

I-195 REDEVELOPMENT DISTRICT COMMISSION

MEETING OF COMMISSION
PUBLIC SESSION
SEPTEMBER 21, 2022

The I-195 Redevelopment District (the “District”) Commission (the “Commission”) met on Wednesday, September 21, 2022, in Public Session, beginning at 5:00 P.M., at District Hall, located at 225 Dyer Street, Providence, Rhode Island pursuant to a notice of the meeting to all Commissioners and public notice of the meeting, a copy of which is attached hereto, as required by applicable Rhode Island law.

The following Commissioners were present and participated throughout the meeting: Chairperson Robert Davis, Mr. Michael McNally, Mr. Marc Crisafulli, Mr. Robert McCann, and ex-officio board member Ms. Bonnie Nickerson.

Also, present were Ms. Caroline Skuncik, District Executive Director, Ms. Amber Ilcisko, District Director of Operations, Mr. Peter Erhartic, District Director of Real Estate, Ms. Sarina Conn, District Office Manager, and Mr. Charles F. Rogers of Locke Lord, LLP, legal counsel to the District.

1. WELCOMING REMARKS BY CHAIRPERSON DAVIS.

Chairperson Davis called the meeting to order at 5:01 P.M. He announced agenda item seven related to the City of Providence’s presentation on the landmark public art project would be deferred to a later meeting.

2. PUBLIC COMMENT SESSION

No members of the public signed up to speak during the public comment session.

3. REVIEW AND APPROVAL OF THE MINUTES OF THE COMMISSION MEETINGS HELD ON JULY 20, 2022.

Chairperson Davis noted that the minutes of the July 20, 2022, meeting had been distributed to the Commissioners and asked if there were any comments or corrections.

There being none, upon motion made by Mr. McNally and seconded by Mr. McCann, the following vote was adopted:

VOTED: To approve the minutes of the of the Commission meetings held on July 20, 2022.

Voting in favor of the foregoing were: Chairperson Davis, Mr. McCann, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

4. REVIEW AND APPROVAL OF THE MINUTES OF THE COMMISSION MEETINGS HELD ON AUGUST 17, 2022.

This agenda item was deferred.

5. VOTE TO RELEASE THE EXECUTIVE SESSION MINUTES OF THE FEBRUARY 2, 2022, COMMISSION MEETING RELATING THE VOTE REGARDING THE PURCHASE OF ABUTTING PROPERTY.

Chairperson Davis noted that because the District had now closed on the property abutting Parcels 14 and 15, the minutes of the Executive Session regarding the vote to purchase abutting property must be made public and a vote is required to release those minutes.

There being no further discussion, upon motion made by Mr. McNally and seconded by Mr. McCann, the following vote was adopted:

VOTED: That the resolution regarding release of the Executive Session minutes of February 2, 2022, and vote taken at that meeting (a copy of which Resolution had been circulated to the members and is attached hereto as Exhibit A), be, and it hereby, is adopted and approved.

Voting by in favor of the foregoing were: Chairperson Davis, Mr. McCann, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

6. EXECUTIVE DIRECTOR'S REPORT ON DISTRICT ACTIVITIES.

Ms. Skuncik provided updates on construction in the District, including the development projects on Parcels 28 and 6. She announced the development on Parcel 28 received its Temporary Certificate of Occupancy and some tenants have already moved in. She stated the restoration of Parcel 27, used for construction staging for the project, was expected to be complete in the near term. With regard to Parcel 6, Ms. Skuncik stated construction on the project continued and that Trader Joe's was anticipated to open this fall while the remaining residential and retail buildings would open thereafter. Ms. Skuncik also explained the proposed project on Parcel 9 was working toward closing this winter and that planning for phase 2 was underway. Ms. Skuncik's report concluded with an update on District Park, including the status of public art projects and landscaping improvements to the Guild beer garden site. She also stated there was an operator information session held for the future park pavilion and that another community engagement event was forthcoming related to the siting and design with representatives from Utile and ARO.

There was no further discussion.

7. PRESENTATION BY THE CITY OF PROVIDENCE ON THE LANDMARK PUBLIC ART PROJECT.

This agenda item was deferred.

8. PRESENTATION BY D+P REAL ESTATE AND TRUTH BOX INC. REGARDING UPDATES TO A PROPOSED DEVELOPMENT ON PARCELS 8 AND 8A.

Chairperson Davis provided background on the development approval process, noting the two-step process to designate a developer based on qualifications ensuring alignment with the Commission's mission followed by a design review process that includes concept plan review and final design approval with public comment. He continued to explain that as part of the process for Parcels 8 and 8a, both developers were given the opportunity to make changes to their proposals based on issues raised by District consultants. D+P Real Estate and Truth Box did amend their design while Churchill and Banks made the decision not to submit any revisions.

Ms. Skuncik introduced Mr. Jordan Durham of D+P Real Estate. Mr. Durham introduced to the team's new architecture firm, Perkins Eastman and a new parking consultant, Thornton Tomasetti. He then continued his presentation using a Power Point presentation that included a feedback summary and the scope definition which remained unchanged. Mr. Leo Patterson of Perkins Eastman continued to present the site context and parcel plan, parking design intent, program evolution, concept plans of levels one, two, five and six, and eleven, concept elevation, concept renderings, and implementation schedule.

Discussion continued on sustainability and LEED certification levels.

9. PRESENTATION BY UTILE, INC. REGARDING UPDATES TO THE PROPOSED DEVELOPMENTS ON PARCELS 8 AND 8A.

Mr. Tim Love of Utile, Inc. used a Power Point presentation to present an analysis of the updates to the proposed developments on Parcels 8 and 8a. His presentation included a program comparison of the two proposals, an overview of the Churchill and Banks' scheme and the pros and cons, an overview of Truth Box and D+P Real Estate's initial scheme, a comparison of the South Main Street view, a comparison of the ground floor plan, the view from the highway, and a summary of revisions.

Discussion continued on the fairness of the process.

10. PUBLIC COMMENT ON THE PAVILION IN DISTRICT PARK.

Four members of the public elected to provide comment regarding the updates to the proposed developments on Parcels 8 and 8a.

Comments included the need for more housing and affordable housing, favoring the new corporate headquarters, favoring the design of the Churchill and Banks proposal, the fairness of the process, appreciation for D+P Real Estate and Truth Box's team responsiveness to critiques, dedication to sustainability, and affordable housing, frustration with process, Churchill and Banks' commitment to the location, and willingness to make additional changes.

11. EXECUTIVE SESSION

Chairperson Davis stated that, pursuant to the notice of the meeting, the Commission would go into Executive Session for discussion regarding the purchase, sale, exchange, lease, or value of real property that would have a detrimental effect on the negotiating position of the Commission with the other parties if discussed in open session.

Accordingly, upon motion duly made by Mr. Crisafulli and seconded by Mr. McNally, the following vote was adopted:

VOTED: To go into Closed Session, pursuant to the Open Meetings Act, Rhode Island General Laws Section 42-46-5 (the Open Meetings Law) and 42-64.14.6(i) (the I-195 Act), in order to consider the purchase, sale, exchange, lease or value of District real estate.

Voting in favor of the foregoing were: Chairperson Davis, Mr. McCann, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

Commissioners and District staff then proceeded to enter into Closed Session at 5:47 P.M.

The Public Session was reconvened at 6:31 P.M.

Chairperson Davis reported that discussion in the Executive Session was confined to review and discussion of proposals regarding the purchase and sale of District real estate and that a vote was taken with respect to the sale of District property, the terms of which vote will be made public when disclosure will no longer jeopardize the negotiating position of the Commission. Additionally, the Commission voted to end the Executive Session, maintain the Executive Session minutes, and reconvene the Public Session.

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

VOTED: That pursuant to Rhode Island General Laws Section 42-46-5(a), the Open Meetings Act, the minutes of the Closed Session shall not be made available to the public, except as to the portions of such minutes as the Commission ratifies and reports in Public Session of the meeting until disclosure would no longer jeopardize the Commission's negotiating positions.

Voting in favor of the foregoing were: Chairperson Davis, Mr. McCann, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

12. VOTE REGARDING THE SELECTION OF A PREFERRED DEVELOPER FOR PARCELS 8 AND 8A.

Chairperson Davis read the proposed resolution citing the selection of D+P Real Estate and Truth Box Inc. as the preferred developers for District Parcels 8 and 8a.

Discussion continued on the quality of the submission submitted by Churchill and Banks, the difficult decision, the emphasis on the project programs, the project timelines, the need for affordable housing, the economic development mission of the District, the importance of retaining a major business in the state, and the flexibility of the D+P Real Estate and Truth Box Inc. team.

There being no further discussion, upon motion made by Mr. McNally and seconded by Mr. Crisafulli, the following vote was adopted:

VOTED: That the resolution selecting D+P Real Estate and Truth Box Inc. as the preferred developers for District Parcels 8 and 8a (a copy of which Resolution had been circulated to the members and is attached hereto as Exhibit B), be, and it hereby, is adopted and approved.

Voting by in favor of the foregoing were: Chairperson Davis, Mr. McCann, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None

13. PRESENTATION BY THE DISTRICT'S AUDITORS AND VOTE TO APPROVE THE DISTRICT FISCAL YEAR 2022 AUDIT.

Ms. Skuncik introduced Joshua Bloom of Marcum, LLP, the District auditors. Mr. Bloom used a Power Point presentation to present the audit reports noting a clean opinion would be issued and that no material weaknesses or significant deficiencies were identified, required communications, and the roadmap to issuance of the opinion.

There being no further discussion, upon motion made by Mr. McCann and seconded by Mr. McNally, the following vote was adopted:

VOTED: To approve the audit as completed by Marcum, LLP, and as presented by Mr. Bloom.

Voting by in favor of the foregoing were: Chairperson Davis, Mr. McCann, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

14. CHAIRPERSON'S REPORT/AGENDA FOR NEXT MEETING ON WEDNESDAY, OCTOBER 19, 2022, AT 5:00 P.M.

There being no further discussion, upon motion made by Mr. Crisafulli and seconded by Mr.

McNally, the following vote was adopted:

VOTED: That the meeting be adjourned.

Voting in favor of the foregoing were: Chairperson Davis, Mr. McCann, Mr. Crisafulli,
and Mr. McNally.

Voting against the foregoing were: None.

The meeting was adjourned at 6:48 P.M.



Robert C. Davis, Chairperson

EXHIBIT A

I-195 REDEVELOPMENT DISTRICT

RESOLUTION REGARDING EXECUTIVE SESSION MINUTES AND VOTES

September 21, 2022

- WHEREAS:** The I-195 Redevelopment District (the “District”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island (the “State”) under Chapter 64.14 of Title 42 of the General Laws of Rhode Island (the “Act”); and
- WHEREAS:** On February 2, 2022, pursuant to the Act, the I-195 Redevelopment District Commission (the “Commission”) met in Executive Session to discuss the purchase from the State of an approximately 1,221 square foot parcel of land (the “State Parcel”) adjacent to District Parcel 14; and
- WHEREAS:** At such meeting in Executive Session, the Commission voted to purchase the State Parcel for a price not to exceed \$73,500; and
- WHEREAS:** pursuant to the Act, the Commission voted to seal the minutes of the Executive Session of February 2, 2022, and the vote taken at that meeting until the release of such minutes and vote would no longer jeopardize the negotiating position of the Commission; and
- WHEREAS:** the District has completed the purchase of the State Parcel and accordingly the release of the February 2, 2022, minutes and the vote will no longer jeopardize the negotiating position of the District.

NOW, THEREFORE, acting by and through its Commissioners, the District hereby resolves as follows:

RESOLVED:

That the minutes of the February 2, 2022, Executive Session of the Commission and the vote taken at such meeting relating to the purchase of the State Parcel be made public.

EXHIBIT B

I-195 REDEVELOPMENT DISTRICT

RESOLUTION REGARDING DISTRICT PARCELS 8 AND 8A

September 21, 2022

WHEREAS: The I-195 Redevelopment District (the “District”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island (the “State”) under Chapter 64.14 of Title 42 of the General Laws of Rhode Island (the “Act”); and

WHEREAS: The Act authorizes the District, acting through its Commission (the “Commission”), to dispose of properties owned by the District for development that will be beneficial to the State and the City of Providence and upon such terms and conditions as the Commission shall determine; and

WHEREAS: The Commission has received proposals and presentations from two (2) developers with respect to development of District Parcels 8 and 8a; and

WHEREAS: After review and consideration of the proposals, the Commission has determined that it is appropriate to select a preferred developer for Parcels 8 and 8a and to negotiate a letter of intent with respect to such developer’s proposal; and

WHEREAS: The Commission has made certain findings with respect to the proposal of D&P Real Estate and Truth Box, Inc. which findings are attached hereto as Exhibit A and incorporated herein; and

WHEREAS: The Commission has determined that approval of any development of District Parcels 8 and 8a be subject to those conditions set forth on Exhibit A attached hereto and incorporated by reference (the “Conditions”); and

WHEREAS: After review and consideration of the proposals, the Commission has determined that the proposal of D&P Real Estate and Truth Box, Inc. to develop a mixed-use building on Parcels 8 and 8a best satisfies the goals of the Commission and its obligations under the Act.

NOW, THEREFORE, acting by and through its Commissioners, the District hereby resolves as follows:

RESOLVED: That D&P Real Estate and Truth Box, Inc. be selected as the preferred developer (the “Developer”) to develop a mixed-use building on Parcels 8 and 8a and that the District commence negotiation with the Developer of a letter of intent for the purchase and development of Parcels 8 and 8a, including financial terms and performance dates, and subject to the Conditions.

EXHIBIT A

FINDINGS and CONDITIONS

Findings

1. The configuration of Parcel 8 and 8A reflects their use for decades as a portion of the layout of interstate I-195. To maximize the development potential and efficiency, Parcels 8 and 8A should be developed jointly as one development. The combined parcel cannot accommodate typical floorplates for a laboratory use; however, office and residential floorplates can be accommodated along with limited street retail or amenity space.

2. The State of Rhode Island issued bonds of approximately \$38 million to finance the infrastructure for the development of the I-195 District, of which approximately \$31 million was expended on the Michael S. van Leesten Memorial Bridge and the seven acres of District parks adjoining the bridge. The Commission is expected to generate sales of District real estate sufficient to repay the bonds. The preferred developer has proposed a significant purchase price of \$3,000,000.00 which is consistent with the Commission's objectives.

3. The Commission, by law, is the owner and operator of the District parks and is charged with generating revenue to support their maintenance and operation. The Commission's financial plan for the operation and maintenance of the parks contemplates that the owners of completed buildings in the District will pay an annual assessment based on the square foot area of their buildings at the current rate of \$0.49 per rentable SF (excluding parking) (as adjusted for inflation) and that the contribution from the development of Parcels 8 and 8A will exceed \$50,000.00 per year.

4. The Commission recognizes the shortage of affordable and workforce housing in Rhode Island and expects new multifamily housing developments in the District to provide either affordable or workforce housing (or a combination of them). The capital structure for larger projects has the flexibility to accommodate a greater number of units devoted to these purposes. The preferred developer has proposed 95 units of which 19 will be workforce units.

5. The Commission recognizes the established urban planning principle that substantial residential developments, with activated streetscape are positive for the surrounding neighborhood, enhancing the pedestrian experience and safety. The proposal of the preferred developer responds to this principle with its inclusion of potentially activated streetscapes on South Main Street.

6. The Commission recognizes that there is a strong market for multifamily use but favors the opportunity to add other uses so as to develop the I-195 District as a mixed-use district containing laboratory, office, ancillary retail, hospitality, and multifamily residential uses. The preferred developer has significant experience in developing mixed-use projects and proposes to develop as part of its program approximately 55,000 SF of office space on the portion of the site that lends itself to substantial office development to accommodate the home office of a significant Rhode Island business.

7. The design of the project should reflect its location at one of the gateways to the I-195 District. The proposed design of the preferred developer's submission reflects a range of materials and forms that combine to create a building of significant presence and which, as refined during the design review process, will result in the development being consistent with such a gateway building.

Conditions

The preferred developer's proposal shall be subject to a design review and approval process under the District's Development Plan during which the Commission will undertake an intensive review of the design of the project. The review process is outlined below and will include a preliminary (concept) review to occur at two public meetings and a final plan review. During each phase of review the Commission's design review panel will play a significant role and there will be an opportunity for public input from neighborhood design representatives and the general public.

Parcels 8/8A Design Review Process:

- Concept Plan Review & Approval
 - Commission Meeting #1:
 - Draft concept plans posted to 195district.com 10 days in advance of public meeting; designated design representatives from neighborhood organizations that are abutters to the District receive email from District with notice that plans are posted
 - Utile reviews with Design Review Panel and issues memo outlining their feedback
 - At public meeting:
 - Architect/developer present concept plan designs
 - Utile presents feedback from Design Review Panel
 - Neighborhood design representatives present their feedback during meeting or submit in writing
 - General public comment
 - Written public comment taken; accepted one week following meeting and posted to our website the day after expiration of public comment period
 - No vote taken
 - Commission Meeting #2:
 - Revised concept plans posted to 195district.com 10 days in advance of public meeting along with memo outlining changes made in response to feedback from Design Review Panel, neighborhood design representatives, and public; neighborhood design representatives receive email from District that plans/memo are posted
 - Utile reviews with Design Review Panel and issues memo
 - At Commission meeting:

- Architect/developer present revised concept plan designs
 - Utile presents recommendation to Commission
 - Neighborhood design representatives present their feedback during meeting or submit in writing no later than one day prior to meeting
 - Written comment accepted; must be received one day prior to public meeting and will be posted to 195district.com the day of meeting
 - General public comment
 - Commission vote
- Final Plan Review & Approval
 - Plans posted to 195district.com 10 days in advance of public meeting along with memo outlining key changes made since Concept Plan Approval; neighborhood design representatives receive email from District that plans/memo are posted
 - Utile reviews with Design Review Panel and issues memo
 - At Commission meeting:
 - Architect/developer present final plan designs
 - Utile presents recommendation to Commission
 - Neighborhood design representatives present their feedback during meeting or submit in writing no later than one day prior to meeting
 - Written public comment accepted; must be received one day prior to public meeting and will be posted to 195district.com the day of meeting
 - General public comment
 - Commission vote