

**I-195 REDEVELOPMENT DISTRICT COMMISSION**

**MEETING OF COMMISSION**  
**PUBLIC SESSION**  
**OCTOBER 19, 2022**

The I-195 Redevelopment District (the "District") Commission (the "Commission") met on Wednesday, October 19, 2022, in Public Session, beginning at 5:00 P.M., at South Street Landing, located at 350 Eddy 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, Ms. Sandra Smith, and Dr. Barrett Bready.

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 5:02 P.M. He explained that a new design review process would be implemented at tonight's 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 AUGUST 17, 2022.**

Chairperson Davis noted that the minutes of the August 17, 2022, meeting had been distributed to the Commissioners and asked if there were any comments or corrections.

Ms. Smith noted a typo in agenda number 8 of the public meeting minutes.

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

VOTED: To approve the minutes of the of the Commission meetings held on August 17, 2022, with the noted correction.

Voting in favor of the foregoing were: Chairperson Davis, Ms. Smith, Mr. Crisafulli, and Dr. Bready.

Voting against the foregoing were: None.

Mr. McNally abstained.

**4. REVIEW AND APPROVAL OF THE MINUTES OF THE COMMISSION MEETINGS HELD ON SEPTEMBER 21, 2022.**

Chairperson Davis noted that the minutes of the September 21, 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. Crisafulli, the following vote was adopted:

VOTED: To approve the minutes of the of the Commission meetings held on September 21, 2022.

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

Voting against the foregoing were: None.

Dr. Bready and Ms. Smith abstained.

**5. VOTE TO RELEASE THE EXECUTIVE SESSION MINUTES OF THE SEPTEMBER 21, 2022, COMMISSION MEETING RELATING TO THE VOTE REGARDING THE SALE OF DISTRICT PROPERTY.**

Chairperson Davis noted that because the District had now entered into a purchase and sale agreement for Lot 3 of former Parcel 25 with Ancora 150 Richmond Holdings, LLC, the minutes of the Executive Session regarding the vote to sell the 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. Crisafulli, the following vote was adopted:

VOTED: That the resolution regarding release of the Executive Session minutes of September 21, 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, Ms. Smith, Dr. Bready, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

**6. EXECUTIVE DIRECTOR'S REPORT ON DISTRICT ACTIVITIES.**

Ms. Skuncik provided updates on proposed development projects in the District, including announcing the selection of Ancora/GRE as the developer for the laboratory project on Lot 3 former Parcel 25. The project is comprised of 212,000 square feet of commercial laboratory and office space that will be anchored by the Rhode Island State Health Lab and Brown University. She provided an overview of the District's role in the project. Next, she stated that Bank Rhode Island announced it would be the commercial anchor in the proposed project on Parcels 8 and 8a. With regard to projects under construction, Ms. Skuncik stated Trader Joe's would be opening soon on Parcel 6 and that a ribbon-cutting would be held on Parcel 28 in the near term. Ms. Skuncik also provided a summary of the park pavilion community engagement event regarding the location of the building and stated there would be more opportunities for the community to weigh in. She also announced an outreach event for potential restaurant operators would take place on November 2. Ms. Skuncik concluded her report with an announcement that a listening session regarding parking on the west side of the District would take place on October 27 at Venture Café.

Discussion continued on the development momentum in the District.

**7. PRESENTATION REGARDING THE APPLICATIONS BY ANCORA 150 RICHMOND HOLDINGS, LLC ("ANCORA") FOR (I) CONCEPT DESIGN APPROVAL FOR THE PROPOSED COMMERCIAL DEVELOPMENT ON LOT 3 OF FORMER PARCEL 25 AND (II) FOR WAIVERS FROM THE PROVISIONS OF SECTIONS 2.3 DIMENSIONAL STANDARDS WITH RESPECT TO STREET FRONTAGE; 2.4 PARKING AND LOADING WITH RESPECT TO SURFACE PARKING, LOADING, LONG-TERM BICYCLE PARKING; 2.5 DESIGN STANDARDS WITH RESPECT TO MASSING AND FAÇADE, ARTICULATION, FENESTRATION, BUILDING ENTRY, MARQUEES, MECHANICAL EQUIPMENT OF THE DISTRICT DEVELOPMENT PLAN.**

Ms. Skuncik used a Power Point presentation to outline the new design review process. Her presentation included the concept plan review at Commission meeting one, concept plan review at Commission meeting two, and final plan review.

Discussion continued on the length of the new design review process.

She then introduced Peter Caulkins of Ancora who introduced the development team, including John MacCallum of HOK, the project architect. Mr. MacCallum used a Power Point presentation to present the following: the site context, the site plan, site access, building summary, building form, rendering of the building corner, the building elevation from Richmond Street, a section diagram, ground floor plan, lab floor plan, renderings of the entrance and Clifford Street, and the approach to sustainability.

There was no further discussion.

**8. PRESENTATION BY UTILE, INC. REGARDING THE APPLICATIONS SUBMITTED BY ANCORA FOR (I) CONCEPT DESIGN APPROVAL AND (II) FOR WAIVERS WITH RESPECT TO THE PROPOSED COMMERCIAL**

## **DEVELOPMENT ON LOT 3 OF FORMER PARCEL 25.**

Tim Love of Utile, Inc. presented an analysis of the concept design presented by Ancora for the proposed development on Lot 3 of former Parcel 25. Mr. Love used a Power Point presentation to present the following: background and context, massing and facade composition, ground floor activation challenge, façade composition and materiality, street level experience, and requested waivers.

Discussion continued on the shared entrance to the building and sustainability level.

### **9. PUBLIC COMMENT REGARDING THE APPLICATIONS BY ANCORA FOR (I) CONCEPT DESIGN APPROVAL AND (II) FOR WAIVERS WITH RESPECT TO THE PROPOSED COMMERCIAL DEVELOPMENT ON LOT 3 OF FORMER PARCEL 25.**

Chairperson Davis called upon the designated neighborhood design representatives to provide their comments first. These included representatives from the Downtown Neighborhood Association, Fox Point Neighborhood Association, Jewelry District Association, and Mile of History Association: comments included concerns about the Richmond Street activation, the upper edge of the terracotta, the outdoor location of the bicycle parking, façade material and size of the penthouse. There were comments in favor of the corner activation, ribbon windows, a single entrance for multiple tenants and the terracotta. It was also noted most comments were captured in Utile's presentation and memo, the importance of the view from across the river, and the challenge of Clifford Street to the design.

One other member of the public elected to provide comment which included concerns about the use of terracotta, the perceived datedness and unoriginality of the design, and criticism of the color of the building.

### **10. PRESENTATION REGARDING THE APPLICATION BY D+P REAL ESTATE AND TRUTH BOX INC. ("DP/TRUTHBOX") FOR CONCEPT DESIGN APPROVAL FOR THE PROPOSED MIXED-USE DEVELOPMENT ON PARCELS 8 AND 8A.**

Jordan Durham of D+P Real Estate presented the application by DP/TruthBox for concept design approval for the proposed development on Parcels 8 and 8a. He noted the announcement of Bank Rhode Island as the headquarter tenant and that they were pursuing a groundbreaking in the summer of 2023. He then introduced Leo Patterson of Perkins Eastman, the project architect. Mr. Patterson used a Power Point presentation to present the following: the site context, parcel plan and building narrative, parking design intent, access plan, tabular program, program evolution of parti volumes, concept plans of level one, ground floor, level two, level 6, level five of the office, level 6 of the office, level eleven of the residential, building section diagram concept elevation, concept renderings, sustainability diagram of strategies, and the implementation schedule.

### **11. PRESENTATION BY UTILE, INC. REGARDING THE APPLICATION OF DP/TRUTHBOX FOR CONCEPT DESIGN APPROVAL FOR THE PROPOSED**

**MIXED-USE DEVELOPMENT ON PARCELS 8 AND 8A.**

Tim Love of Utile, Inc. presented an analysis of the concept design presented by DP/TruthBox regarding the proposed development on Parcels 8 and 8a using a Power Point presentation. His presentation included the massing, ground floor activation, materiality, overall effect, and sustainability.

Discussion continued regarding Pike Street, adjacent lots, and appreciation for expedited timeline.

**12. PUBLIC COMMENT REGARDING THE APPLICATION OF DP/TRUTHBOX FOR CONCEPT DESIGN APPROVAL FOR THE PROPOSED MIXED-USE DEVELOPMENT ON PARCELS 8 AND 8A.**

Chairperson Davis called upon the designated neighborhood design representatives to provide their comments first. These included representatives from the Downtown Neighborhood Association, Fox Point Neighborhood Association, Jewelry District Association, and Mile of History Association: comments included concerns about the bank corners on South Main Street and Pike Street, the third façade material, how to address noise from the highway, the price of glass, and the scale of the project. There were also comments in favor of the selection of the proposed development, the achievement of the treatment to appear to be three buildings, and the success of the massing. A comment was also made about the need for onsite property management to manage deliveries.

There were no additional comments.

**13. PRESENTATION REGARDING THE APPLICATIONS BY PENNROSE LLC (“PENNROSE”) FOR (I) CONCEPT DESIGN APPROVAL FOR THE PROPOSED RESIDENTIAL DEVELOPMENT ON A PORTION OF PARCEL 9 AND (II) FOR A WAIVER FROM THE PROVISIONS OF SECTION 2.5.A.2.B OF THE DEVELOPMENT PLAN OF THE I-195 REDEVELOPMENT DISTRICT WITH RESPECT TO GROUND FLOOR FAÇADE TRANSPARENCY**

Rebecca Schofield of Pennrose presented the application for concept design approval for the second phase of the proposed development on Parcel 9 using a Power Point presentation. The presentation included an overview of the project and background, development timeline, renderings of the project, ground floor plan, current site plan, second and typical supper floor plan, perspective views and renderings.

There was no further discussion.

**14. PRESENTATION BY UTILE, INC. REGARDING THE APPLICATIONS BY PENNROSE FOR (I) CONCEPT DESIGN APPROVAL AND (II) A WAIVER WITH RESPECT TO THE PROPOSED RESIDENTIAL DEVELOPMENT ON A PORTION OF PARCEL 9.**

Tim Love of Utile, Inc. presented an analysis of the concept design presented by Pennrose using a Power Point presentation. The presentation included the courtyard evolution, ground floor activation and shared amenities, relationship of the massing and materiality of the two buildings, Bessie Way frontage, courtyard and City Walk frontage, sustainability, resilience, and waivers.

There was no further discussion.

**15. PUBLIC COMMENT REGARDING THE APPLICATIONS BY PENNROSE FOR (I) CONCEPT DESIGN APPROVAL AND (II) A WAIVER WITH RESPECT TO THE PROPOSED RESIDENTIAL DEVELOPMENT ON A PORTION OF PARCEL 9.**

Chairperson Davis called upon the designated neighborhood design representatives to provide their comments first. These included representatives from the Downtown Neighborhood Association, Fox Point Neighborhood Association, Jewelry District Association, and Mile of History Association: comments included concern about adding materials, highway noise, lack of enclosure in courtyard, the lack of simplification of setbacks, the gray color and in favor of the site plan, and the positive addition of the edge to the neighborhood.

There were no further comments.

**16. 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 Dr. Bready and seconded by Ms. Smith, 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 by in favor of the foregoing were: Chairperson Davis, Ms. Smith, Dr. Bready, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

Commissioners and District staff then proceeded to enter into Closed Session at 6:57 P.M.

The Public Session was reconvened at 7:08 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. Crisafulli, 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, Ms. Smith, Dr. Bready, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

**17. VOTE TO ENTER INTO PURCHASE AND SALE AGREEMENT WITH DP/TRUTHBOX FOR PARCELS 8 AND 8A.**

Chairperson Davis introduced the vote to enter into a purchase and sale agreement with DP/TruthBox.

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

VOTED: That the resolution regarding 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, Ms. Smith, Dr. Bready, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None

**18. CHAIRPERSON'S REPORT/AGENDA FOR NEXT MEETING ON WEDNESDAY, NOVEMBER 9, 2022, AT 5:00 P.M.**

Chairperson Davis stated that Ms. Smith has resigned from her role as Treasurer and thanked her for her service. He also announced the appointment of Mr. Crisafulli as Vice Chairperson and noted Mr. Crisafulli will be leading the November meeting.


There being no further discussion, upon motion made by Dr. Bready 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, Ms. Smith, Dr. Bready, Mr. Crisafulli, and Mr. McNally.

Voting against the foregoing were: None.

The meeting was adjourned at 7:11 P.M.



Marc Crisafulli, Vice Chairperson



**EXHIBIT A**

**I-195 REDEVELOPMENT DISTRICT**

**RESOLUTION REGARDING EXECUTIVE SESSION MINUTES AND VOTE**

October 19, 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 September 21, 2022, pursuant to the Act, the I-195 Redevelopment District Commission (the “Commission”) met in Executive Session to discuss the sale of lot 402, Assessor’s Plat 20 (“Lot 402”) to Ancora 150 Richmond Holdings LLC (“Ancora”); and

**WHEREAS:** At such meeting in Executive Session, the Commission voted to authorize the District to enter into a purchase agreement with Ancora pursuant to which the District would sell Lot 402 to Ancora for One Dollar (\$1.00); and

**WHEREAS:** Pursuant to the Act, the Commission voted to seal the minutes of the Executive Session of September 21, 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 entered into a purchase agreement with Ancora pursuant to which Ancora has agreed to develop an approximately 212,000 square foot laboratory and office building on Lot 402, to include approximately 80,000 to be owned and occupied by the Rhode Island State Health Lab and approximately 130,000 square feet of private laboratory and office space, and accordingly the release of that portion of the September 21, 2022 minutes and the vote taken in Executive Session relating to the sale of Lot 402 to Ancora 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 portion of the minutes of the September 21, 2022, Executive Session of the Commission and the vote taken at such meeting relating to the sale of Lot 402 to Ancora be made public.

**EXHIBIT B**

**I-195 REDEVELOPMENT DISTRICT**

**RESOLUTION REGARDING SALE OF DISTRICT PARCELS 8 and 8A**

October 19, 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 under Chapter 64.14 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and
- WHEREAS:** The Act authorizes the District, acting through its Commission (the “Commission”), to enter into agreements for the sale of properties owned by the District for any consideration and upon such terms and conditions as the Commission shall determine; and
- WHEREAS:** Pursuant to Resolution dated September 21, 2022, the Commission has selected a joint venture between D&P Real Estate and Truth Box Inc. (the “Developer”) to develop on District Parcels 8 and 8A a mixed-use project, to include approximately 95 residential units, an approximately 55,000 square foot office building, a garage containing approximately 180 parking spaces and ground floor retail and amenity space (the “Project”); and
- WHEREAS:** The Commission has entered into a non-binding Letter of Intent with the Developer dated October 19, 2022 (the “Letter of Intent”) outlining the terms and conditions under which the District would negotiate a purchase agreement with the Developer with respect to the Project; and
- WHEREAS:** The Chairperson and Executive Director have briefed the Commissioners in Executive Session this date regarding the Letter of Intent and have requested that they be authorized to negotiate and execute a purchase agreement with the Developer as provided herein.

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

**RESOLVED:**

1. That the District be, and it hereby is, authorized to enter into a Purchase and Sale Agreement with the Developer with respect to the Project (the “Purchase Agreement”) on the terms contained in the “Summary of Terms of Purchase Agreement for Parcels 8 and 8A” attached hereto as Exhibit A and otherwise consistent with the terms of the Letter of Intent.
2. That each of the Chairperson and Executive Director, acting singly, be and hereby is, authorized to execute the Purchase Agreement on behalf of the District subject to such modifications as he or she in his or her discretion deems necessary and appropriate.

**Exhibit A**

**I-195 REDEVELOPMENT DISTRICT**

**October 19, 2022**

**Summary of Terms of Purchase Agreement for Parcels 8 and 8A**

<b>1.</b>	<b><u>Purchaser:</u></b>	A to-be-formed Rhode Island limited liability company organized/controlled by Peter Gill Case and Jordan Durham.
<b>2.</b>	<b><u>Property:</u></b>	Parcels 8 and 8A (approximately 37,743 square feet)
<b>3.</b>	<b><u>Project:</u></b>	a) approximately 95 residential units; b) approximately 55,000 square foot office building; c) garage with approximately 180 parking spaces; and d) ground floor retail and amenity space.
<b>4.</b>	<b><u>Contract Purchase Price:</u></b>	\$3,000,000
<b>5.</b>	<b><u>Deposits, Third Party Expense and Application Fee:</u></b>	a) \$150,000 deposit upon execution of Purchase Agreement; b) Additional \$300,000 deposit at end of Due Diligence Period; c) \$50,000 Third Party Expense Deposit; d) Non-refundable application fee payable upon Final Design Approval based upon project cost.
<b>6.</b>	<b><u>Due Diligence Period:</u></b>	60 days from execution of the Purchase Agreement.
<b>7.</b>	<b><u>Permitting Period:</u></b>	180 days from the end of the Due Diligence Period.
<b>8.</b>	<b><u>Closing Date:</u></b>	30 days after expiration of the Permitting Period.
<b>9.</b>	<b><u>Default:</u></b>	a) If Purchaser defaults, Seller to retain deposits as liquidated damages; b) If Seller defaults, Purchaser will have all remedies available, including suit for damages and specific performance.
<b>10.</b>	<b><u>Broker:</u></b>	None

11.	<b><u>Project Milestones:</u></b>	<p>Purchaser shall meet the following milestones:</p> <ul style="list-style-type: none"> <li>i) Commence construction by October 1, 2023;</li> <li>ii) Commence vertical construction within 5 months of construction commencement; and</li> <li>iii) Complete construction of each phase within 30 months of closing.</li> </ul> <p>Financial penalties shall be secured by a \$500,000 joint and several guaranty of the principals, Messrs. Case and Durham.</p>
12.	<b><u>Purchaser Conditions</u></b>	<p>Seller to have satisfied its obligations under the Agreement.</p>
12.	<b><u>Seller Conditions:</u></b>	<p>Purchaser intends to create a two-unit land condominium immediately after acquiring the Property, to sell one of the units to Bank Rhode Island ("BRI") and to develop for BRI an approximately 55,000 square foot office building on that land.</p> <p>Seller's obligation to close the sale will be subject to satisfaction of each of the following conditions:</p> <ul style="list-style-type: none"> <li>a) (i) Purchaser has entered into a binding agreement/s with Bank Rhode Island ("BRI"), reasonably acceptable to Seller, to sell on condominium unit to BRI and to develop for BRI thereon an approximately 55,000 square foot office building and has provided a copy(s) of such agreement(s) to Seller and (ii) Purchaser has received a binding commitment from a financial institution reasonably acceptable to Seller to provide debt financing for the project and has provided a copy of such commitment to Seller;</li> <li>c) Purchaser has demonstrated to Seller's reasonable satisfaction that it has access to sufficient equity to satisfy the requirements of the debt financing commitment;</li> <li>d) Purchaser has executed a construction contract with an order to proceed promptly upon closing of purchase and has provided a copy to Seller; and</li> <li>e) Purchaser has met the conditions of the "Resolution Regarding District Parcels 8 and 8A" adopted at the September 21, 2022, meeting of the Commission.</li> </ul> <p>If BRI agreements are terminated for any reason, then Purchaser may satisfy condition a) above by:</p> <ul style="list-style-type: none"> <li>1) Entering into a binding lease agreement with a commercial tenant reasonably acceptable to Seller for the approximately 55,000 square foot office building and providing a copy of such agreement(s) to Seller; and</li> <li>2) Closing its debt financing for the Project not later than the date of the Closing.</li> </ul>