2025</b>	<b>Total</b>
<b>ALL PROJECTS TOTAL:</b>	\$0.00	\$381,924.80	\$10,188,095.20	\$13,199,051.33	\$19,504,605.13	\$19,051,281.73	\$17,518,318.83	\$9,360,863.30	\$5,830,560.30	\$355,127.30	\$95,389,827.92

**Notes**

- (1) River House
- (2) Amended
- (3) Chestnut Commons
- (4) Downcity II



## Exhibit 3

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

***Immunex Rhode Island Corporation Application***

**Introduction**

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island and Qualified Jobs Incentive tax credits and a Tax Stabilization Incentive to Immunex Rhode Island Corporation (“the Company”), based in West Greenwich. The Company is a wholly-owned subsidiary of Amgen, Inc., based in Thousand Oaks, California. The credits would be issued in connection with the Company’s decision to establish a new facility in Rhode Island to manufacture a variety of biologic therapeutic products. The Company would build the new facility at its existing manufacturing complex in West Greenwich, at an estimated total project cost of \$165.1 million. When fully operational (expected to occur in 2022), the new facility would employ approximately 126 people, rising to 146 in 2025, with a median annual salary of \$77,000.

The Company is requesting request incentives with a total value of nearly \$12.9 million, including:

- \$3,450,000 in Rebuild Rhode Island tax credits;
- An exemption from sales and use taxes due on construction materials and furnishings, with an estimated value of \$3,255,000;
- \$6,000,000 in Qualified Jobs Incentive tax credits; and
- A Tax Stabilization Incentive valued at \$179,829.

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

**Jobs Analysis**

***Construction***

As shown in Table 1, the Company estimates the total cost of building and equipping its new, 85,000 square-foot facility at \$165.1 million.

**Table 1: Immunex Rhode Island estimated total project cost (\$ millions)**

<b>Component</b>	<b>Estimated cost</b>
Design	\$12.3
Construction	112.7
Equipment	36.2
Other	3.9
<b>Total</b>	<b>\$165.1</b>

After excluding costs that do not have a direct impact on Rhode Island’s economy (such as manufacturing process equipment, which we assume will be procured out-of-state, technology transfer fees and interest paid during construction), Appleseed estimates that the Company will spend \$122.8 million in Rhode Island on construction of the plant. Appleseed estimates that direct expenditures of approximately \$122.8 million will directly and indirectly generate:

- 944 person-years<sup>1</sup> of work in Rhode Island, with \$62.3 million in earnings (in 2019 dollars);
- Approximately \$150.1 million in statewide economic output<sup>2</sup>; and
- A one-time increase of \$87.0 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 induced impact of construction and related spending (employment in person-years; income, value-added and output in millions of 2019 dollars)**

	<b>Employment</b>	<b>Earnings</b>	<b>Value added</b>	<b>Output</b>
Direct Effect	775	\$51.6	\$70.5	\$122.8
Indirect Effect	169	\$10.7	\$16.5	\$27.3
<b>Total Effect</b>	<b>944</b>	<b>\$62.3</b>	<b>\$87.0</b>	<b>\$150.1</b>

In addition to the impacts on employment, earnings, output and state GDP cited in Table 2, direct spending of \$122.8 million would generate a projected one-time increase of approximately \$3.648 million in taxes paid to the State during construction, including:

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

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

- \$2.334 million in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$1.019 million in state sales taxes paid on those workers' taxable household spending;
- \$295,000 in state business taxes

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

**Table 3: Anticipated wages during construction**

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

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

***Annual operations***

As noted above, the Company intends employ 126 full-time workers at its new Rhode Island facility when it is fully operational (which for purposes of this analysis is assumed to occur in 2022), rising to 146. Table 3 summarizes the categories in which these jobs will be created, and average salary for each category.

**Table 3: Projected employment, fourth year of operation**

<b>Job category</b>	<b>New positions (Year 4)</b>	<b>Median salary</b>
<b>Quality &amp; manufacturing managers</b>	10	\$131,000
<b>Quality specialists</b>	20	86,000
<b>Engineers</b>	13	73,000
<b>Technicians</b>	83	62,000
<b>Administrative/other managers</b>	20	108,000

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

<b>Total</b>	<b>146</b>	<b>\$77,000</b>
--------------	------------	-----------------

Based on data provided by the Company, and using the IMPLAN input-output modeling system, Appleaseed estimates that in year 4, ongoing operations associated with the 146 full-time jobs the Company would be committed to creating and maintaining will directly and indirectly support:

- 218 jobs in Rhode Island;
- \$18.8 million in annual earnings (in 2022 dollars);
- \$65.5 million in statewide economic output; and
- An increase of \$33.6 million in Rhode Island’s annual GDP.

These impacts are summarized below in Table 4.

**Table 4: Direct, indirect and total annual impact of ongoing operations (employment in FTE; income, value-added and output in millions of 2022 dollars)**

	<b>Jobs</b>	<b>Earnings</b>	<b>Value added</b>	<b>Output</b>
<b>Direct Effect</b>	146	\$12.2	\$23.5	\$49.2
<b>Indirect Effect</b>	72	6.5	10.0	16.3
<b>Total Effect</b>	<b>218</b>	<b>\$18.7</b>	<b>\$33.5</b>	<b>\$65.5</b>

In addition to the impacts on employment, earnings, output and state GDP cited above, the Company’s operations in Rhode Island would generate a projected increase of approximately \$1.096 million in annual state tax revenues, including:

- \$701,000 in state personal income taxes paid by workers newly employed by the Company in its new Rhode Island facility, or by Rhode Island workers whose jobs are indirectly attributable to the Company’s new facility;
- \$306,000 in state sales taxes paid on those workers’ taxable household spending; and
- \$89,000 in state business corporation taxes.

## **Benefits**

Immunex Rhode Island provides a comprehensive package of employee benefits. They include medical, dental and vision coverage, incentives for healthy living, retirement and savings plans, sick leave, long- and short-term disability insurance, life insurance, paid time off (including paid time off for volunteer work), an employee assistance program, and career development and coaching services.

## Hiring

The Company's workforce at its new facility will consist primarily of locally-hired technicians, engineers and management personnel. All available positions are posted on the parent company's internal website. Jobs for which candidates are being recruited externally are posted at Amgen.com, on other sites and on social media. Following a review of resumes, telephone interviews are conducted with selected applicants, with some candidates then being scheduled for a round of interviews with the hiring team. When interviews are completed the team makes a final selection, subject to background checks.

## Impact

The state fiscal impact of the requested tax credits, sales tax exemption and tax stabilization incentive is estimated to be nearly \$12.9 in foregone state revenue and direct outlays. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$33.5 million in the fourth year of operation, the estimated associated job creation, and a gross increase of nearly \$16.6 million in personal income, sales and business tax revenues during the initial construction period and the twelve-year commitment period. These benefits are detailed in the foregoing analysis.

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

- Highlighting Rhode Island's attractiveness as a U.S. location for life sciences companies and for advanced manufacturing facilities
- Providing new opportunities in manufacturing for Rhode Island residents
- Developing the state's life sciences and biomanufacturing workforce
- Increasing local real property and tangible personal property tax revenues

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

Various features of the Qualified Jobs Incentive program similarly mitigate risk to the state. The value of Qualified Jobs Incentive tax credits would be determined on the basis of the number of people actually employed and the wages actually paid by the Company; and the Company would be obligated to maintain the projected level of employment in Rhode Island through the twelve-year commitment period. Moreover, the Company has stated that it is committed to

maintaining this level of employment for twenty years, rather than the twelve years required under the Qualified Jobs Incentive program.

APRIL 10, 2018 PUBLIC SESSION MEETING MINUTES

EXHIBIT C



RHODE ISLAND COMMERCE CORPORATION

RESOLUTION AUTHORIZING THE AWARD OF INCENTIVES  
UNDER THE TAX STABILIZATION INCENTIVE ACT

April 10, 2018

**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 64.22 of Title 44 of the General Laws of Rhode Island (the “TSA Act”), as amended, authorizes the Corporation to approve the reimbursement of foregone revenue in connection with a tax stabilization agreement entered into by a Rhode Island municipality; and

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

**WHEREAS:** The Corporation received an application from the Town of West Greenwich (the “Recipient”) for an award under the TSA Act for a reimbursement in relation to a project (the “Project”) located in West Greenwich, RI, which is proposed to consist of a new manufacturing facility; and

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

**WHEREAS:** The Board of the Corporation received a presentation and term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of a TSA incentive to the Recipient in accordance with the TSA Act and the Rules.

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

**RESOLVED:**

1. To accomplish the purposes of the Act and the TSA Act, the Corporation approves the reimbursement of foregone revenue over twelve years in an amount that shall not exceed the lesser of 10% of Recipient’s actual total foregone revenue associated with the tax stabilization agreement, or \$179,829.
2. The authorization provided herein is subject to the following conditions:

- a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the TSA Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
  - b. Verification by the Corporation of compliance with the Eligibility Requirements of the Rules prior to reimbursement of any funds to the Recipient; and
  - c. Such additional conditions as any of the Authorized Officers (defined below), acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the total amount of the award to the Recipient is not more than ten percent (10%) of the Forgone Tax Revenue in relation to the Project; (iv) the award made hereunder is subject to the availability of funding from annual appropriations.
4. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Executive Vice President 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 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.
5. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this

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

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

TAB 2

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

**April 23, 2018**

**APPROVED**

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

RHODE ISLAND COMMERCE CORPORATION  
RESOLUTION AUTHORIZING THE ISSUANCE OF AN INNOVATION VOUCHER  
UNDER THE INNOVATION INITIATIVE ACT

April 23, 2018

**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 the entities (the “Recipients”) listed on Schedule 1 annexed hereto for awards of Innovation Vouchers (the “Vouchers”); and

**WHEREAS:** The Board of Directors of the Corporation (the “Board”) received a presentation detailing the Vouchers proposed to be granted to the applicants together with a recommendation from the staff of the Corporation to approve the award of Vouchers 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 Vouchers to the Recipients in the amounts identified on Schedule 1.
2. The authorization provided herein is subject to the following conditions:
  - a. The execution of a Voucher Agreement between the Corporation and each Recipient meeting the requirements of the Innovation Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
  - b. Verification by the Corporation of compliance with the Eligibility Requirements of the Rules (870-RICR-20-004.7) prior to issuance of a Voucher; and

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

SCHEDULE 1

<u>Applicant</u>	<u>Amount</u>
Aspen Aerogels, Inc.	\$49,998
Bouckaert Industrial Textiles	\$50,000
NuLabel Technologies, Inc.	\$50,000



TAB 3

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

**April 23, 2018**

**APPROVED**

**VOTED:** To approve the selection of a vendor to perform advisory services pursuant to the resolution submitted to the Board.