

RHODE ISLAND COMMERCE CORPORATION

AGENDA

December 16, 2019

Call to order and opening remarks.

- Tab 1: To consider the approval of meeting minutes.
- Tab 2: To consider the application of SenTec, Inc., for incentives under the Qualified Jobs Incentive Tax Credit Program.*
- Tab 3: To consider the approval of Innovation Vouchers.
- Tab 4: To consider amendments to the regulations for the Rebuild Rhode Island Tax Credit Program.
- Tab 5: 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.

TAB 1

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

DECEMBER 16, 2019

APPROVED

VOTED: To approve the meeting minutes for the November 25, 2019 meeting as presented to the Board.

RHODE ISLAND COMMERCE CORPORATION
MEETING OF DIRECTORS
PUBLIC SESSION
November 25, 2019

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on November 25, 2019, in Public Session, beginning at 4:00 p.m. at the offices of the Corporation, located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island 02908, pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

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

Directors absent were: Tim Hebert and Ronald O'Hanley.

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

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

Governor Raimondo called the meeting to order at 4:09 p.m., indicating that a quorum was present.

2. **TO CONSIDER THE APPROVAL OF MEETING MINUTES.**

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

VOTED: To approve the public session meeting minutes for the meeting held September 23, 2019 as presented to the Board.

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

Voting against the foregoing were: none.

3. **TO CONSIDER FUNDING ALLOCATIONS UNDER THE SMALL BUSINESS ASSISTANCE PROGRAM.**

Matt Vargas, Vice President of Business Assistance, gave a brief overview of the program and thanked his colleague, Doris Blanchard, Assistant Director SupplyRI, for her efforts in making the program a success. He noted that 115 loans have been closed to date with over 50% being made to women or minority owned businesses. He further indicated that there are 35 loans in the pipeline. Mr. Vargas explained that the program has achieved a leveraged ratio of 4.5x.

Mr. Vargas detailed the proposed allocations of the most recent appropriation of \$500,000.

In response to a question from Mr. McNally, Mr. Vargas explained the structure of the BDC program, one of the SBAP lending institutions, and how it leverages other lenders through use of a cash collateral mechanism.

Mr. Vargas explained the marketing and outreach undertaken in connection with the women and minority owned businesses in response to a question from Ms. Dann-Messier.

There was a dialogue amongst Board members and Mr. Vargas relative to the historical funding of the program and recommendations for future budget requests.

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

VOTED: To approve the funding allocations under the Small Business Assistance Program as presented to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Brenda Dann-Messier, Jason Kelly, Michael McNally, George Nee, Donna Sams, Vanessa Toledo-Vickers, and Karl Wadensten.

Ms. Kaplan recused from considering this agenda item.

Voting against the foregoing were: none.

A copy of the presentation for this agenda item is attached hereto as **Exhibit B.**

4. **TO CONSIDER THE PROPOSED ISSUANCE OF RENTAL SENIOR HOUSING REVENUE BONDS (WINGATE HEALTHCARE ISSUE), SERIES 2019A.**

William Ash, Managing Director of Financial Services, described the senior housing project to be undertaken in connection with the issuance of the bonds. He provided background on the company, which he noted has significant experience in the area. Mr. Ash indicated that this

would be a conduit issuance with no liability of the Corporation for the bonds and the Access to Capital Committee has recommended approval by the Board.

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

VOTED: To approve the issuance of Rental Senior Housing Revenue Bonds (Wingate Healthcare Issue), Series 2019A pursuant to the resolution submitted to the Board.

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

Voting against the foregoing were: none.

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

5. **TO CONSIDER THE PROPOSED ISSUANCE OF ECONOMIC DEVELOPMENT REFUNDING BONDS, SERIES 2019 (GREATER PROVIDENCE YMCA).**

Mr. Ash indicated that the YMCA was seeking to refinance its existing debt and requested to refund the bonds. He discussed the efforts of the YMCA over the past several years to address declining membership and tackle some of its underperforming properties through sales. Mr. Ash indicated that this would also be a conduit issuance with no liability of the Corporation for the bonds and the Access to Capital Committee has recommended approval by the Board.

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

VOTED: To approve the issuance of Economic Development Refunding Bonds, Series 2019 (Greater Providence YMCA) pursuant to the resolution submitted to the Board.

Voting in favor of the foregoing were: Bernard Buonanno, III, Dr. Brenda Dann-Messier, Mary Jo Kaplan, Jason Kelly, Michael McNally, George Nee, Donna Sams and Karl Wadensten.

Voting against the foregoing were: none.

Ms. Toledo-Vickers recused from considering this agenda item.

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

6. **TO CONSIDER APPROVAL OF THE CORPORATION'S ANNUAL BUDGET.**

Mr. Saglio gave an overview of the budget. He explained that the Corporation's funding comes from essentially four sources; annual appropriations, hotel tax allocations, federal grants and fee income. He noted that the expense categories include personnel, overhead, advisory and programmatic expenses. Mr. Saglio discussed the various categories and year over year comparisons.

There was a dialogue amongst Board members and Mr. Saglio regarding the cost of living increase and budgetary impact.

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

VOTED: To approve the annual budget as submitted to the Board..

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

Voting against the foregoing were: none.

A copy of the presentation for this agenda item is attached hereto as **Exhibit E**.

7. **TO RECEIVE AN UPDATE ON THE SMALL BUSINESS DEVELOPMENT FUND PROGRAM.**

Kara Kunst, Policy Advisor, explained that the Corporation has received three applications all of which were incomplete. She indicated that each of the applicants had been notified that their applications were deficient and each applicant has submitted additional information, which is currently under review.

Ms. Kunst explained the process of staff review and process under the program rules.

No vote was taken in connection with this agenda item.

8. **TO CONSIDER AN EXTENSION OF THE ENGAGEMENT OF CONVENTIONS SPORTS & LEISURE INTERNATIONAL.**

Jeffrey Miller, Executive Vice President Investment, explained the purpose of the engagement of Conventions Sports & Leisure. He discussed their role in relation to the request

for proposals for McCoy Stadium and downtown Pawtucket redevelopment proposals. Mr. Miller requested that the Board authorize the engagement of CSL on an as needed basis.

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

VOTED: To approve the engagement of Convention Sports & Leisure pursuant to the resolution submitted to the Board.

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

Voting against the foregoing were: none.

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

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 4:43 p.m. upon motion made by Mr. Wadensten and seconded by Ms. Dann-Messier.

/s/ Thomas E. Carlotto

Thomas E. Carlotto, Secretary

NOVEMBER 25, 2019 PUBLIC SESSION MEETING MINUTES

EXHIBIT A

RHODE ISLAND COMMERCE CORPORATION
PUBLIC NOTICE OF MEETING

A meeting of the Board of Directors of the Rhode Island Commerce Corporation will be held at the offices of the **Rhode Island Commerce Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island**, on **November 25, 2019** beginning at **4:00 p.m.** for the following purposes:

PUBLIC SESSION

1. Call to order and opening remarks.
2. To consider for approval meeting minutes.
3. To consider funding allocations under the Small Business Assistance Program.*
4. To consider the proposed issuance of Rental Senior Housing Revenue Bonds (Wingate Healthcare Issue), Series 2019A.*
5. To consider the proposed issuance of Economic Development Refunding Bonds, Series 2019 (Greater Providence YMCA).*
6. To consider approval of the Corporation's annual budget.
7. To receive an update on the Small Business Development Fund program.*
8. To consider an extension of the engagement of Conventions Sports & Leisure International.
9. 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 in relation to the investment of public funds.

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

Dated: November 21, 2019

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.

NOVEMBER 25, 2019 PUBLIC SESSION MEETING MINUTES

EXHIBIT B

SBAP Loan Program

Program Overview



Jobs Created
& Retained

968



Startup
Businesses

41



Women &
Minority Owned
Businesses

51.3%

SBAP - Number of Loans

115

Closed Loans

4

Approved Loans

31

Pending Loans

\$15.4M

Leveraged from

\$3.4M

in Commerce Funds

Our Results:

3 Loans
Paid in Full



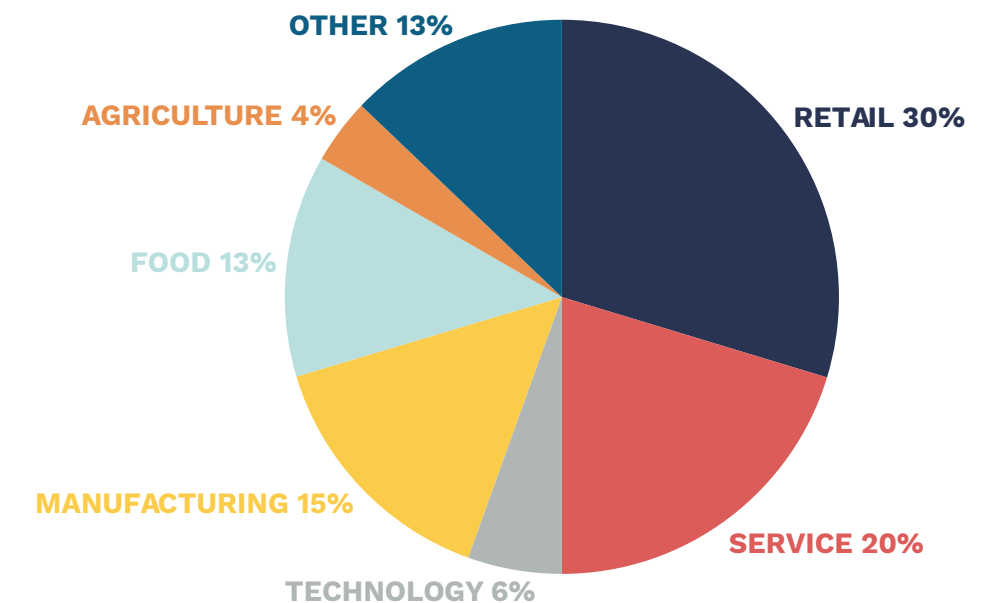
\$1.8M

Remaining Funding



Program Goal: Assist viable entrepreneurs and small businesses that encounter difficulty obtaining adequate credit from traditional lending organizations.

SBAP - Industry Sectors



*Loan proceeds have been used for working capital, equipment, leasehold improvements, inventory, and other purposes.

NOVEMBER 25, 2019 PUBLIC SESSION MEETING MINUTES

EXHIBIT C

RESOLUTION
AUTHORIZING THE ISSUANCE OF
RHODE ISLAND COMMERCE CORPORATION
RENTAL SENIOR HOUSING REVENUE BONDS
(WINGATE HEALTHCARE ISSUE),
SERIES 2019A

November 25, 2019

- 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: SRC Blackstone RE, LLC (together with any parent, subsidiary or other affiliate thereof, “SRC Blackstone RE”), a limited liability company under the laws of the Commonwealth of Massachusetts, and SRC Blackstone OP, LLC (together with any parent, subsidiary or other affiliate thereof, “SRC Blackstone OP”, and together with SRC Blackstone RE, the “Borrowers”), a limited liability company under the laws of the Commonwealth of Massachusetts, have proposed the financing by the Corporation of the qualified residential rental project described in Exhibit A attached hereto (the “Project”), in Providence, Rhode Island through the issuance of up to \$28,000,000 aggregate principal amount of multifamily housing revenue bonds (the “Bonds”), which may be issued in one or more series, taxable or tax-exempt (or a combination thereof), and have furnished to the Corporation certain information with respect thereto, together with a form of Loan and Trust Agreement (defined below). Such information is sufficient to enable the Corporation and its Board of Directors (the “Board”) to make the findings, determinations and declarations contained in this resolution; and
- WHEREAS: Borrowers and the Corporation presented the proposed financing to the Access to Capital Subcommittee of the Corporation on October 23, 2019, which subcommittee unanimously recommended approval of the proposed issuance of the Bonds to the Board; and
- WHEREAS: On October 23, 2019, the Corporation conducted a public hearing required under Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”); and
- WHEREAS: On November 7, 2019, the Borrowers obtained an allocation of tax-exempt volume cap from the Rhode Island Public Finance Management Board for the Project; and
- WHEREAS: Borrowers have requested that Corporation provide final approval of the issuance of the Bonds; and

WHEREAS: The Bonds are proposed to be sold by means of a private placement or limited public offering through B.C. Ziegler and Company, as underwriter (the "Underwriter"); and

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

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

WHEREAS: There have been prepared and presented to this meeting of the Board of Directors (the "Board") drafts of the following documents:

- 1) A Bond Purchase Agreement dated as of such date as the Authorized Officers shall agree to ("Bond Purchase Agreement").
- 2) A Loan and Trust Agreement dated as of December 1, 2019 by and among the Corporation, the Borrowers, and U.S. Bank National Association as trustee (the "Trustee") (the "Loan and Trust Agreement") or such other date as the Authorized Officers shall agree; and

WHEREAS: Such documents appear to be in appropriate form and the terms are satisfactory to the Board, and the Board has determined that it is in furtherance of the public purpose of the Corporation and the best interest of the State to proceed with the sale and delivery of the Bonds; and

WHEREAS: The Borrowers may incur expenses for the Project prior to the issuance of Bonds to finance the Project; and

WHEREAS: Provisions of the Internal Revenue Code of 1986, as amended, require that the Corporation adopt a declaration of official intent to reimburse the Borrowers for such expenses from the proceeds of tax-exempt obligations.

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

RESOLVED:

1. The Board of the Corporation hereby finds and determines that: (i) the acquisition or construction and operation of the Project will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) adequate provision has been made or will be made for the payment of the cost of the acquisition, construction, operation, and maintenance and upkeep of the Project; (iii) with respect to real property, the plans and specifications assure adequate light, air, sanitation, and fire protection; (iv) the Project is in conformity with the applicable provisions of chapter 23 of title 46 of the Rhode Island General Laws; and (v) the Project is in conformity with the applicable provisions of the State Guide Plan, described in Section 42-11-10 of the Rhode Island General Laws.

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 Director of Financial Programs (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any of the documents authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on the Bonds and on any of the documents authorized herein and to attest to the same.
3. The Corporation hereby authorizes the issuance of the Bonds to finance (a) the Project, (b) the funding of certain funds and accounts for the Bonds, including working capital and operating reserves, a debt service reserve fund; (c) the payment of capitalized interest; and (d) the payment of certain costs of issuance and fees with respect to the Bonds. The Bonds shall be issued in registered form, dated as provided in the Loan and Trust Agreement and shall be in an aggregate principal amount not to exceed \$28,000,000. 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 the Loan and Trust Agreement. The acceptance of a rate or rates of interest per annum to be borne by the 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 Bonds shall be sold by means of a private placement or limited public offering pursuant to the terms of the Bond Purchase Agreement.
5. In order to assist in the sale of the Bonds, the Corporation hereby authorizes the use and distribution of a private placement memorandum or limited offering memorandum (the “Limited Offering Memorandum”), the form of which shall be approved by any of the Authorized Officers, acting alone. The Corporation hereby consents to the use of the information contained under the caption “The Issuer” and any information with respect to the Corporation appearing under the caption “Litigation” in the Limited Offering Memorandum and to the use and distribution thereof by the Underwriter. The Corporation makes no representation or warranty as to the truth or accuracy of and assumes no responsibility for any information contained in the Limited Offering Memorandum other than the information contained under the caption “The Issuer” and the information with respect to the Corporation appearing under the caption “Litigation.”
6. The Bonds shall be secured by a Mortgage on the Mortgaged Property (as defined in the Master Indenture as defined below).
7. The Bonds shall be special obligations of the Corporation payable solely from the revenues, funds, or monies pledged therefore under the Loan and Trust Agreement. None of the State or any municipality thereof, shall be obligated to pay the principal of, premium, if any, or interest on the Bonds. Neither the full

faith and credit nor the taxing power of the State, the Corporation or any municipality thereof shall be pledged to the payment of the principal, premium, if any, or interest on the Bonds.

8. To evidence the obligation of the Borrowers to repay the loan of the Bond proceeds under the Loan and Trust Agreement, the Borrowers and their affiliates, SRC Pittsfield OP, LLC, and SRC Pittsfield RE, LLC (collectively, the "Obligated Group") will issue and deliver to the Corporation an obligation, dated the date of delivery of the Bonds (the "Note"), in the total principal amount equal to the total principal amount of the Bonds. Under the Loan and Trust Agreement, the Corporation will pledge and assign the Note to the Trustee as security for the Bonds. The terms of the Note will require payments by the Obligated Group which, together with other moneys available therefor, will be sufficient to provide for the payment of the principal of, premium, if any, and interest on the Bonds, as well as other payments due under the Loan and Trust Agreement. The Note will be issued pursuant to a Master Trust Indenture (as supplemented and amended (the "Master Indenture") expected to be dated as of December 1, 2019, among the Obligated Group Members and U.S. Bank National Association, as master trustee (the "Master Trustee"), and a Supplemental Indenture for the Note (the "Supplemental Master Indenture") expected to be dated as of December 1, 2019, by and between SRC Pittsfield OP, LLC, as the Obligated Group Representative, and the Master Trustee. The Note will entitle the Trustee, as the holder thereof, to the protection of the covenants, restrictions and other obligations imposed upon the Obligated Group by the Master Indenture. The Note will be the joint and several obligation of the Obligated Group secured by a pledge of and security interest in the gross receipts, personal property, and mortgaged property of the Obligated Group.
9. 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, and the execution, acknowledgement and delivery of each such agreement or document by one of the Authorized Officers shall be conclusive evidence as to authorization by these resolutions: (i) the Bonds; (ii) the Loan and Trust Agreement; (iii) the Bond Purchase Agreement and (iv) the Limited Offering Memorandum, the Borrowers and the security for the Bonds; 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.
10. 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.

11. Any one of the Authorized Officers of the Corporation, acting singly, are hereby further directed to proceed to cause the net proceeds of the sale of the Bonds to be disbursed to Borrowers as provided in the documents authorized by this Resolution.
12. Any one of the Authorized Officers, acting singly, are hereby authorized: (i) to approve the definitive terms of the Bonds, including the principal amount thereof, the maturity and the interest rates; and (ii) to take such further action or to cause such further action to be taken as may be necessary or appropriate to effectuate the issuance of the Bonds and to carry out the transactions contemplated by these resolutions.
13. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and in furtherance of the Project and the purposes of the Corporation 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.
14. From and after the execution and delivery of the documents, certificates, instruments and agreements hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, certificates, instruments and agreements, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the Bonds, including the redemption of the Bonds, or to carry out and comply with the provisions of the documents, certificates, instruments and agreements hereinabove authorized.
15. The Bonds may be issued on a tax-exempt basis, such that interest on the Bonds will be excluded from gross income for federal income tax purposes. To facilitate the issuance of the Bonds on a tax-exempt basis, any of the Authorized Officers, acting singly on behalf of the Corporation, shall covenant that, in order to maintain the exclusion from gross income for federal income tax purposes of the interest on the 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 Bonds, as amended from time to time. All public approval proceedings required under Section 147(f) of the Code will be complied with prior to delivery of the Bonds.
16. This Resolution is an affirmative action of the Corporation towards the issuance of the Bonds in accordance with the purposes of the laws of the State. This Resolution constitutes the Corporation's declaration of official intent, pursuant to Treasury Regulation § 1.150-2, to reimburse the Borrowers for certain capital

expenditures for the Project paid on or after the date which is sixty (60) days prior to the date of this Resolution but prior to the issuance of the Bonds, or otherwise as permitted by such regulation. Amounts to be reimbursed shall be reimbursed not later than eighteen months after (a) the date on which the expenditure is paid or (b) the date the project is placed in service or abandoned, but in no event more than three (3) years after the date the expenditure is paid

17. The Corporation shall charge an administrative fee of one-eighth of one percent (1/8 of 1%) per year of the principal amount outstanding of the Bonds.
18. No costs or expenses whether incurred by the Corporation or any other party in connection with the issuance of the 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. 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 Bonds or otherwise borne by the Borrowers regardless of whether the Bonds are issued.
19. In connection with the Project, Locke Lord LLP is appointed as bond counsel.
20. This Resolution shall take effect upon passage and shall lapse within one year after the date of its passage unless further extended by appropriate action of the Corporation.

EXHIBIT A

The acquisition of an approximately 4.5-acre site, which may be by a ground lease with an option to purchase, and the existing building on the site, currently a 96-bed senior living facility, and the renovation, rehabilitation, improvement, repair, furnishing, reconfiguration, upgrading, equipping and landscaping of the property, including the redevelopment of a closed skilled nursing unit in the building into approximately 32 assisted living apartments.

NOVEMBER 25, 2019 PUBLIC SESSION MEETING MINUTES

EXHIBIT D

RESOLUTION
RELATING TO THE ISSUANCE OF
RHODE ISLAND COMMERCE CORPORATION
ECONOMIC DEVELOPMENT REVENUE REFUNDING BONDS, SERIES 2019
GREATER PROVIDENCE YOUNG MEN CHRISTIAN'S ASSOCIATION

November 25, 2019

- WHEREAS: The Rhode Island Commerce Corporation, formerly known as the Rhode Island Economic Development 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 Greater Providence YMCA (“Borrower”) (a) \$5,000,000 Economic Development Corporation Economic Development Revenue Bonds, Greater Providence Young Men’s Christian Association Issue, Series 2012 A (the “Series 2012A Bonds”); and (b) \$3,000,000 Economic Development Corporation Economic Development Revenue Bonds, Greater Providence Young Men’s Christian Association Issue, Series 2012 B (the “Series 2012B Bonds, and together with the Series 2012A Bonds, the “Refunded Bonds”) each Series issued pursuant to the terms of a Loan and Security Agreement dated as of October 4, 2012; and
- WHEREAS: One November 13, 2019, the Board of Directors of the Borrower has approved the borrowing of up to \$5,000,000 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: Based on representations of the Borrower, the Corporation has determined that no public hearing is required under Section 147(f)(2)(B)(i) of the Internal Revenue Code of 1986, as amended (the “Code”); and
- WHEREAS: Borrower has requested that Corporation provide *final approval* of the issuance of its Economic Development Revenue Refunding Bonds, Series 2019 (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 certain costs of issuing the Refunding Bonds (collectively, the “Project”); and

WHEREAS: Citizens Funding Corp. (“Purchaser”) and Citizens Bank, National Association (“Disbursing Agent”) have issued a Commitment Letter dated October 16, 2019 (the “Commitment Letter”) to provide financing through a direct purchase by Purchaser of tax-exempt non-bank qualified bonds in an amount sufficient to finance the Project in an amount not to exceed \$4,723,648; and

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

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

WHEREAS: There have been prepared and presented to this meeting of the Board of Directors (the “Board”) drafts of the following documents which documents will be dated as of the Closing Date, as the Authorized Officers shall determine:

- 1) A Bond Purchase Agreement by and between the Corporation, the Borrower and the Purchaser (“Bond Purchase Agreement”).
- 2) Amended and Restated Loan and Security Agreement by and among the Corporation, the Borrower, the Purchaser and Disbursing Agent (the “Loan Agreement”);
- 3) Open-End Mortgage, Security Agreement and Collateral Assignment of Rentals and Leases from the Borrower to the Corporation relating to property located in Seekonk, Massachusetts (“Seekonk Mortgage”) and Cranston, Rhode Island (“Cranston Mortgage”);
- 4) Assignment of Seekonk Mortgage and Cranston Mortgage from the Corporation to Disbursing Agent to hold collateral on behalf of Purchaser (“Assignment”);
- 5) Environmental Indemnity Agreement by Borrower for the benefit of the Corporation and Disbursing Agent holding collateral on behalf of Purchaser (“Environmental Indemnity”);
- 6) Amended and Restated Mortgage, Security Agreement and Collateral Assignment of Rentals and Leases from the Borrower to the Corporation relating to properties located in Barrington, Rhode Island and Warwick, Rhode Island (the “Amended Mortgages”); and
- 7) Assignments of Amended Mortgages from the Corporation to the Disbursing

Agent to hold collateral on behalf of Purchaser. The Seekonk Mortgage, the Cranston Mortgage and the Amended Mortgages are collectively referred to herein as the “Mortgage” and the Assignment and the Amended Assignments are collectively referred to herein as the “Assignment”.

WHEREAS: Such documents appear to be in appropriate form and the terms are satisfactory to the Board, and the Board has determined that it is in furtherance of the public purpose of the Corporation and the best interest of the State to proceed with the sale and delivery of the Refunding Bonds.

WHEREAS: Borrower and the Corporation presented the proposed Refunding to the Access to Capital Subcommittee of the Corporation on October 23, 2019, which Subcommittee unanimously recommended approval of the proposed Refunding.

WHEREAS: It is the intent of the Corporation that upon approval of this Refunding, said further approval by the Corporation shall not be required for any further extension of the mandatory put date of the Refunding Bonds, subject, however, to the review of General Counsel and Bond Counsel to the Corporation.

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 Director of Financial Programs (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 finance the Project and 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 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 the Bond Purchase Agreement.
5. The Refunding Bonds shall be secured by a Mortgage in the Mortgaged Property (as defined in the Loan Agreement).
6. The Refunding Bonds shall be special obligations of the Corporation payable solely from the revenues, funds, or monies pledged therefor 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) Mortgage; (iv) the Assignment; (v) Environmental Indemnity; (vi) the Bond Purchase Agreement, and (vii) such other agreements, instruments, certificates or documents, including, but not limited to 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 in furtherance of the Refunding and the purposes of the Corporation Act, and the execution, delivery and approval and performance of the documents, certificates, instruments and agreements hereinabove authorized, including, without limitation, the Commitment Letter in conformance therewith, and all prior actions taken in connection herewith are, ratified, approved and confirmed.
12. From and after the execution and delivery of the documents, certificates, instruments and agreements hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver

any and all such documents, certificates, instruments and agreements, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the Refunding Bonds, including the redemption of the Refunded Bonds, or to carry out and comply with the provisions of the documents, certificates, instruments and agreements hereinabove authorized.

13. The Refunding Bonds may be issued on a tax-exempt basis, such that interest on the Refunding Bonds will be excluded from gross income for Federal income tax purposes. To facilitate the issuance of the Refunding Bonds on a tax-exempt basis, any of the Authorized Officers, acting singly on behalf of the Corporation, shall covenant that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Refunding Bonds, the Corporation will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Internal Revenue Code of 1986, as amended (the "Code"), necessary to maintain such exclusion. In furtherance of the covenant contained in the preceding sentence, any of the Authorized Officers, acting singly on behalf of the Corporation, shall agree to continually comply with the provisions of a Tax Regulatory Agreement to be executed by the Corporation in connection with the execution and delivery of the Refunding Bonds, as amended from time to time.
14. The Corporation shall charge an administrative expense of one-eighth of one percent (1/8 of 1%) per year of the principal amount outstanding of the Refunding Bonds.
15. No costs or expenses whether incurred by the Corporation or any other party in connection with the issuance of the Refunding Bonds or the preparation or review of any documents by any legal or financial consultants retained in connection herewith shall be borne by the Corporation. 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 Project, Mack Law Associates LLC is appointed as bond counsel.
17. This Resolution shall take effect upon passage and shall lapse within one

year after the date of its passage unless further extended by appropriate action of the Corporation.

NOVEMBER 25, 2019 PUBLIC SESSION MEETING MINUTES

EXHIBIT E



Rhode Island Commerce Corporation Budget

FY 2020 Operating Budget

Presentation to Board of Directors

Overview

- The Commerce Corporation's budget consists of the following categories:
 - Operating: Funds associated with managing/operating the Corporation (staff, overhead, etc.)
 - Programmatic: Funds associated with programing (incentives, grants, pass-throughs, etc.)
- FY 2020 funding originates from the following sources:
 - Annual Appropriations (State): Operating capital appropriated by the State
 - Hotel Tax (State): Operating capital specific to Tourism and Business Attraction
 - Federal Grants: Federally funded program specific reimbursements
 - Other Income: Unique specific funding streams and/or fees from project administration
- FY 2020 expenses consist of the following categories:
 - Personnel: Salaries/benefits of employees.
 - Overhead: General/administrative overhead
 - Advisory: Legal/consulting/other
 - Programmatic Expenditures: Funding available for direct economic investment

Revenue Detail

- The \$53.7M FY 2020 budget is categorized as follows:

Annual Appropriations (State): \$30.5M (57%): Operating (24%)/Programmatic (76%)

Federal Proceeds: \$2.3M (4%) in funding sourced by the federal government

Other Income: \$20.8M (39%) Includes State pass throughs

Revenues		Appro.	Fed	Other	Total	% Tot.
<i>Operating</i>						
	RICC Operations	7,430,000		1,160,000	8,590,000	16%
<i>Programmatic</i>						
	REF			2,990,000	2,990,000	6%
	Marketing/Tourism			5,600,000	5,600,000	10%
	Federal Grants and Programs		2,340,000		2,340,000	4%
	STAC & SBIR			1,900,000	1,900,000	4%
	Supply RI	300,000		280,000	580,000	1%
	State Pass throughs			8,910,000	8,910,000	17%
	Economic Incentives	22,800,000			22,800,000	42%
Total Sources		30,530,000	2,340,000	20,840,000	53,710,000	100%
		57%	4%	39%	100%	

Expense Detail

- FY 2020 expenses consist of the following categories:
 - Personnel: \$6.9M (18%) of RICC's expense structure is salaries/benefits of staff
 - Overhead: \$2.4M (6%) is general/administrative and overhead costs
 - Advisory: \$1.5M (4%) is 3rd party legal/consulting/other costs
 - Programmatic Expenditures: \$27.8M (72%) is projected for direct economic investment

Expenses		Appro.	Fed	Other	Total	% Tot.
<i>Operating</i>	Personnel	5,500,000	600,000	820,000	6,920,000	18%
	Overhead	2,050,000	190,000	130,000	2,370,000	6%
	Advisory	1,380,000	40,000	50,000	1,470,000	4%
	Total Operating	8,930,000	830,000	1,000,000	10,760,000	28%
<i>Programmatic</i>	REF			2,650,000	2,650,000	7%
	Marketing/Tourism			4,940,000	4,940,000	13%
	Federal Grants and Programs		230,000		230,000	1%
	STAC & SBIR	1,670,000			1,670,000	4%
	State Pass throughs	8,910,000			8,910,000	23%
	Economic Incentives	9,290,000			9,290,000	24%
	Federal Grant Match	90,000			90,000	
	Total Programmatic	19,960,000	230,000	7,590,000	27,780,000	72%
	Reserve Fund for future Obligations	15,170,000			15,170,000	
Grand Total	44,060,000	1,060,000	8,590,000	53,710,000	100%	

2020 Expense Comparison

Expense Comparison		FY2020	FY 2019	Delta
<i>Operating</i>				
	Personnel	\$6.9 M	\$5.8 M	\$1.1 M
	Overhead	\$2.3 M	\$2.4 M	-\$0.1 M
	Advisory	\$1.5 M	\$1.7 M	-\$0.2 M
Total Operating		\$10.7 M	\$9.9 M	\$0.8 M
<i>Programmatic</i>				
	REF	\$2.7 M	\$2.7 M	\$0.0 M
	Marketing/Tourism	\$4.9 M	\$4.9 M	\$0.0 M
	Federal Grants and Programs	\$0.2 M	\$3.1 M	-\$2.9 M
	STAC & SBIR	\$1.7 M	\$1.9 M	-\$0.2 M
	State Pass throughs	\$8.9 M	\$8.5 M	\$0.4 M
	Economic Incentives	\$9.3 M	\$9.5 M	-\$0.2 M
	Federal Grant Match	\$0.1 M	\$0.0 M	\$0.1 M
Total Programmatic		\$27.8 M	\$30.6 M	-\$2.8 M
Reserve Fund for future Obligations		\$15.2 M	\$13.6 M	\$13.6 M
Grand Total		\$53.7 M	\$54.1 M	\$11.6 M

Appendix

FY 2020 Operating Budget



Expense Detail by Business Unit

Expenses	Operations	Financial Services	Business Advisory	Business Development	Branding & Marketing	Investments	Supply RI	Pass through	Total
<i>Operating</i>									
Personnel	2,850,000	480,000	300,000	1,180,000	950,000	830,000	336,500		6,926,500
Overhead	1,430,000	260,000	120,000	250,000	270,000	20,000	30,000		2,380,000
Advisory	770,000	90,000	30,000	110,000	5,000	290,000	158,500		1,453,500
Total Operating	5,050,000	830,000	450,000	1,540,000	1,225,000	1,140,000	525,000		10,760,000
Programmatic	87,000	2,880,000	-	-	4,935,500	10,960,000	7,500	8,910,000	27,780,000
<i>Grand Total</i>	5,137,000	3,710,000	450,000	1,540,000	6,160,500	12,100,000	532,500	8,910,000	38,540,000
Reserve Fund for future Obligations						15,170,000			15,170,000
Grand Total	5,137,000	3,710,000	450,000	1,540,000	6,160,500	27,270,000	532,500	8,910,000	53,710,000

Full-time Equivalents (FTE)

RI Commerce	RI Commerce	Funded by Other	Total
	Base	Sources	
OPERATIONS	19	1	20
FINANCIAL SERVICES	2	2	4
BUSINESS ADVISORY	4	7	11
BUSINESS DEVELOPMENT	8	0	8
BRANDING & MARKETING	3.5	6.5	10
INVESTMENTS	4	4	8
TOTAL FTE'S	40.5	20.5	61

NOVEMBER 25, 2019 PUBLIC SESSION MEETING MINUTES

EXHIBIT F

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

November 25, 2019

WHEREAS, the Rhode Island Commerce Corporation (the “Corporation”) previously issued a request for proposals (the “RFP”) to engage one or more consultants to assist the Corporation in relation to potential development efforts in Pawtucket, Rhode Island (the “Services”); and

WHEREAS, the sole respondent to the RFP was Convention Sports & Leisure International LLC (“CSL”), and the Corporation previously approved the engagement of CSL; and

WHEREAS, the Board has received a recommendation from staff to extend the engagement of CSL to provide the Services.

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

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, President and COO, and/or Chief Financial Officer acting singly, shall have the authority to negotiate and execute any and all documents in connection with the retention of the CSL for the Services inclusive of reimbursement of out of pocket expenses at the discretion of the President & COO for fiscal years 2020 and 2021.

Section 2: This Resolution shall take effect immediately upon passage and supersede the prior resolution of May 21, 2019.

TAB 2

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

DECEMBER 16, 2019

APPROVED

VOTED: To approve SenTec, Inc., for incentives under the Qualified Jobs Incentive Tax Credit Program pursuant to the resolution submitted to the Board.

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

December 16, 2019

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 SenTec, 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:

1. To accomplish the purposes of the Enabling Act and the Act, the Corporation approves the issuance of, tax credits to the Recipient up to the amount of seventeen (17) 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 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

SenTec, Inc. Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue Qualified Jobs Incentive tax credits to SenTec, Inc (“the Company”), a Fenton, Missouri-based distributor of hospital and medical equipment. The Company specializes in non-invasive systems for monitoring ventilation and oxygenation that are used in neo-natal intensive care units and other critical care settings, including (but not limited to) products manufactured by its Swiss-based parent company, SenTec AG. The Company also services and provides training on the equipment it distributes.

The credits would be issued in connection with the Company’s decision to relocate its U.S. headquarters to leased space in Lincoln, Rhode Island. In its first year in Rhode Island (beginning January 1, 2021) the Company would employ 12 people full-time in Lincoln, rising to 17 by January 2022. The Company is expected to request Qualified Jobs Incentive tax credits with an estimated value of \$518,250 over ten years.

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

Jobs Analysis

Annual operations

As noted above, the Company plans to have 12 qualifying employees working in its new Lincoln headquarters as of January 2021, rising to 17 in its second year. Table 1 summarizes the categories in which these jobs will be created, and the median earnings for each category.

Table 1: Projected employment, 2022

Job category	New positions	
	(as of 2023)	Median salary
Operations management	7	\$125,000
Sales and service	4	\$87,500
Administration, logistics and support	6	\$70,000
Total	17	\$100,000

Based on data provided by the Company, and using the IMPLAN input-output modeling system (a modeling tool commonly used in economic impact analyses), Appleseed estimates that when the new facility is fully staffed, ongoing operations associated with the 17 full-time jobs the Company would be committed to maintaining in Rhode Island for twelve years will directly and indirectly support:

- 29 jobs in Rhode Island;
- \$2.80 million in annual earnings (in 2022 dollars);
- \$7.24 million in statewide economic output; and
- An increase of \$4.82 million in Rhode Island’s annual GDP.

These impacts are summarized below in Table 2. The *direct impact* of the Company’s operations reflects the Company’s direct employment, its direct spending on wages and salaries, the value its operations add to Rhode Island’s GDP, and the total value of the goods and services it produces. Its *indirect impact* is the effect of the Company’s spending on purchases of goods and services from other in-state businesses on employment, earnings, value-added and output in Rhode Island.

Table 2: Direct, indirect and total annual impact of ongoing operations (income, value-added and output in millions of 2022 dollars)

	Jobs	Earnings	Value added	Output
Direct	17	\$1.99	\$3.54	\$5.11
Indirect	12	0,81	1.28	2.13
Total	29	\$2.80	\$4.82	\$7.24

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

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

Hiring

The Company is an equal-opportunity employer. All job-seekers are required to submit an application, after which candidates will be called for an interview.

The Company is currently in the process of building out a more robust HR infrastructure.

Benefits

The Company provides a comprehensive package of benefits, including:

- Health insurance, with the Company covering 80 percent of premiums
- Dental insurance, 100 percent paid by the Company
- A 401K plan, is offered with a discretionary match (historically 5 percent) at the end of each year
- \$20,000 in life insurance for all employees, paid for by the company; employees have the option to purchase additional life insurance, paid for directly through payroll deductions.
- Long-term disability insurance, paid for by the Company, beginning on the 91st day of the work absence
- Paid time off, including 7 holidays and 15 days standard vacation (escalating with tenure)

Impact

The state fiscal impact of the requested tax credits is estimated to be approximately \$518,250 in forgone state revenue. Direct and indirect economic and fiscal benefits of the proposed project include the estimated increase in annual state GDP of \$4.82 million in 2022, the estimated associated job creation, and a gross increase of approximately \$1.92 million in personal income, sales and business tax revenues during the twelve-year-year commitment period beginning in 2021. These benefits are detailed in the foregoing analysis.

In addition to the economic and tax revenue impacts cited above, relocation of the Company's headquarters in Lincoln would benefit Rhode Island in other ways, including highlighting Rhode Island's attractiveness as a location for the U.S. operations of global businesses.

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

TAB 3

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

DECEMBER 16, 2019

APPROVED

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

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

December 16, 2019

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

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

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

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

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

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

RESOLVED:

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

- c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, 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 Recipients by virtue of having adopted this Resolution. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
4. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
5. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
6. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.
7. This resolution shall take effect immediately upon adoption by the Board.

EXHIBIT 1

<u>Applicant</u>	<u>Amount</u>
American Echotech LC	\$49,987
DBV Technology LLC	\$42,505

TAB 4

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

DECEMBER 16, 2019

APPROVED

VOTED: To approve the promulgation of amendments to the regulations for the Rebuild Rhode Island Tax Credit program pursuant to the resolution submitted to the Board.

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

December 16, 2019

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

WHEREAS, the proposed amendments are consistent with the recent statutory amendments to the Rebuild Rhode Island Tax Credit Act.

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

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

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