

RHODE ISLAND COMMERCE CORPORATION

AGENDA

April 2, 2018

Call to order and opening remarks.

TAB 1: To consider the meeting minutes for the meeting held January 22, 2018.

TAB 2: 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).*

TAB 3: To consider applicants for awards under the Innovation Voucher program (See Exhibit 1, which follows, for additional detail).*

TAB 4: To discuss the selection of members to the Innovation Campus committee by the Executive Office of Commerce.*

TAB 5: To ratify the approval for the issuance of bonds for the Ocean Community YMCA

TAB 6: To consider the utilization of the Corporation's incentive programs for the investment of public funds.*

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

TAB 1

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

April 2, 2018

APPROVED

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

RHODE ISLAND COMMERCE CORPORATION

MEETING OF DIRECTORS

PUBLIC SESSION

January 22, 2018

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on January 22, 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, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Ronald O'Hanley.

Directors absent were: Tim Hebert, Jason Kelly, George Nee, and Vanessa Toledo-Vickers, Donna Sams, 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 5:06 p.m., indicating that a quorum was present.

2. **TO CONSIDER FOR APPROVAL THE PUBLIC SESSION MINUTES FOR THE MEETING HELD ON DECEMBER 18, 2017.**

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

VOTED: To approve the Public Session minutes for the meeting held December 18, 2017 as presented to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Ronald O'Hanley.

Voting against the foregoing were: none.

3. **TO CONSIDER THE APPLICATION OF SPRAGUE STREET OWNER LLC FOR INCENTIVES UNDER THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM.**

Jeff Miller, Executive Vice President of Investments, explained that Sprague Street Owner, LLC (“Sprague Street”) is seeking incentives for the rehabilitation and development of a 34,000 square foot mixed-use project in Providence, which is proposed to consist of twenty-five residential units, of which twelve will be “live/work” space; and 6,300 square feet of commercial space, of which a portion will likely be leased by a local brewery. Mr. Miller stated that the sponsor of the project also acquired and developed a neighboring parcel in a similar configuration. He stated that the project’s proposed budget is \$7.2 million, of which \$2 million will be from the sponsor in the form of cash or federal historic tax credits. Mr. Miller indicated that the requested Rebuild tax credit amount is \$1 million, plus a sales and use tax rebate permitted under the Rebuild Rhode Island Tax Credit Act. Mr. Miller noted that the proposed incentives will account for approximately sixteen percent of the project’s total capitalization.

Mr. McNally, Chair of the Corporation’s Investment Committee, indicated his support for the incentives. In response to a question by Mr. Buonanno, Mr. Miller stated that the sponsor is an experienced developer who has completed similar projects successfully and who has experience with historic tax credits. Federico Manaigo, a representative of Sprague Street, was present and commented on the project.

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

VOTED: To approve the application of Sprague Street Owner, LLC for incentives under the Rebuild Rhode Island Tax Credit Program pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Ronald O’Hanley.

Voting against the foregoing were: none.

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

4. **TO CONSIDER ELECTRO STANDARDS LABORATORY, INC., FOR AN AWARD UNDER THE INNOVATION VOUCHER PROGRAM.**

Christine Smith, Innovation Director, stated that Electro Standards Laboratory, Inc. (“Electro”) is a second-generation family business that has been making controls and electronics for the defense and ocean energy industries for over forty years. Ms. Smith stated that Electro is partnering with two researchers at the Providence Veterans Administration (“VA”) hospital to apply Electro’s electronic expertise to biomedical devices that will be purposed to deliver therapies to veterans with post-traumatic stress disorder. She indicated that with the proposed

grant, Electro will create extensive data sets, create an algorithm, and create a pilot study. Subsequent to the pilot study, and separate from the proposed grant, Ms. Smith explained that Electro will create the prototype of the medical device. Ms. Smith noted that the proposed prototype has the potential to be utilized in one hundred fifty three VA hospitals and seven hundred seventy-three outpatient treatment centers.

In response to a question by Ms. Kaplan, Ms. Smith indicated that Electro was the second grant recipient who was working with a VA hospital. Ms. Smith also noted that the grant would be utilized to fund the salaries of individuals at the VA and to purchase the specialized equipment needed for the project. Mr. Buonanno expressed his support for the project and the grant.

Upon motion duly made by Ms. Kaplan and seconded by Dr. Carriuolo the following vote was adopted:

VOTED: To approve the award to Electro Standards Laboratory, Inc. for an Innovation Voucher pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Ronald O'Hanley.

Voting against the foregoing were: none.

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

5. **TO CONSIDER THE AMENDMENT OF THE SMALL BUSINESS ASSISTANCE PROGRAM AGREEMENTS WITH RESPECT TO FUNDING ALLOCATIONS AND LEVERAGE RATIOS.**

The Governor introduced Dan Jennings, Senior Economic Development Advisor, to discuss the Small Business Assistance Program ("SBAP"). The Governor noted that Mr. Jennings has been working for the past three years on creating the recently launched SupplyRI program, which encourages local companies to make local purchases. The Governor commended Mr. Jennings for his hard work on the initiative.

Mr. Jennings indicated that the fiscal year 2016 budget allocated \$5.45 million to the. Mr. Jennings briefly explained the program structure which consists of micro loans (ranging from \$2,000 - \$25,000), loans (above \$25,000), technical assistance and collateral support programs. Mr. Jennings indicated that among the seven lending partners, the Corporation has closed thirty-nine transactions under the SBAP.

Mr. Jennings explained that the Corporation is recommending changes to previously-executed loan agreements because (1) some of the lending partners have utilized most of their program funds, and it would be beneficial to small businesses to reallocate money to these lenders to accelerate the use of funds; and (2) because the SBAP currently requires a specific

match on every loan; however, the Corporation believes it would be more beneficial to have the match requirement implemented on a portfolio basis to allow for more flexibility.

In response to a question by Ms. Kaplan, Mr. Jennings stated that the required match ratio varies depending upon the agreement. By way of example, Mr. Jennings stated that on loans over \$25,000, only twenty-five percent of the loan is constituted with funds from SBAP; in contrast, for micro loans, the loans are comprised of one hundred percent funds from SBAP. In response to a question by Mr. Buonanno, Mr. Jennings stated that the goal is to have a match ratio that is flexible and may change from loan to loan but would result in the same match ratio on a portfolio wide basis.

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

VOTED: To approve the amendment of the Small Business Assistance Program agreements pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Ronald O'Hanley.

Voting against the foregoing were: none.

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

6. **TO CONSIDER THE EXTENSION OF A CONTRACT WITH HR&A.**

Nick Autiello, Senior Economic Analyst, stated that the Innovation Campus project was proposed to the public on a 2016 ballot where it was approved. He stated that a request for proposals ("RFP") was recently issued in relation to the Innovation Campus and that HR&A had previously proposed supporting the work of the selection committee in vetting applicants.

Mr. Autiello stated that the Board initially approved HR&A as a consultant in relation to the Innovation Campus in December of 2016 to complete phase one of a two-phase project. He explained that the purpose of phase one was for the development of the recently issued RFP; and phase two is to evaluate proposals, conduct negotiations, and provide advice through the RFP process. The Governor indicated that the request before the Board is for approximately \$40,000. She commented that she was pleasantly surprised by the amount of responses during the initial interest period.

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

VOTED: To approve the extension of the contract with HR&A pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Nancy Carriuolo, Mary Jo Kaplan, Mary Lovejoy, Michael F. McNally, and Ronald O'Hanley.

Voting against the foregoing were: none.

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

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 5:29 p.m., upon motion made by Ms. Lovejoy and seconded by Ms. Kaplan.

Thomas Carlotto, Secretary

JANUARY 22, 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 **January 22, 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 December 18, 2017.
3. To consider the application of Sprague Street Owner LLC for incentives under the Rebuild Rhode Island Tax Credit program (See Exhibit 1, which follows, for additional detail).*
4. To consider Electro Standards Laboratory, Inc., for an award under the Innovation Voucher program.*
5. To consider the amendment of the Small Business Assistance Program agreements with respect to funding allocations and leverage ratios.*
6. To consider the extension of a contract with HR&A.*
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 discuss this Agenda item.

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

Shechtman Halperin Savage, LLP,
Counsel to the Corporation

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

Dated: January 18, 2018

EXHIBIT 1

Agenda Item 3

The applicant seeks incentives under the Rebuild Rhode Island Tax Credit program for a mixed-use development project consisting of approximately 25 residential units and 6,300 +/- square feet of commercial space in a building located at Sprague Street, Providence. The total development cost for the project is estimated at approximately \$7.2 million and the applicant is seeking tax credits in the amount of \$1 million. The development sponsor for the application is Sprague Street Owner, LLC whose principal is Federico Manaigo.

JANUARY 22, 2018 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

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

January 22, 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 64.20 of Title 42 of the General Laws of Rhode Island (the “Rebuild RI Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to certain development projects in the State; and

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

WHEREAS: The Corporation received an applications for tax credits from Sprague Street Owner, LLC (the “Recipient”) under the Rebuild RI Tax Credit Act in relation to a mixed-use project (the “Project”) located at 40, 40-Rear, and 50 Sprague Street, Providence, which are proposed to consist of approximately twenty-five residential units and approximately 3,600 square feet of retail space; and

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

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

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

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits to the Recipient in an amount not to exceed One Million Dollars (\$1,000,000) and authorizes a sales and use tax exemption in addition to the tax credits of One Hundred Fifty Thousand Dollars (\$150,000) with any sales and use tax exemption exceeding said amount reducing the

tax credits awarded hereunder dollar for dollar down to the amount of One Hundred Dollars (\$100).

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (v) the total amount of tax credits awarded for the Project is the lesser of twenty (20%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vi) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (vii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); and (ix) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of Rule 6 of the Rules.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the "Authorized

Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The 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: January 22, 2018

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

- To consider the application of Sprague Street Owner, LLC, for tax credits of \$1,000,000 for a Mixed-Use project.

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

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

EXHIBIT 2



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION

OFFICE of MANAGEMENT & BUDGET

One Capitol Hill
Providence, RI 02908-5890

Office: (401) 574-8430

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

To: Board of Directors, Rhode Island Commerce Corporation

Re: Rebuild Rhode Island Tax Credit Applications

Date: January, 22, 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 \$1,000,000.00. That recommendation is as follows:

1. That the application submitted by Sprague Street Owner, LLC be approved for tax credits in a maximum amount of \$1,000,000.00.

As of December 18, 2017, the Corporation had approved tax credits and/or loans under the program in the amount of \$90,939,827.92. The approval of an additional \$1,000,000.00 in tax credits would bring the cumulative total of approved credits and/or loans to \$91,939,827.92. 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. \$1,000,000.00, 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
Subtotal:	\$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
Subtotal:	\$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
Subtotal:	\$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
Subtotal:	\$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
Subtotal:	\$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
Subtotal:	\$0	\$0	\$893,399.00	\$893,398.00	\$893,398.00	\$893,398.00	\$893,398.00	\$0	\$0	\$0	\$4,466,991.00

<i>Projects Confirmed as 8/10/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$0	\$35,394.00	\$35,394.00	\$35,394.00	\$55,394.00	\$55,394.00	\$20,000.00	\$20,000.00	\$20,000.00	\$276,970.00
<i>Projects Confirmed as 8/22/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$0	\$420,701.00	\$420,700.00	\$420,700.00	\$420,700.00	\$420,700.00	\$0	\$0	\$0	\$2,103,501.00
<i>Projects Confirmed as 9/26/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$0	\$1,217,367.00	\$1,217,367.00	\$1,217,366.00	\$1,217,366.00	\$1,217,365.00	\$0	\$0	\$0	\$6,086,831.00
<i>Projects Confirmed as 11/21/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$0	\$638,437.00	\$425,625.00	\$425,625.00	\$319,218.00	\$319,218.00	\$0	\$0	\$0	\$2,128,123.00
<i>Projects Confirmed as 12/19/16</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$301,924.80	\$251,604.00	\$150,962.40	\$150,962.40	\$821,216.40	\$558,545.50	\$335,127.30	\$335,127.30	\$335,127.30	\$3,240,597.40
<i>Projects Confirmed as 1/23/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Downcity	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0.00
Subtotal:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0.00
<i>Projects Confirmed as 2/27/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$0	\$203,675.00	\$502,175.00	\$452,425.00	\$352,925.00	\$352,924.00	\$149,250.00	\$0	\$0	\$2,013,374.00

<i>Projects Confirmed as 5/1/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
SSL Partner, LLC	\$0	\$0	\$0	\$0	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000.00	\$3,000,000	\$0	\$15,000,000.00
Wexford Science & Technology, LLC ⁽¹⁾	\$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 ⁽²⁾	\$0	\$0	\$317,760.00	\$317,760.00	\$317,760.00	\$317,759.00	\$317,759.00	\$0	\$0	\$0	\$1,588,798.00
Subtotal:	\$0	\$0	\$317,760.00	\$1,988,742.00	\$4,988,742.00	\$4,988,741.00	\$4,988,741.00	\$4,670,982.00	\$3,000,000.00	\$0	\$24,943,708.00
<i>Projects Confirmed as 5/22/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$0	\$0	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$620,000.00	\$0	\$0	\$3,100,000.00
<i>Projects Confirmed as 10/30/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
Waldorf Capital Partners LLC ⁽²⁾ ⁽³⁾	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
Subtotal:	\$0	\$0	\$0	\$695,072.00	\$695,071.00	\$695,071.00	\$695,071.00	\$695,071.00	\$0	\$0	\$3,475,356.00
<i>Projects Confirmed as 11/20/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$0	\$0	\$390,000.00	\$325,000.00	\$195,000.00	\$195,000.00	\$195,000.00	\$0	\$0	\$1,300,000.00
<i>Projects Confirmed as 12/18/17</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$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
<i>Projects Confirmed as 1/22/18</i>	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025	Total
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
Subtotal:	\$0	\$0	\$0	\$200,000.00	\$200,000.00	\$200,000.00	\$200,000.00	\$200,000.00	\$0	\$0	\$1,000,000.00
ALL PROJECTS TOTAL:	\$0	\$381,924.80	\$10,188,095.20	\$12,999,051.33	\$18,614,605.13	\$18,161,281.73	\$16,628,318.83	\$8,470,863.30	\$5,140,560.30	\$355,127.30	\$91,939,827.92

Notes

(1) River House

(2) Amended

(3) Chestnut Commons

(4) Downcity II

EXHIBIT 3

Rhode Island Commerce Corporation
Rebuild Rhode Island Tax Credit Fund – Economic Impact Analysis
Sprague Street Owner LLC Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island tax credits to Sprague Street Owner LLC (the “Sponsor”). The credits would be issued in connection with the Sponsor’s proposed investment in the second phase of its ROOMS & WORKS (R&W) project a mixed-use redevelopment of the historic Mechanical Fabric Company mill complex in Providence. (The first phase of ROOMS & WORKS was completed in 2017.)

Phase II entails the redevelopment of 34,000 square feet in three existing buildings on Sprague Street. The redeveloped properties would include 25 residential units (including 12 live-work units), six office units totaling 3,000 square feet, and a 4,000 square-foot shared-use facility for micro-brewing, distilling, coffee roasting and other beverages. The latter facility would be operated by Foodworks/Providence in collaboration with a Providence-based micro-brewery.

The Sponsor estimates the total cost of the project to be nearly \$7.2 million. The Sponsor is requesting Rebuild Rhode Island tax credits for the project totaling \$1 million (gross), and an exemption from state sales and use taxes on materials used in construction of R&W Phase II, valued at \$150,000.

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

Jobs Analysis

Construction

As shown in Table 1, the Sponsor’s estimate of total project cost is approximately \$7.2 million.

Table 1: R&W Phase II estimated total project cost (\$ millions)

Component	Estimated cost
Land and building acquisition	\$0.6
Construction (hard costs)	5.3
Soft costs	1.3
Total	\$7.2

After excluding certain expenditures that do not have a direct, current impact on Rhode Island’s economy (such as property acquisition costs and interest expenses), spending on construction

(both hard and soft costs) is estimated to total approximately \$6.24 million. Appleseed estimates that direct expenditures of approximately \$6.24 million will directly and indirectly generate:

- 48 person-years¹ of work in Rhode Island, with \$2.7 million in earnings (in 2018 dollars);
- Approximately \$8.5 million in statewide economic output²; and
- A one-time increase of \$4.4 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 2018 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	31	\$1.9	\$3.0	\$6.2
Indirect Effect	17	\$0.8	\$1.4	\$2.3
Total Effect	48	\$2.7	\$4.4	\$8.5

In addition to the impacts on employment, earnings, output and state GDP cited in Table 2, direct spending of \$6.2 million would generate a projected one-time increase of approximately \$158,000 in taxes paid to the State during construction, including:

- \$101,000 in state personal income taxes paid by Rhode Island workers employed on the project, or whose jobs are indirectly attributable to the project;
- \$44,000 in state sales taxes paid on those workers’ taxable household spending;
- \$13,000 in state business taxes

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

¹ 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.

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

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage³
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

The Sponsor estimates that users of the shared beverage space would employ 4 to 6 full-time workers and 4 to 8 part-timers. Using the midpoint of these ranges, and assuming that part-times work an average of 20 hours per week, Appleseed estimate that this space would accommodate 8 full-time-equivalent (FTE) jobs.

For purposes of this analysis, Appleseed further assumes that the six office units will be occupied by small technology start-ups and self-employed professionals at a ratio of 4 FTEs per 1,000 square feet, for a total of 12 FTEs. Spending on operation and maintenance of the 25 proposed residential units would support additional employment.

Based on the preceding assumptions, Appleseed estimates (as shown in Table 4) that when the project is completed and occupied (which is assumed to occur in 2019), ongoing tenant operations and building management, maintenance and operations would directly and indirectly support:

- 33 full-time equivalent jobs in Rhode Island, with approximately \$1.9 million in annual earnings (in 2019 dollars);
- \$6.3 million in annual statewide economic output; and
- An increase of \$2.9 million in Rhode Island's annual GDP.

³ Rhode Island Department of Labor and Training, Occupational Employment Statistics, 2016

Table 4: Direct, indirect and impact of annual operations of R&W Phase II (employment in FTE; earnings, value-added and output in millions of 2019 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	21	\$1.2	\$1.8	\$4.6
Indirect Effect	12	\$0.7	\$1.1	\$1.7
Total Effect	33	\$1.9	\$2.9	\$6.3

In addition to the impacts on employment, earnings, output and state GDP cited in Table 4, ongoing operations would generate a projected gross increase of approximately \$110,000 in taxes paid annually to the State, including:

- \$70,000 in state personal income taxes paid by Rhode Island workers employed by tenant businesses or in building operations, or whose jobs are indirectly attributable to the project;
- \$31,000 in state sales taxes paid on those workers' taxable household spending;
- \$9,000 in state business taxes.

While detailed information on wages that will be paid to those working in R&W Phase II's commercial space is not yet available, we can use the results of our analysis cited above to estimate these workers' earnings. Applesseed estimates that those directly employed by R&W Phase II office tenant businesses or working in the Foodworks beverage facilities will earn an average of approximately \$57,650 per FTE position.

Workers employed by office-based or beverage-related businesses could be drawn from communities throughout the Providence-Warwick RI-MA NECTA, while those employed in building maintenance would mostly be drawn from neighborhoods within Providence and other nearby communities.

Impact

The state fiscal impact of the requested tax credits and sales tax exemption is approximately \$1.15 million in foregone state tax revenue. Direct and indirect economic and fiscal benefits of the proposed project include an estimated increase in annual state GDP of \$2.9 million; the associated job creation; and a gross increase of nearly \$1.478 million in personal income, sales and business tax revenues directly and indirectly generated by the project during the construction phase, and by ongoing operations during the twelve years following completion of the project.

In addition to the economic and tax revenue impacts cited above, the proposed project would benefit Rhode Island in several other ways:

- Preserving, redeveloping and activating three vacant historic buildings in the West End neighborhood of Providence;

- Supporting the continued development of small-scale and artisan food and beverage production in Rhode Island.
- Providing office space and live-work space that will support the continued growth of Rhode Island's innovation economy; and
- Adding to the City's property tax base.

Beyond the fiscal impact noted above, there is no anticipated financial exposure to the state. Various features of the Rebuild Rhode Island program mitigate other 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 the tax credits will be issued only upon completion of the development. The risk of project cost overruns is mitigated by the fact that the credits capped at the amount set forth above. In addition, if project costs come in lower than anticipated, the value of the credits will be reduced accordingly.

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EXHIBIT C

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

January 22, 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 an application from Electro Standards Laboratory, Inc. (the “Recipient”) for awards of an Innovation Voucher (the “Voucher”); and

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

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

RESOLVED:

1. To accomplish the purposes of the Act and the Innovation Act, the Corporation approves the award of a Voucher to the Recipient in the amount of Forty Nine Thousand Eight Hundred Seventy Five Dollars (\$49,875).
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of a Voucher Agreement between the Corporation and the Recipient meeting the requirements of the Innovation Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 7 of the Rules prior to issuance of a Voucher; and

- c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Innovation Director (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Authorized Officers of the Corporation shall have no obligation to take any action with respect to the authorization granted hereunder and the Corporation shall in no way be obligated in any manner to the 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.

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EXHIBIT D

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE SELECTION OF PROVIDERS
FOR THE SMALL BUSINESS ASSISTANCE PROGRAM

January 22, 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 64.25 of Title 44 of the General Laws of Rhode Island (the “Small Business Assistance Act”), authorizes the Corporation to create the Small Business Capital Access Fund Program (the “Program”), and to partner with lending organizations to provide funding for loans to small businesses; and

WHEREAS: The Corporation selected certain partners for funding under the Program; and

WHEREAS: The staff of the Corporation have recommended that the Board of the Corporation permit reallocation of funding from time to time amongst program providers consistent with the Small Business Assistance Act and to allow for the discretion of the Authorized Officers (defined below) to permit exceptions to leverage ratios on a case by case basis.

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

RESOLVED:

1. The Authorized Officers are hereby authorized to reallocate funding from time to time amongst program providers consistent with the Small Business Assistance Act and to permit exceptions to leverage ratios on a case by case basis as such officer deems appropriate.
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 documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.

3. 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.
4. 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.
5. 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.

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EXHIBIT E

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

January 22, 2018

(With Respect to HR&A)

WHEREAS, the Rhode Island Commerce Corporation (the “Corporation”) previously engaged HR&A in connection with the Innovation Campus project; and

WHEREAS, the Board of the Corporation has received a presentation and information pertaining to an extension of the contract with HR&A.

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

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, Chief of Staff, President and COO or the Chief Financial Officer, acting singly, shall have the authority to negotiate and execute any and all documents in connection with the continued retention of HR&A for an additional amount not to exceed \$40,000, plus out of pocket expenses.

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

TAB 2

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

April 2, 2018

APPROVED

VOTED: To approve the application of Epiq Systems, Inc., for incentives under the Qualified Jobs Incentive Tax Credit program.

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
Total	25	\$110,000

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
Direct	25	\$3.0	\$4.0	\$9.0
Indirect	30	1.8	3.1	5.1
Total	55	\$4.8	\$7.1	\$14.1

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.

TAB 3

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

April 2, 2018

APPROVED

VOTED: To approve the award to 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 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

TAB 4

NO VOTE

TAB 5

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

April 2, 2018

APPROVED

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

RESOLUTION
RELATING TO THE ISSUANCE OF
RHODE ISLAND COMMERCE CORPORATION
ECONOMIC DEVELOPMENT REVENUE REFUNDING BONDS, SERIES 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.