

# City of Providence

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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## CHAPTER 2008-50

No. 486 AN ORDINANCE TO ESTABLISH AND GRANT A TAX STABILIZATION PLAN FOR JACOB LICHT INC. ON BEHALF OF TAX ASSESSOR'S LOT 16 OF PLAT 27, BEING DESIGNATED THE JACOB LICHT ALCO PROJECT

*Approved* December 23, 2008

*Be it ordained by the City of Providence:*

WHEREAS, the City Council of the City of Providence, pursuant to the General Laws of the State of Rhode Island, as amended from time to time, and Sections 21-160 through 21-172 of the Code of Ordinances of the City of Providence, has the authority to exempt real and personal property used for manufacturing commercial, and/or residential purposes from the payment of property taxes, or to stabilize said taxes, if the granting of the exemption or stabilization plan inures to the benefit of the City of Providence by reason of physical improvements within the City of Providence which will result in long-term economic benefit, and/or by reason of the willingness of a commercial enterprise to construct new buildings or to replace, reconstruct, renovate, convert, expand, retain or remodel existing buildings; and

WHEREAS, Jacob Licht, Inc. (the "Project Owner") has made application for tax stabilization under applicable Rhode Island General Laws and ordinances of the City of Providence, as set forth in Exhibit A attached hereto and incorporated by reference, and has satisfied each condition of same; and

WHEREAS, there is underdeveloped land and improvements in need of additional improvements and renovation located within a portion of the area bounded by

Harris Avenue, Sims Avenue, Kinsley Avenue, and DePasquale Avenue, more specifically described as Tax Assessor's Plat 27 Lot 16 (the "Project Site"); and

WHEREAS, Jacob Licht, Inc., (the "Project Owner") has evidenced a willingness to improve the Project site and to renovate the existing improvements on the Project Site, as hereinafter defined, to create commercial and/or light industrial property and to create residential property consisting of 98 rental units, a portion of which are to be rented as affordable housing (the "Jacob Licht ALCO Project"), together with green space and other amenities for the enjoyment of the general public during the term of tax stabilization; and

WHEREAS, it is in the public interest to provide and attract new residential and retail/commercial/light manufacturing/office uses as envisioned for the Jacob Licht ALCO Project; and

WHEREAS, the Jacob Licht ALCO Project shall involve the substantial rehabilitation of existing buildings, as certified by the building inspector of the City of Providence, and for commercial and residential space, with related parking uses; and

WHEREAS, the proposed renovation and other improvements of the Jacob Licht ALCO Project will assist the City of Providence in improving the tax base of the City of Providence and will provide employment opportunities therein and will contribute to the economic well-being of the City of Providence by renovating existing structures and making other improvements to real property, thereby increasing the tax base of the City of Providence, expenditures by guests and residents of the City of Providence and employment opportunities in the City of Providence and providing additional residential housing stock, including units to be available to persons of moderate income.

WHEREAS, the City Council of the City of Providence has determined it is in the interest of the residents of the City of Providence to grant such tax stabilization to the Project Owner so as to induce the development of the Jacob Licht ALCO Project, and such tax stabilization will inure to the long-term benefit of the City of Providence.

***NOW THEREFORE, It is ordained by the City Council of the City of Providence as follows:***

Section 1. That the findings set forth in the preceding recitals are hereby made and confirmed in their entirety. The City Council further finds that granting the

Providence by reason of the willingness of the Project Owner to construct new or to replace, reconstruct, convert, expand, retain, or remodel existing buildings and facilities with modern buildings and facilities resulting in an increase in residential building investment by the Project Owner in the City of Providence.

Section 2. Definitions. The following terms shall have the meanings set forth herein:

(a) "Commencement Date" with respect to any Designated Portion, means the date the Project Owner delivers to the Tax Assessor a written notice that the residential units comprising such designated portion have received a Certificate of Occupancy and have been rented or are available to be rented for residential purposes; provided that such notice is delivered within 3 years of the Designation Date.

(b) "Designated Portion" means any portion of the Project Site identified in a Designation including the Real Property Improvements thereon. Only those portions of the Project Site and Real Property Improvements to be used as not more than 7898 residential rental housing units in the aggregate may be within a Designated Portion. A Designated Portion does not include any Personal Property.

(c) "Designated Rent" means (i) with respect to any period during which a unit is rented, the scheduled gross rent under the residential rental agreement, and (ii) with respect to any period during which the unit is offered for rent but not rented, the scheduled gross rent at which the unit is offered.

(d) "Designation" means a written designation by the city assessor that a portion of the Project site have the benefit of this Ordinance, upon such conditions and with such limitations as may be specified therein.

(e) "Designation Date" of a Designated Portion means the date the Designation of such Designated Portion is delivered by the city assessor.

(f) "Personal Property" means any and all tangible personal property, including, but not limited to, all fixtures, equipment, furnishings and other personal property.

(g) "Project Owner" means Jacob Licht, Inc., being a Rhode Island business corporation, or any successor and/or assign permitted hereunder.

(h) "Project Site" means the land, as well as improvements thereon, designated as Lot 16 of Assessor's Plat 27 being a portion of the area bounded by Valley Street, Hemlock Street, Promenade Street, Acorn Street, the Woonasquatucket River, and Eagle Street, Providence, Rhode Island.

(i) "Project Taxable Properties" means, collectively, the land and other Real Property Improvements within a Designated Portion that are used for a Residential Qualifying Use.

(j) "Real Property Improvements" means all improvements to real property, including structures, buildings, grading, retaining walls and other improvements, and renovations thereto.

(k) "Residential Qualifying Use" of a unit means the unit is rented by the Project Owner to an individual or family for residential purposes or offered by the Project Owner for rental for such purpose.

(l) "Stabilized Tax Payment(s)" means with respect to any Project Taxable Properties in any Designated Portion, 8% of Designated Rent for the year ending on the assessment date.

(m) "Termination Date" with respect to any Designated Portion means June 30, 2022.

(n) "Workforce Housing" means housing rented to individuals or families having income not greater than 100% of the area median income (determined as provided in Section 142(d)(2)(B)(i) of the Internal Revenue Code).

Section 3. Tax Stabilization. (a) The city assessor may in accordance with the procedures of this section, during the period commencing on the date this Ordinance is enacted and ending on June 30, ~~2012~~2015, identify Designated Portions of the Project Site to have the benefits of this Ordinance. The City of Providence grants with respect to any Designated Portion the stabilized assessment as provided herein for the period from the Commencement Date to the Termination Date. Any Designated Portion as to which no Commencement Date has been notified shall not have the benefit of this Ordinance.

(b) Before the city assessor may designate any portion of the Project Site to have the benefits of this Ordinance, the Project Owner must make a written request for designation by the city assessor. The written request must be submitted prior to the

issuance of a certificate of occupancy for the new or renovated property as to which the request relates. Page 5

(c) Within thirty (30) days following the receipt of the written request, the city assessor shall review it and, if it conforms with this Ordinance, then the city assessor shall designate the portion of the Project Site.

Section 4. Term. The term of the tax stabilization hereby granted shall be for a period commencing on the Commencement Date and terminating on the Termination Date, unless earlier terminated as provided herein.

Section 5. Stabilized Tax Payments. (a) The Project Owner shall receive the benefits of this Ordinance during the term granted by this Ordinance only if the requirements of subsection (b) are satisfied and only under the conditions and to the extent otherwise provided herein. The Project Owner agrees that the Project Site will be subject to taxation, without regard to any tax stabilization, as of the Termination Date and thereafter. If less than all of the units in a Designated Portion are used for a Residential Qualifying Use, or if for any unit in a Designated Portion such use covers less than the full year ending on the assessment date, the tax payable in respect of the unit or units not used for a Residential Qualifying Use shall be a pro-rated portion of the tax that would be due without the benefit of this Ordinance; such tax shall be in addition to the Stabilized Tax Payments in respect of units used for a Residential Qualifying Use.

(b) The requirements of this subsection will be satisfied if not less than one-fifth of the units used for a Residential Qualifying Use during the calendar year ending on the assessment date are reserved for Workforce Housing. For calendar years ending on assessment dates between December 31, 2011 and December 31, 2021, inclusive, the requirements of this subsection will be satisfied only if at least 20 units are reserved for Workforce Housing. A unit may continue to be treated as Workforce Housing under a rule similar to Section 142(d)(3) of the Internal Revenue Code.

Section 6. Payment of Taxes. The following shall pertain to the payment of taxes set forth herein:

(a) With respect to each calendar year, on or before March 15 of the following calendar year, the Project Owner shall certify under penalties of perjury to the city assessor and director of planning and development a schedule of all residential rental

units within a Designated Portion and the amount of Designed Rent in respect of each, or if a unit was not used for a Residential Qualifying Use, the schedule shall indicate the full and fair cash value thereof as defined for purposes of Chapter 5 of Title 44 of the Rhode Island General Laws of 1956, as amended. The Project Owner shall also indicate, with respect to each unit used for a Residential Qualifying Use, whether such unit was reserved for use as Workforce Housing during the year. The city assessor may confer with the director of planning and development in the director's determination whether the requirements of Section 5(b) are satisfied.

(b) The Project Owner shall make Stabilized Tax Payment(s) to the City of Providence as prescribed herein in lieu of all other real property taxes which would now or hereafter otherwise be levied upon the Project Taxable Properties within a Designated Portion and the City of Providence agrees to accept the Stabilized Tax Payments in lieu of all such other real property taxes with respect to the Project Taxable Properties on the Designated Portion, see Exhibit B attached hereto and incorporated by reference.

Nothing herein shall relieve the Project Owner from the obligation to pay taxes levied on other property owned by the Project Owner, including real property that is not within a Designated Portion and personal property.

(c) Stabilized Tax Payment(s) due to the City of Providence, pursuant to the terms of this Ordinance, may be made in either a lump sum during the first quarter of the applicable tax year or in equal quarterly installments. If quarterly payments are to be made, they shall be due on the same dates that quarterly taxes are due for all other taxpayers in the City of Providence for property taxes and similarly subject to interest and late fee penalties if not timely made.

(d) It is understood by the parties that the Stabilized Tax Payment(s) made hereunder are tax payments; and, the Project Owner shall be entitled to all the rights, privileges, and obligations of a taxpayer in the City of Providence.

(e) The liability for the Stabilized Tax Payment(s) due and owing under this Ordinance shall constitute an obligation of the Project Owner, and the City of Providence shall have a lien on the project Taxable Properties, which lien shall be of the same priority and entitle the City of Providence to the same foreclosure remedy as the lien and

foreclosure remedy provided under applicable laws and ordinances with respect to real Page 7  
and personal property taxes, not subject to a tax treaty or this Ordinance.

(f) Notwithstanding subsection (a) and Section 7, the Project Site, including any Designated Portions, shall be assessed for and shall pay that portion of the tax, if any, assessed by the City of Providence for the purpose of paying the indebtedness of the City of Providence and the indebtedness of the State of Rhode Island to the extent assessed upon or apportioned to the City of Providence, and the interest on the indebtedness, and for appropriation to any sinking fund of the City of Providence, which portion of the tax shall be paid in full.

Section 7. Satisfaction of Obligations. The City of Providence agrees that so long as the Stabilized Tax Payment(s) are made by the Project Owner in accordance with the terms of this Ordinance; the City of Providence shall, during the term of this Ordinance, accept said payments in full satisfaction of the obligations of the Project Owner as to the payment of any and all taxes and property assessments to the City of Providence which would otherwise be levied upon or with respect to the Project Taxable Properties, including future customary repairs and customary renovations of the Real Property Improvements which may hereafter be placed or erected thereon or located thereat or used therein, but excluding material renovations or improvements beyond that completed as of the Commencement Date.

Section 8. Minority and Local Contractors/Vendors. It shall be the goal of the Project Owner and the Project Owner shall use its best efforts to hire contractors and subcontractors and to purchase construction materials from entities which/who are situated in and/or are residents of the City of Providence. Further, the Project Owner shall use its best efforts to award 25% of the total dollar value of construction to Minority Business Enterprises (“MBEs”) and Women Business Enterprises (“WBEs”), as defined and pursuant to Section 21-52 of the Code of City Ordinances, City of Providence, as certified by a state agency or the director of the department of planning and development. The total fee and non-biddable “General Conditions” of the prime contractor will be deducted from this calculation. The Project Owner will use its best efforts to work with the prime contractor to reduce the size of bid packages where possible so as to maximize accessibility of contract work to small contractors from the community.

It is the intent of the parties that the participation of each element of minority and women business enterprise not fall below twelve and a half (12.5%) percent.

Section 9. First Source and Employment. The Project Owner shall in all respects comply with the First Source Ordinance, so-called, and shall enter a contract with the City of Providence which contract shall set forth the obligations of the Project Owner. Further, the Project Owner will include in all subcontracts an affirmative action and community hiring program in which the contractor commits to notify the Project Owner of any job openings at the Project Site and to a willingness to interview candidates identified through said program. The Project Owner has set a target minimum of ten (10%) percent of total hires as community hires over the course of the Project construction period. In addition, the Project Owner agrees to provide training and/or apprenticeships for City of Providence residents hired on the Project. Such training and/or apprenticeship program shall be submitted in writing to the director of the department of planning and development for his or her written approval, as a condition precedent to any tax stabilization as envisioned under this Ordinance, which may include an apprenticeship created under Section 28-45-1, et seq., of the General Laws of Rhode Island, as amended.

Section 10. Purpose. The City of Providence has entered into this tax stabilization plan to renovate buildings and to provide residential units, including for persons of moderate income. It is understood that this ~~ordinance~~Ordinance does not extend to any building or buildings used as a “dormitory” or “apartment dormitory”. The use of any building or portion of a building for “dormitory” or “apartment dormitory” purposes renders the treaty null and void with respect to such portion. If any Project Taxable Properties are used other than for residential use, this Ordinance shall cease to apply to such Project Taxable Properties. No Project Taxable Properties shall be used as a hotel. This Ordinance shall not apply to any hotel in the Jacob Licht ALCO Project.

Section 11. No Transfer to Tax-Exempt Entity. The Project Owner agrees not to transfer the Project Site, or any portion thereof, to any tax-exempt entity or to allow any transfer by any subsequent transferee to any tax-exempt entity during the term of this Ordinance to stabilize taxes. The Project Owner is also required as a condition precedent to this tax treaty to record notice in the Land Evidence Records of the City of Providence

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of the requirement that the subject property covered by this Ordinance be transferred only to a tax-paying entity as long as this Ordinance is in effect. In the event that the subject property covered by this Ordinance is transferred to a tax-exempt entity, despite the prohibition against such transfer, then the Project Owner making or permitting such transfer (whether or not such person remains a Project Owner) shall be responsible to make payments in lieu of taxes to the City of Providence equal to the amount of taxes which would have been paid to the City of Providence if such prohibition against transfer to a tax-exempt entity had not been violated.

Section 12. Stabilization Does Not Apply to Condominium Units Sold. In the event that the Project Owner shall divide any Designated Portion or any portion thereof into residential or commercial condominiums, the condominium units, once sold by the Project Owner, shall no longer have the benefit of the this Ordinance and shall be subject to taxation without regard to any tax stabilization. The Project Owner shall send written notice of any such sale or sales to the city assessor by certified mail, postage prepaid, identifying the unit sold, the date thereof, the sale price, and the buyer's name and current address.

Section 13. Land Development Approval. The Project Owner shall be required to conform to all approvals, and any conditions attached thereto, granted July 2008 by the City Plan Commission through the Land Development Project process as amended from time to time.

Section 14. Back Taxes. This treaty is conditioned upon the Project Owner at all times owing no back taxes to the City of Providence and remaining current on all payments due under this tax stabilization plan. Failure to make timely payments renders this treaty null and void, *ab initio*

Section 15. Effect of Certain Breaches. The tax stabilization plan being rendered null and void for any reason would require the Project Owner to pay all taxes and fees as would have been due and owing as if no plan had been entered, *ab initio*.

Section 16. Assignment. Notwithstanding any thing to the contrary contained herein, this tax treaty is not assignable by the Project Owner without the express written consent of the director of the department of planning and development, which consent will not be unreasonably withheld. By making a permitted transfer, the

permitted transferee shall be deemed a successor Project Owner and shall have all the rights and obligations of the Project Owner hereunder, so far as apt, and the transferring Project Owner, if it transfers all rights under this treaty, shall cease to be a Project Owner hereunder after the date of the permitted transfer.

Section 17. Reporting and Monitoring. The Project Owner shall, not less than sixty (60) days after the end of each fiscal year of the Project Owner, submit to the director of the department of planning and development, a report that will provide evidence of compliance with Sections 8, 9, and 10 hereof on forms provided by the director for said purpose. The director may require additional information to demonstrate compliance.

Section 18. Notices. All notices, certificates, requests, demands, consents, approvals, and other communications which may or are required to be served or given hereunder (for the purposes of this section, collectively called "Notices") shall be in writing and shall be sent by registered or certified mail, postage pre-paid, return receipt requested and received overnight delivery by a recognized public or private carrier, or by facsimile, in either case as evidenced by a receipt or other evidence of delivery showing the date, time and, for facsimile, telephone number or receipt and addressed to the party to receive such Notice as identified below:

If to: City of Providence  
City Hall  
25 Dorrance Street  
Providence, RI 02903  
Attn: Mayor, City of Providence

Copies to: City Solicitor  
City of Providence  
275 Westminster Street, 2<sup>nd</sup> Fl.  
Providence, RI 20903

Director, Department of Planning and Development  
400 Westminister Street  
Providence, RI 02903

If to the Project Owner:

Section 19. Penalties and Petition for Relief. In the event that the Project Owner does not comply in all material respects with any and/or all of the material provisions of this ~~ordinance~~Ordinance, the director of the department of planning and development or the City Council of the City of Providence by resolution, may provide written notice, mailed, postage-prepaid, to the Project Owner at its/his/her last known

address, setting forth the nature of the non-compliance and the date upon which the tax stabilization Ordinance shall be rendered null and void because of the non-compliance, unless said non-compliance is cured prior to said date (“Early Termination Date”). The full tax which would otherwise have been due and payable, if this Ordinance had not been adopted, plus interest and penalties as provided by law (“Full Tax”), will become immediately due and payable on the Early Termination Date, with the calculation thereof being contained in the notice. However, the Early Termination Date shall be at least one hundred and twenty (120) days from the mailing of written notice. The Project Owner may petition the City Council for a hearing with respect to the issue of non-compliance. The hearing shall be held within sixty (60) days of the receipt of the petition by the City Clerk of the City of Providence. At the hearing the Project Owner shall have an opportunity to present evidence of compliance and/or request relief. In the event that the City Council does not act after a hearing of the Project Owner prior to the Early Termination Date, the determination of the director of the department of planning and development shall be conclusive and the Project Owner shall immediately make payment of the Full Tax to the City of Providence. The specification of remedies herein shall not bar the City of Providence from pursuing and obtaining any equitable relief to enforce the undertakings the Project Owner accepts by requesting or accepting the benefits of this Ordinance or legal relief for the violation thereof.

Section 2019. Applicable Law. This Ordinance shall be construed under the laws of the State of Rhode Island.

Section 210. Effective Date. This Ordinance shall take effect ~~seven days~~ afterupon its passage.

EXHIBIT A

APPLICATION

EXHIBIT B

Stabilization For: JACOB LICHT ALCO PROJECT  
Date of Application: December 8, 2008  
City Ordinance: Code of Ordinances 21- 160 through 21-172  
Parcel: Plat 27 Lot 16

STABILIZATION TERMS:

Stabilization is Limited to 98 Residential Units  
Project Taxable Properties and Tax thereon is adjusted annually to reflect buildout of Residential Unit  
at Time of Certificate of Occupancy  
Commercial/Office/Retail and Personal Property is Outside the Stabilization and is Fully Taxable

CHART:

Residential Components will be taxed at 8% of Designated Rent  
DR = Designated Rent

| Stabilized Tax<br>Year # | DESIGNATED RENT | Stabilization<br>Tax Payment<br>of 8% |
|--------------------------|-----------------|---------------------------------------|
| 1                        | DR              | 8% OF DR                              |
| 2                        | DR              | 8% OF DR                              |
| 3                        | DR              | 8% OF DR                              |
| 4                        | DR              | 8% OF DR                              |
| 5                        | DR              | 8% OF DR                              |
| 6                        | DR              | 8% OF DR                              |
| 7                        | DR              | 8% OF DR                              |
| 8                        | DR              | 8% OF DR                              |
| 9                        | DR              | 8% OF DR                              |
| 10                       | DR              | 8% OF DR                              |
| 11                       | DR              | 8% OF DR                              |
| 12                       | DR              | 8% OF DR                              |
| 13                       | DR              | 8% OF DR                              |
| 14                       | DR              | 8% OF DR                              |
| 15                       | DR              | 8% OF DR                              |
| 16                       | DR              | 8% OF DR                              |
| 17                       | DR              | 8% OF DR                              |
| 18                       | DR              | 8% OF DR                              |
| 19                       | DR              | 8% OF DR                              |
| 20                       | DR              | 8% OF DR                              |

This stabilization shall expire no later than twenty years after the effective date of this Ordinance.

**IN CITY COUNCIL**  
DEC 15 2008  
FIRST READING  
READ AND PASSED

**IN CITY COUNCIL**  
DEC 18 2008  
FINAL READING  
READ AND PASSED

*[Signature]* CLERK

*[Signature]* PRESIDENT  
*[Signature]* CLERK  
**ACTING**

**APPROVED**  
*[Signature]*  
**MAYOR**

12-23-08

INSTRUCTION FOR FILING  
APPLICATION FOR TAX STABILIZATION  
FOR COMMERCIAL/INDUSTRIAL & RESIDENTIAL PROPERTIES

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PURPOSE: THE PURPOSE OF THE ORDINANCE IS TO GRANT A PROPERTY TAX EXEMPTION FOR PROPERTY USED FOR INDUSTRIAL PURPOSES IF THE GRANTING OF AN EXEMPTION WILL:

- \* cause a commercial/industrial & residential concern to locate in the city;
- \* cause a commercial/industrial & residential concern to replace, reconstruct, expand or remodel existing buildings and facilities and thereby increase the tax base in the city.
- \* cause a commercial/industrial & residential concern to construct new buildings or facilities and thereby increase employment opportunities

ELIGIBILITY: PROVISIONS OF THIS ORDINANCE SHALL APPLY TO COMMERCIAL / INDUSTRIAL & RESIDENTIAL PROPERTY DEFINED TO MEAN BUILDINGS, STRUCTURES AND OTHER IMPROVEMENTS THERETO, THE PRIMARY PURPOSE AND USE OF WHICH IS THE MANUFACTURE OF GOODS AND MATERIALS, OFFICE USE, RETAIL USE, OR HOUSING.

Commercial/ Industrial property shall include facilities related to a manufacturing operation including but not limited to office, engine, research and development, warehousing or parts distribution facilities, but shall not include land.

PROCEDURE:

1. No person shall be entitled to any exemption without first filing an application with the Office of City Assessor.
2. No application shall be considered unless application is filed prior to the issuance of building permit with respect to the property,
3. No application shall be considered unless estimated cost of new construction exceeds 20 % of the assessed value of the commercial/ industrial property or \$100,000 whichever is less.
4. The Building Inspector shall review the application to determine any violations of the provisions of the building code with respect to the property of the applicant and any other property in the city owned by the applicant.

If violation(s) so exist, the Building Inspector shall forward a statement stating the nature and extent of such violations. No exemptions shall be granted until such violations have been cured.

TAX ASSESSOR'S OFFICE  
PROVIDENCE, RI

2009 DEC - 8 P 1: 24

CITY OF PROVIDENCE, RHODE ISLAND  
APPLICATION REQUESTING  
TAX STABILIZATION FOR COMMERCIAL / INDUSTRIAL & RESIDENTIAL  
PROPERTIES  
ACCORDING TO  
CHAPTER 21 OF THE CODE ORDINANCES AS AMENDED

PAY OF NON-REFUNDABLE APPLICATION FEE  
MUST ACCOMPANY APPLICATION ACCORDING TO  
THE FOLLOWING SCHEDULE:

\$150.00 FOR PERMIT UP TO - \$250,000 (COM/IND)  
\$225.00 FOR PERMIT FROM \$251 - \$750,000  
\$300.00 FOR PERMIT OVER - \$751,000  
\$200.00 FOR COMPUTER/TELEPHONE  
.001% OF EST. CONSTRUCTION COSTS (RESIDENTIAL.)

DATE 11/25/2008

1. NAME & ADDRESS OF APPLICANT  
(IF CORPORATION/PARTNERSHIP,  
GIVE NAME & TITLE OF CEO FILING  
APPLICATION).

ALCO 85 LLC

and affiliated entities

2. IF APPLICANT IS LESSEE, GIVE  
NAME AND ADDRESS OF OWNER  
AND SPECIFIC TERMS OF LEASE

n/a

3. LOCATION OF PROPERTY

555 Valley St, 411 Valley St, 340 Kinsley

4. ASSESSOR'S PLAT AND LOT

Plat 27: Lots 5, 11, 276, 279, 280, 281

5. DATE & PURCHASE PRICE OF  
EXISTING PROPERTY

Parcels purchased at various dates  
between 2006 and 2007 (ante-pate)

6. COST & PROJECTED DATE OF  
ADDITIONAL PROPERTY TO BE  
PURCHASED FOR THIS  
EXPANSION PROJECT

Total acquisition cost (anticipated)  
of approx. \$16.4mm

7. ESTIMATED COST OF EXPANSION/ RENOVATION. (ATTACH EVIDENCE SUPPORTING SUCH FIGURE: COP OF BIDS, CONSTRUCTION CONTRACT, ARCHITECT'S CERTIFICATION). GIVE DETAILS AS TO SCOPE OF PROJECT TO BE UNDERTAKEN—# OF STORIES TYPE OF CONSTRUCTION, TOTAL SQ. FT. ETC.)

Total estimated construction cost  
of \$176,000  
[see attachment 1.D]

8. DESCRIBE EXISTING FACILITY:

# OF STORIES 2-5  
 # OF SQ. FT./ FLOOR total anticipated 71,448/5F  
 AGE OF BUILDING(S) varies: 1960's - new construction  
 TYPE OF CONSTRUCTION historic (masonry) and new (TBD)  
 INTERIOR CONDITION varies  
 EXTERIOR CONDITION varies

9. APPLICATION IS MADE UNDER THE PROVISION OF THE ORDINANCE FOR THE FOLLOWING REASON(S) (CHECK ONE OR MORE)

a. locate in City of Providence  
 b. replace section of premises  
 c. expand building  
 d. remodel facility  
 e. construct new building (s)  
 f. computer/telephone  
 g. other

10. WILL PROPOSED CONSTRUCTION/ ALTERATION INCREASE THE EMPLOYMENT AT YOUR COMPANY

YES  NO

IF YES, GIVE ESTIMATE AS TO NEW POSITIONS TO BE CREATED AND JUSTIFICATION FOR SAME

11. WILL THE PROPOSED ALTERATION/ CONSTRUCTION CAUSE ANY OTHER FACILITY TO CLOSE?

YES  NO

12. WILL CONSTRUCTION/ALTERATION REQUIRE PURCHASE OF ADDITIONAL FURNITURE/FIXTURES/EQUIPMENT? IF YES, GIVE DETAILS AS TO NUMBER AND TYPE TO BE PURCHASED

YES  NO

Commercial FF&E for approx 300,000 SF  
Residential common space for 4 separate buildings  
Total anticipated expenditure not known

13. CONSTRUCTION SHALL BEGIN 2/20/10  
ANTICIPATED THAT CONSTRUCTION SHALL BE COMPLETED 2/1/12

14. ARE ALTERATIONS/CONSTRUCTION PLANS PERMITTED UNDER THE PRESENT ZONING; YES X NO \_\_\_\_\_

IF NO, PLEASE ADVISE AS TO WHETHER APPLICATION HAS BEEN OR WILL BE FILED WITH ZONING BOARD OF REVIEW. n/a

HAS HEARING BEEN SCHEDULED? n/a

IT IS THE UNDERSTANDING OF THE APPLICANT(S) THAT THE EXEMPTION, IF APPROVED, IS APPLICABLE ONLY TO COMMERCIAL/ INDUSTRIAL CONCERNS WHO WISH TO LOCATE IN THE CITY, OR WHO WISH TO REPLACE, RECONSTRUCT, EXPAND OR REMODEL CURRENT FACILITIES; THAT MEET THE APPROVAL OF THE BUILDING INSPECTOR; THAT ALL CURRENT AND PAST TAXES DUE BY THE APPLICANT(S) MUST BE PAID IN FULL; THAT THE EXEMPTION WOULD BE ATTRIBUTABLE ONLY TO THAT PORTION OF THE ASSESSMENT ATTRIBUTABLE TO THIS CONSTRUCTION/ RENOVATION; THAT THE EXEMPTION MAY BE REVOKED IN THE EVENT OF FRAUD OR MISREPRESENTATION BY THE APPLICANT(S).

Jamuel Braiden  
WITNESS

12.8.08  
DATE

[Signature]  
SIGNATURE OF APPLICANT  
on behalf of ALCO 335 LLC and related entities  
166 Valley St. Providence, RI 02909  
ADDRESS

12/8/08  
DATE

RECEIVED BY CITY ASSESSOR  
PROVIDENCE RHODE ISLAND

J. Glat 12/8/08 DATE

APPLICATION FEE FORWARDED TO COLLECTOR

\$ 300

AMOUNT

REVIEWED BY ASSESSOR WITH THE FOLLOWING RECOMMENDATIONS

Recommending  
All requirements be current

SIGNATURE/DATE/ASSESSOR

*[Signature]* 12/12/08

RECEIVED BY CITY COLLECTOR

12/8/08

APPLICANT OWES FOLLOWING TAXES

Plat 27 Lot 275

2008

YEAR

235,071.47

AMOUNT

past due

Plat 27, Lots 5, 16, 276, 280  
281

current as of December 10, 2008

(see attached Municipal Lien Certificates)

TAXES ARE PAID IN FULL

ARRANGEMENTS HAVE BEEN MADE

YES

NO

SIGNATURE/DATE/COLLECTOR

*[Signature]*

RECEIVED BY BUILDING INSPECTOR DATE

*[Signature]* 12/12/08

\* PLANS AS REVIEWED MEET ALL CURRENT CODES/STATUTES OF CITY

YES

NO

NO VIOLATIONS EXIST ON THIS OR OTHER PROPERTIES OWNED BY APPLICANT

YES

NO

\* VIOLATIONS EXIST AS FOLLOWS

On AP 27/Lot 16 -> Change of use without obtaining a permit.

VIOLATIONS HAVE BEEN DISCUSSED WITH APPLICANT(S) ARRANGEMENTS HAVE BEEN MADE TO CORRECT SAME

In progress YES

NO

SIGNATURE/DATE/BUILDING INSPECTOR

REVIEW BY THE ASSESSOR

OF THE

APPLICATION FOR TAX STABILIZATION

FOR COMMERCIAL/INDUSTRIAL & RESIDENTIAL PROPERTY

\* Plans have not been received and/or reviewed for all the lots referred to above. Permits have been issued for projects which plans have been reviewed and are in compliance with building codes and zoning ordinance.

ATTACHMENT 1.0

ALCO: CONCEPTUAL DEVELOPMENT PROGRAM

| Phase | Phase Name                             | Owner | New or Rehab | Start Const. | End Const. | Program   | Res. Units      | SF (gross)  | Total Dev Cost (approx) | Hard Costs (approx)                             |
|-------|--|-------|--------------|--------------|------------|---|-----------------|---|-------------------------|---|
| 1     | Phase I                                | ALCO  | Rehab        | Jun-06       | Jun-09     | Office<br>Retail  |                 | 160,180<br>25,950<br>186,130                          |                         | 33,196,000<br>5,404,000<br>38,600,000           |
| 2     | Phase II                               | Licht | Rehab        | May-09       | Oct-10     | Office<br>Residential Rental-Workforce<br>Residential Rental-Market   | 25<br>98<br>123 | 54,512<br>25,214<br>100,857<br>180,583                |                         | 9,150,000<br>21,350,000<br>30,500,000           |
| 3     | Phase III/MBS                          | Licht | New          | Oct-09       | Nov-11     | Residential Rental-Market<br>Res.-Rental-Affordable   | 47<br>85<br>132 | 45,686<br>110,606<br>156,292                          |                         | 17,700,000<br>17,700,000                        |
| 4     | Nicholson File                         | Licht | Rehab        | Jun-10       | Oct-11     | Commercial (Office, Light Industrial)<br>Retail<br>Residential Rental-Market<br>Residential Rental-Workforce  |                 | 81,000<br>142<br>78,400<br>19,600<br>179,142          |                         | 12,735,000<br>0<br>15,565,000<br>28,300,000     |
| 5     | Riverfront                             | Licht | New/Rehab    | Jun-10       | Jul-11     | Office (#25)<br>Office - New<br>Retail (#25)<br>Residential For Sale-Workforce<br>Residential For Sale-Market |                 | 8,352<br>15,000<br>4,188<br>6,960<br>27,840<br>62,340 |                         | 4,000,000<br>900,000<br>5,700,000<br>10,600,000 |
| 6     | Phase 6 not included, as no TSA sought |       |              |              |            |   |                 |   |                         |   |
|       |  |       |              |              |            |   | TOTAL           | 764,487   | 212,200,000             | 125,700,000                                     |

**ALCO TIF LLC**

| DATE       | INVOICE NO | DESCRIPTION             | INVOICE AMOUNT | DEDUCTION | BALANCE |     |        |
|------------|------------|-------------------------|----------------|-----------|---------|-----|--------|
|            | 112108     | 71007-TAX STABILIZATION | 300.00         | .00       | 300.00  |     |        |
| CHECK DATE | 11-21-08   | CHECK NUMBER            | 10013          | TOTAL >   | 300.00  | .00 | 300.00 |

PLEASE DETACH AND RETAIN FOR YOUR RECORDS

FOR SECURITY PURPOSES, THE BORDER OF THIS DOCUMENT CONTAINS MICROPRINTING

**ALCO TIF LLC**  
 1040 Hull Street  
 Suite 200  
 Baltimore, MD 21230

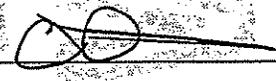
BB&T  
 2 North Charles Street  
 Suite 100  
 Baltimore, MD 21201

65-330/550  
 24103

DATE: November 21, 2008  
 CHECK NO: 10013  
 AMOUNT: \$\*\*\*\*\*300.00

Pay: \*\*\*\*\*Three hundred dollars and no cents

PAY TO THE ORDER OF  
 CITY OF PROVIDENCE  
 TAX COLLECTOR



⑈000010013⑈ ⑆055003308⑆5155653479⑈

MUNICIPAL LIEN CERTIFICATE

CITY OF PROVIDENCE - OFFICE OF THE COLLECTOR  
 CITY HALL PROVIDENCE, R.I. 02903 (401) 331-5252

| DATE              | PLAT | LOT  | UNIT | LOCATION    | CERT # | PAGE |
|-------------------|------|------|------|-------------|--------|------|
| December 10, 2008 | 027  | 0281 | 0000 | 20 Eagle St | 65,923 | 1    |

|                |   |   |
|----------------|---|---|
| ASSESSED OWNER | GNL Realty Valley LLC<br>Bette Licht Krom | Barbara S Rubin<br>RAL Realty Limited Partnership |
|----------------|---|---|

STATUS OF REAL ESTATE BILL AS OF DATE PRINTED

| YR | TYPE | ORIGINAL TAX      | CHARGE        | ADJUSTMENT ABATEMENT | PAID              | BALANCE DUE       | INTEREST      | TOTAL DUE         | BILL NAME            |
|----|------|-------------------|---------------|----------------------|-------------------|-------------------|---------------|-------------------|----------------------|
| 08 | RE   | \$4,869.20        | \$0.00        | \$0.00               | \$2,434.60        | \$2,434.60        | \$0.00        | \$2,434.60        | GNL Realty Valley LL |
|    |      | <u>\$4,869.20</u> | <u>\$0.00</u> | <u>\$0.00</u>        | <u>\$2,434.60</u> | <u>\$2,434.60</u> | <u>\$0.00</u> | <u>\$2,434.60</u> |                      |

INTEREST SHOWN IS VALID FOR 30 DAYS FROM DATE ISSUED. ADDITIONAL CHARGES MAY APPLY IF PAYMENT IS RECEIVED LATER THAN 30 DAYS FROM DATE.

Note:

- Please be aware that unpaid taxes may be subject to tax sale.
- Please contact the Water Supply Board at 521-6300.
- Please contact the Narragansett Bay Commission at 461-8828
- Property within designated City plat maps known as 19, 20, 24, 25, and 26 may be subject to assessment by the Downtown Providence District Management authority (aka: Downtown Improvement District). Please call (401)421-4450 for payment information.

C E R T I F I C A T I O N

THIS IS TO CERTIFY THAT THE ABOVE IS TRUE AND CORRECT, SAID CERTIFICATION BEING GIVEN IN ACCORDANCE WITH 44-7-11 OF THE GENERAL LAWS OF RHODE ISLAND 1956, AS OF THE DATE PRINTED ABOVE.

MAILED TO: City of Providence  
 City Hall  
 Providence, RI 02903

*Marc Castaldi*  
 \_\_\_\_\_  
 ROBERT P. CEPRANO  
 TAX COLLECTOR

MARC CASTALDI  
 DEPUTY COLLECTOR

MUNICIPAL LIEN CERTIFICATE  
 CITY OF PROVIDENCE - OFFICE OF THE COLLECTOR  
 CITY HALL PROVIDENCE, R.I. 02903 (401) 331-5252

|                   |      |      |      |               |        |      |
|-------------------|------|------|------|---------------|--------|------|
| DATE              | PLAT | LOT  | UNIT | LOCATION      | CERT#  | PAGE |
| December 10, 2008 | 027  | 0280 | 0000 | 429 Valley St | 65,922 | 1    |

|                 |   |   |
|-----------------|---|---|
| ASSESSSED OWNER | GNL Realty Valley LLC<br>Bette Licht Krom | Barbara S Rubin<br>RAL Realty Limited Partnership |
|-----------------|---|---|

STATUS OF REAL ESTATE BILL AS OF DATE PRINTED

| YR | TYPE | ORIGINAL TAX | CHARGE | ADJUSTMENT ABATEMENT | PAID        | BALANCE DUE | INTEREST | TOTAL DUE   | BILL NAME            |
|----|------|--------------|--------|----------------------|-------------|-------------|----------|-------------|----------------------|
| 08 | RE   | \$70,856.80  | \$0.00 | \$0.00               | \$35,428.40 | \$35,428.40 | \$0.00   | \$35,428.40 | GNL Realty Valley LL |
|    |      | \$70,856.80  | \$0.00 | \$0.00               | \$35,428.40 | \$35,428.40 | \$0.00   | \$35,428.40 |                      |

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MAILED TO: City of Providence  
 City Hall  
 Providence, RI 02903



ROBERT P. CEPRANO  
 TAX COLLECTOR

MARC CASTALDI  
 DEPUTY COLLECTOR

MUNICIPAL LIEN CERTIFICATE  
 CITY OF PROVIDENCE - OFFICE OF THE COLLECTOR  
 CITY HALL PROVIDENCE, R.I. 02903 (401) 331-5252

| DATE              | PLAT | LOT  | UNIT | LOCATION        | CERT # | PAGE |
|-------------------|------|------|------|-----------------|--------|------|
| December 10, 2008 | 027  | 0005 | 0000 | 340 Kinsley Ave | 65,918 | 1    |

ASSESSED Jacob Licht Inc  
 OWNER

STATUS OF REAL ESTATE BILL AS OF DATE PRINTED

| YR | TYPE | ORIGINAL TAX       | CHARGE        | ADJUSTMENT ABATEMENT | PAID              | BALANCE DUE       | INTEREST      | TOTAL DUE         | BILL NAME       |
|----|------|--------------------|---------------|----------------------|-------------------|-------------------|---------------|-------------------|-----------------|
| 08 | RE   | \$10,318.00        | \$0.00        | \$0.00               | \$5,159.00        | \$5,159.00        | \$0.00        | \$5,159.00        | Jacob Licht Inc |
|    |      | <u>\$10,318.00</u> | <u>\$0.00</u> | <u>\$0.00</u>        | <u>\$5,159.00</u> | <u>\$5,159.00</u> | <u>\$0.00</u> | <u>\$5,159.00</u> |                 |

INTEREST SHOWN IS VALID FOR 30 DAYS FROM DATE ISSUED. ADDITIONAL CHARGES MAY APPLY IF PAYMENT IS RECEIVED LATER THAN 30 DAYS FROM DATE.

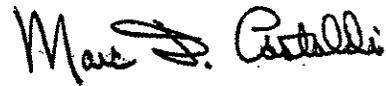
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MAILED TO: City Of Providence  
 25 DORRANCE ST  
 PROVIDENCE, RI 02903-1738



ROBERT P. CEPRANO  
 TAX COLLECTOR

MARC CASTALDI  
 DEPUTY COLLECTOR

MUNICIPAL LIEN CERTIFICATE  
 CITY OF PROVIDENCE - OFFICE OF THE COLLECTOR  
 CITY HALL PROVIDENCE, R.I. 02903 (401) 331-5252

| DATE              | PLAT | LOT  | UNIT | LOCATION        | CERT # | PAGE |
|-------------------|------|------|------|-----------------|--------|------|
| December 10, 2008 | 027  | 0016 | 0000 | 350 Kinsley Ave | 65,919 | 1    |

ASSESSED Jacob Licht Inc  
 OWNER

STATUS OF REAL ESTATE BILL AS OF DATE PRINTED

| YR | TYPE | ORIGINAL TAX       | CHARGE        | ADJUSTMENT ABATEMENT | PAID               | BALANCE DUE        | INTEREST      | TOTAL DUE          | BILL NAME       |
|----|------|--------------------|---------------|----------------------|--------------------|--------------------|---------------|--------------------|-----------------|
| 08 | RE   | \$81,074.00        | \$0.00        | (\$5,783.97)         | \$34,753.03        | \$40,537.00        | \$0.00        | \$40,537.00        | Jacob Licht Inc |
|    |      | <u>\$81,074.00</u> | <u>\$0.00</u> | <u>(\$5,783.97)</u>  | <u>\$34,753.03</u> | <u>\$40,537.00</u> | <u>\$0.00</u> | <u>\$40,537.00</u> |                 |

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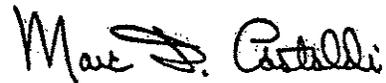
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 25 DORRANCE ST  
 PROVIDENCE, RI 02903-1738



ROBERT P. CEPRANO  
 TAX COLLECTOR

MARC CASTALDI  
 DEPUTY COLLECTOR

MUNICIPAL LIEN CERTIFICATE  
 CITY OF PROVIDENCE - OFFICE OF THE COLLECTOR  
 CITY HALL PROVIDENCE, R.I. 02903 (401) 331-5252

| DATE              | PLAT | LOT  | UNIT | LOCATION      | CERT # | PAGE |
|-------------------|------|------|------|---------------|--------|------|
| December 10, 2008 | 027  | 0276 | 0000 | 411 Valley St | 65,920 | 1    |

ASSESSED GNL Realty Valley LLC  
 OWNER Bette Licht Krom

Barbara S Rubin  
 RAL Realty Limited Partnership

STATUS OF REAL ESTATE BILL AS OF DATE PRINTED

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|----|------|--------------------|---------------|----------------------|--------------------|--------------------|---------------|--------------------|----------------------|
| 08 | RE   | \$21,193.20        | \$0.00        | \$0.00               | \$10,596.60        | \$10,596.60        | \$0.00        | \$10,596.60        | GNL Realty Valley LL |
|    |      | <u>\$21,193.20</u> | <u>\$0.00</u> | <u>\$0.00</u>        | <u>\$10,596.60</u> | <u>\$10,596.60</u> | <u>\$0.00</u> | <u>\$10,596.60</u> |                      |

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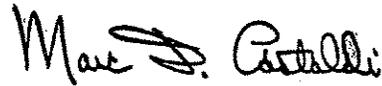
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 City Hall  
 Providence, RI 02903



ROBERT P. CEPRANO  
 TAX COLLECTOR

MARC CASTALDI  
 DEPUTY COLLECTOR

MUNICIPAL LIEN CERTIFICATE  
 CITY OF PROVIDENCE - OFFICE OF THE COLLECTOR  
 CITY HALL PROVIDENCE, R.I. 02903 (401) 331-5252

| DATE              | PLAT | LOT  | UNIT | LOCATION      | CERT # | PAGE |
|-------------------|------|------|------|---------------|--------|------|
| December 10, 2008 | 027  | 0279 | 0000 | 68 Hemlock St | 65,921 | 1    |

ASSESSED Alco 262 LLC  
 OWNER

STATUS OF REAL ESTATE BILL AS OF DATE PRINTED

| YR | TYPE | ORIGINAL TAX        | CHARGE        | ADJUSTMENT ABATEMENT | PAID          | BALANCE DUE         | INTEREST           | TOTAL DUE         | BILL NAME    |
|----|------|---------------------|---------------|----------------------|---------------|---------------------|--------------------|-------------------|--------------|
| 08 | RE   | \$221,771.20        | \$0.00        | \$0.00               | \$0.00        | \$221,771.20        | \$13,306.27        | 235,077.47        | Alco 262 LLC |
|    |      | <u>\$221,771.20</u> | <u>\$0.00</u> | <u>\$0.00</u>        | <u>\$0.00</u> | <u>\$221,771.20</u> | <u>\$13,306.27</u> | <u>235,077.47</u> |              |

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MAILED TO:

City of Providence  
 City Hall  
 Providence, RI 02903



ROBERT P. CEPRANO  
 TAX COLLECTOR

MARC CASTALDI  
 DEPUTY COLLECTOR



**DEPARTMENT OF ADMINISTRATION**  
*"Building Pride In Providence"*

December 18, 2008

Councilman John Igliazzi  
Chairman, Committee on Finance  
C/O City Clerk's Office  
Providence City Hall  
Providence, RI 02903

Dear Chairman Igliazzi:

RE: Tax Stabilization Agreement

In supplement to the Fiscal note supplied by Bruce T. Miller, Finance Director dated December 8, 2008 this letter specifically addresses the fiscal impact of the Tax Stabilization Agreements for Jacob Lich, Inc; Alco 85 LLC and GNL Realty Eagle LLC, RAL Limited Partnership. Tax Assessor John Gelati has developed the attached spreadsheets demonstrating how the tax stabilizations would affect individual properties. I concur with Mr. Gelati's work and agree that the examples demonstrate the possible minimum tax generation increases from the combined projects. As Mr. Miller stated in his Fiscal Note, the underlying commercial properties for these stabilization agreements have an escalator components which captures both the change in value and the change in tax rate. The residential properties have a stabilization component that captures 8% of the gross rentals. There is no negative impact on the City's fiscal position with respect to any of the Tax Stabilization Agreements.

Thank you for your consideration, and should you have any additional questions, please let me know.

Respectfully Submitted;

A handwritten signature in black ink, appearing to read "Richard Kerbel".

Richard Kerbel  
Director of Administration

**EXHIBIT B**

Stabilization For: JACOB LICHT ALCO PROJECT  
Date of Application: December 8, 2008  
City Ordinance: Code of Ordinances 21- 160 through 21-172  
Parcel: Plat 27 Lot 16

STABILIZATION TERMS:

Stabilization is Limited to 98 Residential Units  
Project Taxable Properties and Tax thereon is adjusted annually to reflect buildout of Residential Unit  
at Time of Certificate of Occupancy  
Commercial/Office/Retail and Personal Property is Outside the Stabilization and is Fully Taxable

CHART:

Residential Components will be taxed at 8% of Designated Rent  
DR = Designated Rent

| Stabilized Tax |                 | Stabilization |
|----------------|-----------------|---------------|
| Year #         | DESIGNATED RENT | Tax Payment   |
|                |                 | of 8%         |
| 1              | DR              | 8% OF DR      |
| 2              | DR              | 8% OF DR      |
| 3              | DR              | 8% OF DR      |
| 4              | DR              | 8% OF DR      |
| 5              | DR              | 8% OF DR      |
| 6              | DR              | 8% OF DR      |
| 7              | DR              | 8% OF DR      |
| 8              | DR              | 8% OF DR      |
| 9              | DR              | 8% OF DR      |
| 10             | DR              | 8% OF DR      |
| 11             | DR              | 8% OF DR      |
| 12             | DR              | 8% OF DR      |
| 13             | DR              | 8% OF DR      |
| 14             | DR              | 8% OF DR      |
| 15             | DR              | 8% OF DR      |
| 16             | DR              | 8% OF DR      |
| 17             | DR              | 8% OF DR      |
| 18             | DR              | 8% OF DR      |
| 19             | DR              | 8% OF DR      |
| 20             | DR              | 8% OF DR      |

This stabilization shall expire no later than twenty years after the effective date of this Ordinance.

EXHIBIT C EXAMPLE

Stabilization For: JACOB LIGHT ALCO PROJECT  
 Date of Application: December 8, 2008  
 City Ordinance: Code of Ordinances 21-160 through 21-172  
 Parcel: Plat 27 Lot 16

STABILIZATION TERMS:

Stabilization is limited to 98 Residential Units  
 Project Taxable Properties and Tax thereon is adjusted annually to reflect buildout of Residential Unit  
 at Time of Certificate of Occupancy  
 Commercial/Office/Retail and Personal Property is Outside the Stabilization and is Fully Taxable  
 This stabilization shall expire no later than twenty years after the effective date of this Ordinance.  
 Data Projection Provided by the Planning and Applicant

EXHIBIT C: Protected Property Taxes -- Residential For Rent EXAMPLE

| Final Tax Due | Inflation Factor <sup>1</sup> | Residential For Rent      |              |                              |                           | TOTAL Tax    |                          |
|---------------|-------------------------------|---------------------------|--------------|------------------------------|---------------------------|--------------|--------------------------|
|               |                               | Nicholson Rental - Market |              | Nicholson Rental - Workforce |                           |              |                          |
|               |                               | Per Unit Tax <sup>2</sup> | No. Of Units | At 8% Tax                    | Per Unit Tax <sup>3</sup> | No. Of Units | At 8% Tax                |
| 24-Apr-09     | 100.0%                        | \$1,301                   | 0            | \$0                          | \$1,089                   | 0            | \$0                      |
| 24-Apr-10     | 100.0%                        | \$1,301                   | 0            | \$0                          | \$1,089                   | 0            | \$0                      |
| 24-Apr-11     | 100.0%                        | \$1,301                   | 0            | \$0                          | \$1,089                   | 0            | \$0                      |
| 24-Apr-12     | 109.3%                        | \$1,422                   | 0            | \$0                          | \$1,190                   | 0            | \$0                      |
| 24-Apr-13     | 109.3%                        | \$1,422                   | 8            | \$110,905                    | \$1,190                   | 20           | \$23,791                 |
| 24-Apr-14     | 109.3%                        | \$1,422                   | 8            | \$110,905                    | \$1,190                   | 20           | \$23,791                 |
| 24-Apr-15     | 119.4%                        | \$1,554                   | 8            | \$121,189                    | \$1,300                   | 20           | \$25,997                 |
| 24-Apr-16     | 119.4%                        | \$1,554                   | 8            | \$121,189                    | \$1,300                   | 20           | \$25,997                 |
| 24-Apr-17     | 119.4%                        | \$1,554                   | 8            | \$121,189                    | \$1,300                   | 20           | \$25,997                 |
| 24-Apr-18     | 130.5%                        | \$1,698                   | 8            | \$132,426                    | \$1,420                   | 20           | \$28,408                 |
| 24-Apr-19     | 130.5%                        | \$1,698                   | 8            | \$132,426                    | \$1,420                   | 20           | \$28,408                 |
| 24-Apr-20     | 130.5%                        | \$1,698                   | 8            | \$132,426                    | \$1,420                   | 20           | \$28,408                 |
| 24-Apr-21     | 142.6%                        | \$1,855                   | 8            | \$144,705                    | \$1,552                   | 20           | \$31,042                 |
| 24-Apr-22     | 142.6%                        | \$1,855                   | 8            | \$144,705                    | \$1,552                   | 20           | \$31,042                 |
| 24-Apr-23     | 142.6%                        | \$1,855                   | 8            | \$144,705                    | \$1,552                   | 20           | \$31,042                 |
| 24-Apr-24     | 155.8%                        | \$2,027                   | 8            | \$158,124                    | \$1,696                   | 20           | \$33,920                 |
| 24-Apr-25     | 155.8%                        | \$2,027                   | 8            | \$158,124                    | \$1,696                   | 20           | \$33,920                 |
| 24-Apr-26     | 155.8%                        | \$2,027                   | 8            | \$158,124                    | \$1,696                   | 20           | \$33,920                 |
| 24-Apr-27     | 170.2%                        | \$2,215                   | 8            | \$172,786                    | \$1,853                   | 20           | \$37,065                 |
| 24-Apr-28     | 170.2%                        | \$2,215                   | 8            | \$172,786                    | \$1,853                   | 20           | \$37,065                 |
|               |                               |                           |              |                              |                           |              | <b>TOTAL \$2,716,523</b> |

<sup>1</sup>Inflation assumed to be 3% annually, realized in years of the triennial reassessment.

<sup>2</sup>Per unit tax is equal to the total projected per unit (avg) annual rent of \$16,265\* 8%

<sup>3</sup>Per unit tax is equal to the total projected per unit (avg) annual rent of \$13,607 \* 8%



Finance Department  
"Building Pride in Providence"

December 8, 2008

Councilman John Igliazzi,  
Chairman, Committee on Finance  
C/O City Clerk's Office  
Providence City Hall  
Providence, R.I. 02903

Dear Chairman Igliazzi:

For your consideration are the; Promenade Center Redevelopment Project Plan and Tax Increment Financing Plan and the Tax Stabilization Agreements for: Jacob Licht, Inc; ALCO 85 LLC; and GNL Realty Eagle LLC, RAL Limited Partnership.

Based on correspondence from PFM and Restivo Monacelli, LLP, the City's Financial Advisors for this project, both have provided conclusions that these projects have no adverse effects to the City of Providence. The source of evaluation for PFM and Restivo Monacelli, LLP was the TIF analysis prepared by MuniCap, Inc., Public Finance. Furthermore, I relied on Rhode Island Law; Chapter 45-32.2; *Credit of municipality not pledged*, which states that "the bonds and notes issued under this chapter payable solely from project revenues. These bonds and notes shall not at any time be included in the debt of the city or town for the purpose of ascertaining its legal borrowing capacity.

The underlying properties for these stabilization agreements that are commercial have an escalator component which captures both the change in value and the change in tax rate by 10% annually until it reaches 100% in year ten.

The underlying properties for these stabilization agreements that are residential have a component which captures 8% of gross rentals.

It should be further noted that some of the improved properties are not included in the stabilization agreement.

Thank you for your consideration, and should you have any additional questions, please let me know.

Respectfully Submitted;

*Bruce T. Miller*

Bruce T. Miller  
Finance Director



**The PFM Group**

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PFM Asset Management LLC  
PFM Advisors

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November 21, 2008

Thomas Deller,  
Director of Planning and Development  
Providence City Hall  
25 Dorrance Street  
Providence, RI 02903

Dear Mr. Deller:

Public Financial Management, Inc. ("PFM"), as financial advisor to the City of Providence (the "City") has been asked by the City to review the study dated November 11, 2008, (the "Study") prepared by MuniCap, Inc. (the "Consultant") to Eccles & Rouse, Inc. (the "Developer") of the proposed American Locomotive Works (the "Project"), which projects the expected revenues generated from the proposed financing and measures the projected impact of the Project on the City's overall fiscal condition. The Study was undertaken by MuniCap, Inc., an economic consulting firm based in Baltimore who specializes in these types of economic impact studies as they relate to major real estate developments.

The Study examines a number of areas related to the Project development, including the projection of City revenues generated by residential taxes, commercial taxes, and personal property taxes attributable to the American Locomotive Works TIF District. The Study also projects additional revenues that would accrue to the City as a result of the development over time. In addition, the Study estimates other tax revenue, both one time and reoccurring, which will also be available to support City sponsored debt for the Project. Using the assumptions provided by the Consultant, we present the following findings:

**PROJECT PLAN**

The project plan presents an estimate of the project costs and the amounts and sources and uses of funds to be used to defray those costs and includes provisions for tax increment funding and/or financing of project costs in whole or in part. The project plan calls for the construction of a Riverwalk, Traffic Light, Permeable Reactive Barrier, Workforce Housing, Affordable Housing, and Job Creation (see the chart below for an itemized description of the project costs).

| <b>Project Costs</b>                |                    |
|-------------------------------------|--------------------|
| Riverwalk                           | \$596,745          |
| Traffic Light (River Ave)           | \$61,567           |
| Permeable Reactive Barrier Wall     | \$451,391          |
| Workforce Housing                   | \$1,125,000        |
| Affordable Housing (MBS/OHC)        | \$4,375,000        |
| Job Creation/Econ. Development Fund | \$700,000          |
| <b>Total</b>                        | <b>\$7,309,703</b> |

The estimated amount of indebtedness to be incurred is \$11.275 million. The debt service projection assumes an interest rate of 7% with level debt service maturing from 2009 to 2033. Interest is capitalized in fiscal years 2009-2011, so the first principal payment will be made in fiscal year 2012. The Public Improvement Fund has been net funded such that the initial deposit of \$7,193,012, together with interest earnings at 3%, equal the total project cost, assuming funds are disbursed in equal installments to February 1, 2010. See the chart below for sources and uses of funds.

| Sources                   |                     |
|---------------------------|---------------------|
| Par                       | \$11,275,000        |
| Estimated Use of Funds    |                     |
| Public Improvements       | 7,193,012           |
| Debt Service Reserve Fund | 1,127,500           |
| Capitalized Interest      | 1,722,676           |
| Cost of Issuance          | 1,000,000           |
| Underwriter's Discount    | 229,120             |
| Rounding                  | 2,692               |
| <b>Total</b>              | <b>\$11,275,000</b> |

The debt service coverage for the TIF financing is shown below. In fiscal years 2012-2014, the Developer will need to cover the debt service shortfall until sufficient revenue is generated from the project (see "Coverage Ratio" in the chart below).

| Period Ending       | Principal           | Interest <sup>(1)</sup> | Total Debt Service | Debt Service Reserve Fund | Capitalized Interest | Net Debt Service    | Estimated Revenue Stream <sup>(2)</sup> | Approximate Minimum PILOT | Coverage Ratio |
|---------------------|---------------------|-------------------------|--------------------|---------------------------|----------------------|---------------------|---|---------------------------|----------------|
| 7/1/2009            | —                   | 328,854                 | 328,854            | —                         | 328,854              | —                   | —                                       | —                         | N/A            |
| 7/1/2010            | —                   | 789,250                 | 789,250            | —                         | 789,250              | —                   | —                                       | —                         | N/A            |
| 7/1/2011            | —                   | 789,250                 | 789,250            | —                         | 789,250              | —                   | —                                       | —                         | N/A            |
| 7/1/2012            | 100,000             | 789,250                 | 889,250            | 45,100                    | —                    | 844,150             | 231,105                                 | 613,045                   | 0.27           |
| 7/1/2013            | 100,000             | 782,250                 | 882,250            | 45,100                    | —                    | 837,150             | 622,058                                 | 215,092                   | 0.74           |
| 7/1/2014            | 100,000             | 775,250                 | 875,250            | 45,100                    | —                    | 830,150             | 741,733                                 | 88,417                    | 0.89           |
| 7/1/2015            | 100,000             | 768,250                 | 868,250            | 45,100                    | —                    | 823,150             | 876,133                                 | —                         | 1.06           |
| 7/1/2016            | 100,000             | 761,250                 | 861,250            | 45,100                    | —                    | 816,150             | 911,229                                 | —                         | 1.12           |
| 7/1/2017            | 100,000             | 754,250                 | 854,250            | 45,100                    | —                    | 809,150             | 946,326                                 | —                         | 1.17           |
| 7/1/2018            | 145,000             | 747,250                 | 892,250            | 45,100                    | —                    | 847,150             | 1,102,952                               | —                         | 1.30           |
| 7/1/2019            | 190,000             | 737,100                 | 927,100            | 45,100                    | —                    | 882,000             | 1,141,303                               | —                         | 1.29           |
| 7/1/2020            | 200,000             | 723,800                 | 923,800            | 45,100                    | —                    | 878,700             | 1,141,303                               | —                         | 1.30           |
| 7/1/2021            | 325,000             | 709,800                 | 1,034,800          | 45,100                    | —                    | 989,700             | 1,277,657                               | —                         | 1.29           |
| 7/1/2022            | 350,000             | 687,050                 | 1,037,050          | 45,100                    | —                    | 991,950             | 1,277,657                               | —                         | 1.29           |
| 7/1/2023            | 370,000             | 662,550                 | 1,032,550          | 45,100                    | —                    | 987,450             | 1,277,657                               | —                         | 1.29           |
| 7/1/2024            | 520,000             | 636,650                 | 1,156,650          | 45,100                    | —                    | 1,111,550           | 1,426,654                               | —                         | 1.28           |
| 7/1/2025            | 555,000             | 600,250                 | 1,155,250          | 45,100                    | —                    | 1,110,150           | 1,426,654                               | —                         | 1.29           |
| 7/1/2026            | 595,000             | 561,400                 | 1,156,400          | 45,100                    | —                    | 1,111,300           | 1,426,654                               | —                         | 1.28           |
| 7/1/2027            | 765,000             | 519,750                 | 1,284,750          | 45,100                    | —                    | 1,239,650           | 1,589,468                               | —                         | 1.28           |
| 7/1/2028            | 820,000             | 466,200                 | 1,286,200          | 45,100                    | —                    | 1,241,100           | 1,589,468                               | —                         | 1.28           |
| 7/1/2029            | 875,000             | 408,800                 | 1,283,800          | 45,100                    | —                    | 1,238,700           | 1,589,468                               | —                         | 1.28           |
| 7/1/2030            | 1,080,000           | 347,550                 | 1,427,550          | 45,100                    | —                    | 1,382,450           | 1,767,379                               | —                         | 1.28           |
| 7/1/2031            | 1,160,000           | 271,950                 | 1,431,950          | 45,100                    | —                    | 1,386,850           | 1,767,379                               | —                         | 1.27           |
| 7/1/2032            | 1,240,000           | 190,750                 | 1,430,750          | 45,100                    | —                    | 1,385,650           | 1,767,379                               | —                         | 1.28           |
| 7/1/2033            | 1,485,000           | 103,950                 | 1,588,950          | 1,172,600                 | —                    | 416,350             | 1,961,787                               | —                         | 4.71           |
| <b>\$11,275,000</b> | <b>\$14,912,654</b> | <b>\$26,187,654</b>     | <b>\$2,119,700</b> | <b>\$1,907,354</b>        | <b>\$22,160,600</b>  | <b>\$27,859,403</b> | <b>\$916,554</b>                        |                           |                |

(1) Assumes an interest rate of 7.0%

(2) Revenue Stream taken from 11/19/2008 MuniCap Projection #39

It is expected that approximately \$51,074,192 million in revenue will be generated from the financing, of which \$38,305,644 is earmarked to cover debt service. The tax increment financing method is implemented by first designating a tax increment finance district corresponding to the parcels of land benefitting from the proposed improvements. Property values are determined for these parcels, and assessments are "frozen" at that level for normal taxing purposes (see table below).

| Tax Parcel    | Land Value | Building Value | Total Assessed Value |
|---------------|------------|----------------|----------------------|
| 027-0005-0000 | \$307,400  | \$61,100       | \$368,500            |
| 027-0016-0000 | 1,302,800  | 1,592,700      | 2,895,500            |

|               |           |           |                     |
|---------------|-----------|-----------|---------------------|
| 027-0262-0000 | 810,200   | 8,400     | 818,600             |
| 027-0276-0000 | 306,200   | 450,700   | 756,900             |
| 027-0278-0000 | 280,000   | 60,500    | 340,500             |
| 027-0279-0000 | 2,127,700 | 5,792,700 | 7,920,400           |
| 027-0280-0000 | 1,038,700 | 1,491,900 | 2,530,600           |
| 027-0281-0000 | 173,900   | 0         | 173,900             |
| <b>Total</b>  |           |           | <b>\$15,804,900</b> |

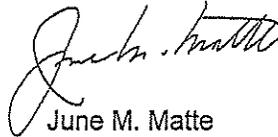
| Type                 | Allocation Percentage | Base Value          |
|----------------------|-----------------------|---------------------|
| For Sale Residential | 5%                    | \$842,856           |
| Rental Apartments    | 25%                   | \$3,932,473         |
| Commercial           | 70%                   | \$11,029,571        |
| <b>Total</b>         |                       | <b>\$15,804,900</b> |

The actual values and assessments of those properties within the tax increment district increase due to the public improvements implemented in the designated areas. Increases in assessed value will result in an increment in tax revenue beyond the frozen base level, and this amount is then diverted to the Developer financing the improvements.

After having reviewed the Consultant's report, PFM believes that the conclusions presented are reasonable given the methodology employed and recognizing that there are limitations to this type of projected fiscal analysis. Overall, the Consultant has been reasonably conservative in the development of the assumptions utilized in the analysis.

Please feel free to contact me if you have any further questions.

Sincerely,



June M. Matte  
Managing Director

THE CITY OF PROVIDENCE  
AGREED-UPON PROCEDURES REPORT

85



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RESTIVO MONACELLI LLP

**INDEPENDENT ACCOUNTANTS REPORT  
ON APPLYING AGREED-UPON PROCEDURES**

To the City of Providence  
Department of Planning and Development  
Providence, RI 020903

RE: American Locomotive Works TIF District  
Providence, RI  
TIF Bond Projections-Project No. 59

We have performed the procedures enumerated below, which were agreed to by the City of Providence Department of Planning and Development, solely to assist you with respect to the report prepared by MuniCap, Inc. that projects the net revenue available from incremental tax proceeds generated from the development of the residential and commercial project known as American Locomotive Works and debt service payments to repay the bond proceeds used to fund public improvements and bond issuance costs. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which the report has been requested or for any other purpose.

Our procedures and findings are as follows:

- We read the report prepared by MuniCap, Inc. and noted the following in preparation of the computation of the PILOT revenue to support the annual debt service of the projected bond:
  - Total sources and uses of bond funds as detailed in Exhibit A.
  - Bond assumptions as detailed on Exhibit B.
- We noted the following assumptions:
  - The property tax increment revenue.
  - Commercial tax treaty and phased in PILOT proceeds.
  - Bond amortization assumptions.
  - Residential tax rate of 8% for rentals.
  - Revised development summary, tax rates, and base parcel valuations.
  - Updated fiscal impact and projected revenues and tax incremental revenues by parcel.

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- We recalculated and traced assumptions to the projections and computations used to calculate the available debt service by parcel available to amortize the bond over the projected life assuming the terms projected in Exhibit B. No exceptions were noted.
- We recalculated the additional annual costs to the City of Providence as a result of the proposed development . We noted the following:
  - Based on interviews management conducted with Department of Finance Deputy Director and CFO of City Public Schools, the development will not have an impact on the following departments:
    - City Sergeant, Law Department, Municipal Court, Probate Court, contingencies, Housing Court, Finance Department (excluding street lighting), Commissioner of Public Safety, Department of Communications, building inspections, Department of Public Works (excluding environmental control - street sweeping, snow removal and sewer construction), parks, school department, recorder of deeds, vital statistics, board of licenses, emergency management, Planning and Development, City Council administration, Office of Internal Auditor, archives, Department of Human Services, Office of Arts, Culture and Tourism and P.E.R.A.
- We noted that the additional projected net revenue for all of the parcels to the City of Providence over thirty years from the proposed development after servicing debt and projected annual costs and verified the mathematical accuracy.
- We noted that the calculations in the report are based on projected assumptions of development timing, lease up assumptions, projected tax revenue rates, inflation rates and various other assumptions. These assumptions are management's best estimate of the projected results based on management's knowledge and third party information. Due to the nature of projections, actual results will be different than projections and the differences could be material.

Based upon the agreed upon procedures and findings outlined above, nothing came to our attention that indicates that the projections do not fairly represent the projected results based upon the assumptions used to prepare the report.

We were not engagement to, and did not, conduct an audit, the objective of which would be the expression of an opinion, on the accounting records. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the City of Providence and the Department of Planning and Development and is not intended to be and should not be used by anyone other than those specified parties.

*Restivo Monacelli LLP*

November 20, 2008

## SOURCES AND USES OF FUNDS AND BOND ISSUANCE ASSUMPTIONS

|   |                      |
|---|----------------------|
| Sources of funds:                       |                      |
| Total bond proceeds                     | \$ 11,456,000        |
| Interest earned in the improvement fund | 117,410              |
| Total sources of funds                  | <u>\$ 11,573,410</u> |
| Total uses of funds:                    |                      |
| Public improvements                     | \$ 7,309,703         |
| Issuance costs                          | 1,095,477            |
| Underwriter's discount                  | 229,120              |
| Capitalized interest                    | 1,793,457            |
| Reserve fund                            | 1,145,600            |
| Rounding                                | 53                   |
| Total uses of funds                     | <u>\$ 11,573,410</u> |

## BOND ASSUMPTIONS

|                              |                      |
|------------------------------|----------------------|
| Maturity                     | 24.42 years          |
| Interest                     | 2.42 years           |
| Amortization                 | 22 years             |
| Bond coupon rate             | 7.00%                |
| Reinvestment rates:          |                      |
| Reserve fund                 | 4.00%                |
| Improvement fund             | 3.00%                |
| Capitalized interest account | 3.00%                |
| Date bonds issued            | 1-Feb-09             |
| Dates payments due:          |                      |
| Interest                     | January 1 and July 1 |
| Principal                    | July 1               |
| Capitalized interest:        |                      |
| Interest funded through      | 1-Jul-11             |
| Months interest funded       | 29                   |

# TITLE 45

## Towns and cities

### CHAPTER 45-33.2

#### Tax Increment Financing

#### SECTION 45-33.2-11

§ 45-33.2-11 Credit of municipality not pledged. – The bonds and notes issued under this chapter are payable solely from project revenues. These bonds and notes shall not at any time be included in the debt of the city or town for the purpose of ascertaining its legal borrowing capacity.

**THE CITY OF PROVIDENCE  
AGREED-UPON PROCEDURES REPORT**

**INDEPENDENT ACCOUNTANTS REPORT  
ON APPLYING AGREED-UPON PROCEDURES**

To the City of Providence  
Department of Planning and Development  
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RE: American Locomotive Works TIF District  
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Our procedures and findings are as follows:

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  - Bond assumptions as detailed on Exhibit B.
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  - Residential tax rate of 8% for rentals.
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November 20, 2008

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November 21, 2008

Thomas Deller,  
Director of Planning and Development  
Providence City Hall  
25 Dorrance Street  
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| <b>Project Costs</b>                |                    |
|-------------------------------------|--------------------|
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The estimated amount of indebtedness to be incurred is \$11.275 million. The debt service projection assumes an interest rate of 7% with level debt service maturing from 2009 to 2033. Interest is capitalized in fiscal years 2009-2011, so the first principal payment will be made in fiscal year 2012. The Public Improvement Fund has been net funded such that the initial deposit of \$7,193,012, together with interest earnings at 3%, equal the total project cost, assuming funds are disbursed in equal installments to February 1, 2010. See the chart below for sources and uses of funds.

| Sources                   |                     |
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| Rounding                  | 2,692               |
| <b>Total</b>              | <b>\$11,275,000</b> |

The debt service coverage for the TIF financing is shown below. In fiscal years 2012-2014, the Developer will need to cover the debt service shortfall until sufficient revenue is generated from the project (see "Coverage Ratio" in the chart below).

| Period Ending       | Principal           | Interest <sup>(1)</sup> | Total Debt Service | Debt Service Reserve Fund | Capitalized Interest | Net Debt Service    | Estimated Revenue Stream <sup>(2)</sup> | Approximate Minimum PILOT | Coverage Ratio |
|---------------------|---------------------|-------------------------|--------------------|---------------------------|----------------------|---------------------|---|---------------------------|----------------|
| 7/1/2009            | —                   | 328,854                 | 328,854            | —                         | 328,854              | —                   | —                                       | —                         | N/A            |
| 7/1/2010            | —                   | 789,250                 | 789,250            | —                         | 789,250              | —                   | —                                       | —                         | N/A            |
| 7/1/2011            | —                   | 789,250                 | 789,250            | —                         | 789,250              | —                   | —                                       | —                         | N/A            |
| 7/1/2012            | 100,000             | 789,250                 | 889,250            | 45,100                    | —                    | 844,150             | 231,105                                 | 613,045                   | 0.27           |
| 7/1/2013            | 100,000             | 782,250                 | 882,250            | 45,100                    | —                    | 837,150             | 622,058                                 | 215,092                   | 0.74           |
| 7/1/2014            | 100,000             | 775,250                 | 875,250            | 45,100                    | —                    | 830,150             | 741,733                                 | 88,417                    | 0.89           |
| 7/1/2015            | 100,000             | 768,250                 | 868,250            | 45,100                    | —                    | 823,150             | 876,133                                 | —                         | 1.06           |
| 7/1/2016            | 100,000             | 761,250                 | 861,250            | 45,100                    | —                    | 816,150             | 911,229                                 | —                         | 1.12           |
| 7/1/2017            | 100,000             | 754,250                 | 854,250            | 45,100                    | —                    | 809,150             | 946,326                                 | —                         | 1.17           |
| 7/1/2018            | 145,000             | 747,250                 | 892,250            | 45,100                    | —                    | 847,150             | 1,102,952                               | —                         | 1.30           |
| 7/1/2019            | 190,000             | 737,100                 | 927,100            | 45,100                    | —                    | 882,000             | 1,141,303                               | —                         | 1.29           |
| 7/1/2020            | 200,000             | 723,800                 | 923,800            | 45,100                    | —                    | 878,700             | 1,141,303                               | —                         | 1.30           |
| 7/1/2021            | 325,000             | 709,800                 | 1,034,800          | 45,100                    | —                    | 989,700             | 1,277,657                               | —                         | 1.29           |
| 7/1/2022            | 350,000             | 687,050                 | 1,037,050          | 45,100                    | —                    | 991,950             | 1,277,657                               | —                         | 1.29           |
| 7/1/2023            | 370,000             | 662,550                 | 1,032,550          | 45,100                    | —                    | 987,450             | 1,277,657                               | —                         | 1.29           |
| 7/1/2024            | 520,000             | 636,650                 | 1,156,650          | 45,100                    | —                    | 1,111,550           | 1,426,654                               | —                         | 1.28           |
| 7/1/2025            | 555,000             | 600,250                 | 1,155,250          | 45,100                    | —                    | 1,110,150           | 1,426,654                               | —                         | 1.29           |
| 7/1/2026            | 595,000             | 561,400                 | 1,156,400          | 45,100                    | —                    | 1,111,300           | 1,426,654                               | —                         | 1.28           |
| 7/1/2027            | 765,000             | 519,750                 | 1,284,750          | 45,100                    | —                    | 1,239,650           | 1,589,468                               | —                         | 1.28           |
| 7/1/2028            | 820,000             | 466,200                 | 1,286,200          | 45,100                    | —                    | 1,241,100           | 1,589,468                               | —                         | 1.28           |
| 7/1/2029            | 875,000             | 408,800                 | 1,283,800          | 45,100                    | —                    | 1,238,700           | 1,589,468                               | —                         | 1.28           |
| 7/1/2030            | 1,080,000           | 347,550                 | 1,427,550          | 45,100                    | —                    | 1,382,450           | 1,767,379                               | —                         | 1.28           |
| 7/1/2031            | 1,160,000           | 271,950                 | 1,431,950          | 45,100                    | —                    | 1,386,850           | 1,767,379                               | —                         | 1.27           |
| 7/1/2032            | 1,240,000           | 190,750                 | 1,430,750          | 45,100                    | —                    | 1,385,650           | 1,767,379                               | —                         | 1.28           |
| 7/1/2033            | 1,485,000           | 103,950                 | 1,588,950          | 1,172,600                 | —                    | 416,350             | 1,961,787                               | —                         | 4.71           |
| <b>\$11,275,000</b> | <b>\$14,912,654</b> | <b>\$26,187,654</b>     | <b>\$2,119,700</b> | <b>\$1,907,354</b>        | <b>\$22,160,600</b>  | <b>\$27,859,403</b> | <b>\$916,554</b>                        |                           |                |

(1) Assumes an interest rate of 7.0%

(2) Revenue Stream taken from 11/19/2008 MuniCap Projection #39

It is expected that approximately \$51,074,192 million in revenue will be generated from the financing, of which \$38,305,644 is earmarked to cover debt service. The tax increment financing method is implemented by first designating a tax increment finance district corresponding to the parcels of land benefiting from the proposed improvements. Property values are determined for these parcels, and assessments are "frozen" at that level for normal taxing purposes (see table below).

| Tax Parcel    | Land Value | Building Value | Total Assessed Value |
|---------------|------------|----------------|----------------------|
| 027-0005-0000 | \$307,400  | \$61,100       | \$368,500            |
| 027-0016-0000 | 1,302,800  | 1,592,700      | 2,895,500            |

|               |           |           |                     |
|---------------|-----------|-----------|---------------------|
| 027-0262-0000 | 810,200   | 8,400     | 818,600             |
| 027-0276-0000 | 306,200   | 450,700   | 756,900             |
| 027-0278-0000 | 280,000   | 60,500    | 340,500             |
| 027-0279-0000 | 2,127,700 | 5,792,700 | 7,920,400           |
| 027-0280-0000 | 1,038,700 | 1,491,900 | 2,530,600           |
| 027-0281-0000 | 173,900   | 0         | 173,900             |
| <b>Total</b>  |           |           | <b>\$15,804,900</b> |

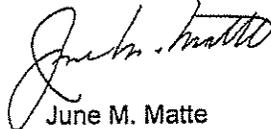
| Type                 | Allocation Percentage | Base Value          |
|----------------------|-----------------------|---------------------|
| For Sale Residential | 5%                    | \$842,856           |
| Rental Apartments    | 25%                   | \$3,932,473         |
| Commercial           | 70%                   | \$11,029,571        |
| <b>Total</b>         |                       | <b>\$15,804,900</b> |

The actual values and assessments of those properties within the tax increment district increase due to the public improvements implemented in the designated areas. Increases in assessed value will result in an increment in tax revenue beyond the frozen base level, and this amount is then diverted to the Developer financing the improvements.

After having reviewed the Consultant's report, PFM believes that the conclusions presented are reasonable given the methodology employed and recognizing that there are limitations to this type of projected fiscal analysis. Overall, the Consultant has been reasonably conservative in the development of the assumptions utilized in the analysis.

Please feel free to contact me if you have any further questions.

Sincerely,



June M. Matte  
Managing Director



City of Providence

Providence Department of  
Planning and Development

400 Westminster Street  
Providence, Rhode Island 02903

401 351 4300 OFFICE  
401 351 9533 FAX

Thomas E. Deller AICP  
Director

[www.providenceri.com](http://www.providenceri.com)  
[www.providenceplanning.org](http://www.providenceplanning.org)

December 8<sup>th</sup>, 2008

Councilman John J. Iglizzi, Esquire  
Chairman – Committee on Finance  
Providence City Hall  
25 Dorrance Street  
Providence, RI 02903

Re: ALCO Project

Dear Councilman Iglizzi:

This letter is in response to your letter of December 3<sup>rd</sup>, 2008 in which you raised a series of questions about the proposed Tax Incremental Finance Plan for the ALCO Project. Your letter was sent jointly to Eric Busch, Development Director for SBER and to me. Your questions were divided into three parts – Developer, Project, City. By this letter, I am responding to the questions addressed to the city.

At this time, I am taking the opportunity to forward additional information for your use. Attached to this letter is the following:

1. ALCO Project – Response to the December 3<sup>rd</sup> questions from Chairman Iglizzi  
Attached to this information sheet is a series of letters expanding upon the reasons for the proposed TIF projects
2. The City of Providence – Agreed Upon Procedures Report  
This is an independent accountant's review of the proposed TIF prepared by Restivo Monacelli LLP.
3. November 21<sup>st</sup>, 2008 letter from The PFM Group  
This is a review, by the city's financial advisor, of the financial projections prepared by MuniCap, Inc. for SBER.

Please let us know if there is anything else that you need to complete your review of this project.

Sincerely,

Thomas E. Deller, AICP  
Director

Attachments

PROVIDENCE THE CREATIVE CAPITAL

David N. Cicilline, Mayor

# EDWARDS ANGELL PALMER & DODGE LLP

2800 Financial Plaza Providence, RI 02903 401.274.9200 fax 401.276.6611 eapdlaw.com

December 8, 2008

Mr. Thomas E. Deller, Director  
Providence Department of Planning and Development  
400 Westminster Street  
Providence, Rhode Island 02903

Re: Tax Increment Financing

Dear Thom,

You have asked me to answer a series of questions regarding tax increment financing.

1. Are TIF bonds a pledge of the full faith and credit of the City? No.

TIF bonds are special obligations payable only from the "project revenues," including, but not limited to the tax increment. "Project revenues" include any receipts of the City with respect to a project or the tax increment area relating to it such as tax increments, repayments of loans, investment earnings, proceeds of insurance, or disposition of property. TIF bonds are not general obligations payable from the full faith and credit and taxing power of the City.

2. What happens if there isn't enough tax increment to pay the TIF Bonds, who is liable, who must make up the short fall, what are the implications for the City?

Assuming that the City has not given a moral obligation pledge (discussed below), if project revenues including tax increment, are not sufficient to pay the TIF Bonds, the City has no legal obligation to pay the bonds. This limitation would be fully and prominently disclosed to any investors who might purchase the TIF Bonds. It may be argued that if the City's "name is on the TIF Bond" and if the TIF Bond goes into default, that such a TIF Bond default may have an adverse effect on the City's reputation as bond market participant and make it difficult or more expensive for the City to access the public debt markets in the future. As a legal matter, the City has no obligation to pay. While still not a legal obligation to pay the TIF Bonds, if the TIF Bonds carry the moral obligation of the City<sup>1</sup>, there is a higher market expectation that the City will step up to the plate to pay the bonds.

---

<sup>1</sup> Moral obligation refers to any structure where the Mayor of the City covenants to include an amount necessary to pay the debt in the annual budget of the City and contains a best efforts covenant to seek the appropriation of the funds.

3. RIGL 45-33.2-2 permits the proceeds of TIF the Bonds to finance housing that is consider "low rentals", is workforce housing or is housing that is limited to families who make 100% or lower of AMI eligible for TIF funding?

RIGL 45-33.2-2 is the Legislative finding section of the TIF Act, which reads as follows:

§ 45-33.2-2 Legislative findings. – It is found and declared that for the public health, safety, morals, and welfare of the people of the state generally, the increase of their commerce, welfare, and prosperity and the improvement of their housing, employment and educational opportunities and general living conditions, as well as in order to remedy the conditions found to exist in the state as declared in § 45-31-3, it is essential to provide new employment opportunities to prevent, arrest, and alleviate blighted, decayed, and substandard areas in cities and towns, to increase the supply of housing available to homeowners and to tenants at low rentals, to increase the tax base, to encourage the development of undeveloped land in the town of West Greenwich, and to improve the general economy of the state; and that it is the purpose of this chapter to provide an additional and alternative means to cities and towns to fund and/or finance municipal and other public facilities and residential, commercial and industrial development and revitalization, home ownership; and programs to combat poverty, improve municipal and neighborhood living conditions and provide improved employment and educational opportunities, all to the public benefit and good, in the manner provided in this chapter.

Much of the language relates to improvement of living conditions. The TIF statute does not provide any state law standards regarding what constitutes low rental housing or low income housing. Probably the best way to respond to the question is to point out that the TIF statute permits funding for housing purposes. However, in order to issue bonds on a tax-exempt basis, the bonds would have to be issued as qualified housing bonds, the Project must satisfy various tax law requirements regarding percentage of low income units and income requirements.

4. Is the tax increment used to pay a TIF bond excluded from the levy cap? Yes, under certain circumstances.

In general, a tax increment shall be included in the calculation of the maximum tax a city or town may levy pursuant to the provisions of § 44-5-2 of the general laws (Former bill S. 3050 or the "Paiva-Weed Act"). During the last legislative session, the General Assembly adopted an amendment to the TIF Act, RIGL § 45-33.2-21 (the "TIF Amendment") which excludes a portion of the tax increment from such calculation for a period of time.

The TIF Amendment now permits tax increment revenues to be excluded to the extent that inclusion of a tax increment in a tax levy causes a municipality to exceed the maximum levy. Such excess shall be excluded from such calculation for a period not to exceed twenty-five (25) years if:

- (1) Such excess tax increment is allocable to: (a) the payment of the principal of or interest on any special obligation bonds issued under the provisions of § 45-33.2-6, to fund certain types

of projects described in subdivisions 45-33.2-3(2)(i), (ii) or (iii); (b) any requirement to fund any reserve or satisfy any other financial requirement in connection with the issuance of such bonds; or (c) any payments made to directly fund certain projects; and

(2) The project is determined by the division of property valuation in the department of revenue to be: (a) within or contiguous to the tax increment area; or (b) substantially related to the improvements giving rise to the tax increment; or (3) reasonably necessary to assure the private investment required to generate the tax increment.

5. If an ordinance adopting the Project Plan is not approved until January, can the City set December 31, 2007 as the Base Date under the TIF Act? No

Current law provides that the "Base Date" from which to calculate the tax increment is the last assessment date next preceding the adoption of the project plan. In Providence, taxes are assessed on the last day of December of each year. Therefore, if the Project Plan is adopted before December 31, 2008, the Base Date for calculation of the increment will be December 31, 2007 and the assessed value of any improvements made after the Base Date will be included in the calculation of the tax increment. If the Project Plan is adopted after December 31, 2008, the Base Date will be December 31, 2008 and the tax increment will not include the assessed value of any improvements made prior to the Base Date. Ideally, the City wants to have as much of the increase in assessed value as possible included in the tax increment. By postponing the adoption of the Project Plan, the City will lose the opportunity to include assessed value increases during calendar year 2008 in the tax increment.

The TIF Act outlines all of the steps required for the proper adoption of a project plan, and other requirements of issuing TIF Bonds, including consultation between the redevelopment agency and the planning commission prior to submission to the city council, and a report from the planning commission regarding conformity with the comprehensive plan, publication requirements and public hearing requirements. You should note that as I have not been involved in the development and approval process of the Project Plan, that I cannot express any opinion regarding the extent to which requirements of the TIF Act have been satisfied.

Very truly yours,



Karen S.D. Grande, Esq.

**American Locomotive Works (ALCO) Project**  
**Response to the December 3<sup>rd</sup>, 2008 Questions from Chairman Iglizozzi**

1. Legal opinion . . . that analyzes the city's liabilities and responsibilities associated with the bond, i.e., any scenarios in which the city would be responsible for repayment of the bond if the tax revenues fall short, and the impact on the city's bond rating if the developer subsequently defaults on the bond payments.

*See Attachment 1 - Letter from Karen S. D. Grande of Edwards and Angell*

2. Independent assessment of the public benefit of the project

*This project consists of several parts and as a result, the public benefit statements will be supplied by different independent organizations. We are working on obtaining these statements. Attached or to be supplied are:*

- *Attachment 2a – Riverwalk and Permeable Reactive Barrier Wall – a letter from Woonasquatucket Watershed Council*
- *Attachment 2b – Traffic Light (River Avenue) - As part of the Land Development approval process, SBER was required to have an independent assessment of traffic carried out. This assessment completed by Fuss and O'Neil identified the deficiencies in traffic flow at the intersection of Valley Street and River Avenue and called for the installation of an upgraded traffic light. The plans were reviewed and approved by the city's Traffic Engineer. Attached are the letter from the City Plan Commission requiring the developer to work with the city traffic engineer on traffic issues and a letter from the city's traffic engineer approving the traffic light. The full traffic analysis is available for review.*
- *Attachment 2c - Affordable and Workforce Housing benefit – a letter from Rhode Island Housing*
- *Attachment 2d - Job Creation and Economic Development Fund – a letter from CB Richard Ellis*

3. Explanation for how the bond will be guaranteed

*The TIF bond is not a pledge of the full faith and credit of the city, but a pledge of the tax increment that is expected from the TIF District; therefore the city is not responsible for any short fall in tax increment (See Number 1 above). We will create a TIF assessment that would be imposed if there is a short fall in tax increment. This assessment would be collected like taxes and would be assessed on the properties in the TIF District. The assessment would be proportionally allocated to all the properties in the TIF District. Failure to pay the TIF assessment would result in a tax lien against the property.*

4. Projected new tax revenue for the city over 25 years

*See Attachment 4 - Schedule XII page 26 prepared by Municipap for SBER attached.*

5. Estimated annual payments on all City go bonds, how many bonds the city holds and how much is owed; current debt to bond ratio

*Currently, the City has \$105.075 million in outstanding GO bonds with a capacity of \$277 million. See attachments for estimated annual debt service payments and detailed calculations of the City's debt capacity (debt to bond ratio). See Attachments 5a – Calculation of Debt Limit and 5b – Debt Payment Schedule.*



WOONASQUATUCKET RIVER WATERSHED COUNCIL

November 21, 2008

Donald T. Burns  
President  
Smithfield

Providence City Council  
City Council Office

Bruce G. Hooke  
Vice President  
Providence

25 Dorrance Street  
Room 310

Jean Lynch  
Secretary  
Johnston

Providence, RI 02903-3215

**Re: American Locomotive Works Hearing scheduled for Monday, November 24, 2008**

Joe Baer  
Providence

Dear City Council:

Maurice Bourget  
North Smithfield

On Thursday, November 6, 2008, Eric Busch of American Locomotive Works (ALCO) and Frank Shea of Olneyville Housing Corporation attended the Woonasquatucket River Watershed Council's (WRWC) regularly scheduled board meeting to present plans for the ALCO property including their TIF bond proposal to assist in funding plan implementation.

Donald P. Gagnon  
North Smithfield

Eugenia Marks  
Providence

Following the presentation, the WRWC board met privately to discuss the proposal. As a result, the board directed me to submit this letter to the City Council regarding the ALCO proposed plans.

Paul McElroy  
North Providence

Jane B. Sherman  
Providence

Regarding the environmental improvements on the ALCO property, the "Riverwalk" and the "Permeable Barrier Wall", WRWC would like to make it known that we strongly support these measures. The "Riverwalk" will provide much needed public access to passive enjoyment and environmental protection of the Woonasquatucket River. The "Permeable Barrier Wall" will eliminate chromium inputs to the Woonasquatucket from the ALCO site. Heavy metal contamination has long been a priority pollution concern for the health and safety of the Woonasquatucket River, therefore, WRWC urges the City Council to support this property improvement measure as we do.

Alicia J. Lehrer  
Executive Director

Lisa Aurecchia  
Program Director

Regarding the TIF funding proposal on the table to assist with ALCO site plans, the WRWC board is not in a position to comment. Our board and staff have no expertise in this area.

The WRWC sends apologies that neither board nor staff members were available to attend the November 24, 2008 hearing. However, with this letter we wish to make our position known to the Council.

Sincerely,

  
Alicia J. Lehrer  
Executive Director

JOHN D. NICKELSON, P. E.  
Director



DAVID N. CICILLINE  
Mayor

**Department of Public Works**  
**Division of Traffic Engineering**  
*"Building Pride in Providence"*

June 11, 2007

Struever Bros. Eccles & Rouse, Inc  
Mr. Eric Busch, Development Director  
166 Valley Street  
Providence, RI 02909

Re: American Locomotive Traffic Memo of May 4, 2007

Dear Mr. Busch:

The Division of Traffic Engineering has reviewed the Phase II Traffic Statement presented in a memorandum dated May 4, 2007. Based on this review, I have determined that the proposed improvements to the traffic signal at the intersection of Valley Street and River Ave as well as the westbound left turn lane into the River Ave Extension must be completed as part of the Phase II development program.

I understand that SBER is contemplating site access changes as part of the Phase III development program. The Traffic Engineering Division will review any proposed changes to site access as part of the Phase III approval process. Should SBER submit for Phase III approval before the completion of construction on Phase II (including traffic improvements) the Traffic Engineering Division will review any proposed changes to site access at that time, including a reevaluation the required Phase II improvements.

Sincerely,

A handwritten signature in black ink, appearing to read "E. Bernard Leiby".

E. Bernard Leiby  
Traffic Engineer

cc: Thomas E. Deller, Planning and Development



## Providence City Plan Commission

DAVID N. CICILLINE  
Mayor

August 22, 2006

Anna M. Stetson, City Clerk  
Office of the City Clerk  
Providence City Hall  
25 Dorrance Street  
Providence, RI 02903

**Re: Notice of Approval and Notice of Appeal for Major Land Development Project  
06-051MA, American Locomotive at 555 Valley Street (Phase 1)**

Dear Ms. Stetson:

In accordance with Rhode Island General Laws Section 45-23-67, the City Plan Commission is required to post its decision on major and minor subdivisions and land development projects in the Office of the City Clerk to begin the 20-day appeal period. Therefore, this letter serves as notice that a decision has been rendered on the subject matter. **This letter must be posted in your office for a period of 20 days, beginning with the day you receive this letter.** Any appeals to this decision must be immediately transmitted to this Department. If no appeals are filed, this letter may be removed from your bulletin board 20 days after it has been posted.

The Commission approved the Preliminary Plan for the subject Major Land Development Project on Tuesday, July 25, 2006.

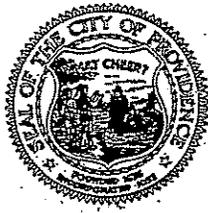
The Commission made the following findings of fact:

1. *Consistency - The proposed development is consistent with the Comprehensive Plan and/or has satisfactorily addressed the issues where there may be inconsistencies.*

The subject property is identified as Limited Manufacturing in Providence 2000: The Comprehensive Plan. These areas are intended to accommodate a variety of uses that do not pose toxic, explosive or environmental hazards. The proposed reuse of the American Locomotive site with a mixture of commercial, residential, and office uses is consistent with this designation.

2. *Compliance with Zoning Ordinance - The proposed development is in compliance with the standards and provisions of the Zoning Ordinance.*

The proposed project is consistent with the use and dimensional requirements of the M-1



## Providence City Plan Commission

DAVID N. CICILLINE  
Mayor

August 22, 2006

Anna M. Stetson, City Clerk  
Office of the City Clerk  
Providence City Hall  
25 Dorrance Street  
Providence, RI 02903

**Re: Notice of Approval and Notice of Appeal for Major Land Development Project  
06-051MA, American Locomotive at 555 Valley Street (Phase 1)**

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The Commission made the following findings of fact:

1. *Consistency - The proposed development is consistent with the Comprehensive Plan and/or has satisfactorily addressed the issues where there may be inconsistencies.*

The subject property is identified as Limited Manufacturing in Providence 2000: The Comprehensive Plan. These areas are intended to accommodate a variety of uses that do not pose toxic, explosive or environmental hazards. The proposed reuse of the American Locomotive site with a mixture of commercial, residential, and office uses is consistent with this designation.

2. *Compliance with Zoning Ordinance - The proposed development is in compliance with the standards and provisions of the Zoning Ordinance.*

The proposed project is consistent with the use and dimensional requirements of the M-1

zone. The plan supplies 524 parking spaces, exceeding the requirement of 417 parking spaces for the 208,000 sq. ft. of office and retail space proposed. Per a condition of the Master Plan approval, the applicant has developed both temporary and permanent landscaping plans, both of which conform to Section 425 of the ordinance

3. *Environmental Impact - There will be no significant environmental impacts from the proposed development as shown on the final plan, with all required conditions for approval.*

Through environmental remediation of the site, the creation of pervious surfaces, and improvements to the stormwater runoff system, the applicant will improve environmental conditions on the site.

4. *Buildable Lot - The subdivision or development project, as proposed, will not result in the creation of individual lots with such physical constraints to development that building on those lots according to pertinent regulations and building standards would be impracticable. (Buildable Lot is defined as "A lot where construction for the use(s) permitted on the site under the Zoning Ordinance is considered impracticable by the City Plan Commission, considering the physical constraints to development of the site as well as the requirements of pertinent federal, state and local regulations.") Lots with such physical constraints to development may be created only if identified as permanent open space or permanently reserved for a public purpose on the approved, recorded plans.*

There will be no physical constraints that impact redevelopment of this property.

5. *Street Access - All proposed development projects and all subdivision lots shall have adequate and permanent physical access to a public street. Lot frontage on a public street without physical access shall not be considered compliance with this requirement.*

Adequate street access is provided.

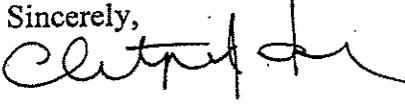
Based on the findings of fact, the City Plan Commission voted to approve the Preliminary Plan Stage for Phase 1 subject to the following conditions:

1. The proposed east-west road through the site shall be designated a private driveway. Whether the road becomes a public right of way shall be addressed at a later date.
2. Trees along the intrenal driveway shall be added either in future phases or if and when it the driveway becomes a public road.
3. The applicant shall work with the Traffic Engineer to upgrade or install signals at the Valley Street intersections with River Ave. and Eagle Street. These improvements are to be made at a time to be determined by the Traffic Engineer. The applicant shall continue to meet with the Department of Planning and Development and the Traffic Engineer to review traffic conditions as the development proceeds, determine key issues, mitigation measures, and the scope of work for additional traffic studies for the various phases of development. The Commission reserves the right to require updates to the study of traffic conditions as deemed necessary as additional phases are brought forward for review and approval.
4. The applicant shall incorporate the comments made by the City Forester regarding the landscaping plan.

5. Approval of the Final Plan shall be subject to the applicant submitting to staff all outstanding requirements, including approvals from CRMD, DPW, and RIDEM. Should there be any substantial change in the plan due to requirements of state or city agencies, the Final Plan shall be brought back before the Commission.

Once the conditions are fulfilled the applicant is required to submit a complete Final Plan set on Mylar to the Planning Division for approval by the Chair and the Administrative Officer.

Sincerely,



Christopher J. Ise  
Administrative Officer

cc: Jannice Ashley, for the Applicant, American Locomotive Works  
Richard A. Licht, for the owners, Jacob Licht, Inc., Emeline Co. and Licht Family  
Realty Associates  
Douglas Still, Department of Public Parks



# Rhode Island Housing

working together to bring you home

December 8, 2008

Mr. Thomas Deller  
Planning and Development Director  
City of Providence  
400 Westminster Street  
Providence, RI 02903

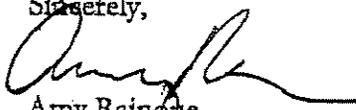
Dear Mr. Deller,

Recent events and press coverage might suggest that the affordability crisis in housing is over. However, here in Rhode Island we do not have enough homes to adequately house our residents. Many existing urban homes, especially multi-family ones, are being destroyed by the foreclosure and abandonment process. Before the housing crisis is cured, Rhode Island will likely lose several thousand homes. Through September of this year alone, Providence experienced over 1,000 actual foreclosures—63% of which are two-to-five family homes. It is estimated that for every single-family owner facing the loss of their home to foreclosure, approximately another 4-5 renter households are losing their residence to eviction due to foreclosure.

Since the State Strategic Housing Plan identified a gap of almost 13,000 affordable homes in 2005 only about 700 affordable homes have been completed. Rhode Island has consistently ranked in the bottom five nationally in new building permit activity. Furthermore, nationally Rhode Island still has the biggest gap between what people earn and homes cost. The average Rhode Island renter hourly wage in 2007 was \$11.61, when in reality the wage required to afford the average rent was \$19.79. In terms of income needed to afford a median priced home, as of September 2008, it was still \$74,000 a year while median Rhode Island annual household income is approximately \$53,568.

While the state has seen some recent declines in housing market activities, including costs in some areas, we are a long way off from having solved this problem for the majority of our Rhode Island households who need affordable homes. We support the continued production of homes average working families can afford.

Sincerely,



Amy Rainone  
Director of Policy

December 8, 2008

Mr. Thomas E. Deller  
Director  
Department of Planning and Redevelopment  
400 Westminster Street, 6<sup>th</sup> Floor  
Providence, RI 02903

**RE: ALCO TIF**

Dear Mr. Deller;

Providence is competing with cities all across this country for new, high-growth businesses and well-paying jobs. In this economy, the work is even more difficult.

ALCO remains one of the few technology based sites in our city with a 'footprint' expansive enough to allow sizeable renovation or new construction. Given the inherent costs of locating a business in the city, higher land costs and rental rates, higher taxes and brownfields issues. The resulting rent cost reduces our competitiveness when compared to the suburbs.

The proposed Job Creation/Economic Development Fund that is part of the ALCO TIF will permit us to competitively negotiate lower rents with technology companies relocating to the city and significantly raise our city's competitive edge. The impact would be long-term, and the bottom line would be more tax revenue, higher-paying jobs and a stronger quality of life for area families and neighborhoods.

Respectfully submitted,



Jay Fluck  
Executive Vice President RI/Partner

JF7302-alco.tif

**THE CITY OF PROVIDENCE  
AGREED-UPON PROCEDURES REPORT**

**INDEPENDENT ACCOUNTANTS REPORT  
ON APPLYING AGREED-UPON PROCEDURES**

To the City of Providence  
Department of Planning and Development  
Providence, RI 020903

RE: American Locomotive Works TIF District  
Providence, RI  
TIF Bond Projections-Project No. 59.

We have performed the procedures enumerated below, which were agreed to by the City of Providence Department of Planning and Development, solely to assist you with respect to the report prepared by MuniCap, Inc. that projects the net revenue available from incremental tax proceeds generated from the development of the residential and commercial project known as American Locomotive Works and debt service payments to repay the bond proceeds used to fund public improvements and bond issuance costs. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which the report has been requested or for any other purpose.

Our procedures and findings are as follows:

- We read the report prepared by MuniCap, Inc. and noted the following in preparation of the computation of the PILOT revenue to support the annual debt service of the projected bond:
  - Total sources and uses of bond funds as detailed in Exhibit A.
  - Bond assumptions as detailed on Exhibit B.
- We noted the following assumptions:
  - The property tax increment revenue.
  - Commercial tax treaty and phased in PILOT proceeds.
  - Bond amortization assumptions.
  - Residential tax rate of 8% for rentals.
  - Revised development summary, tax rates, and base parcel valuations.
  - Updated fiscal impact and projected revenues and tax incremental revenues by parcel.

36 Exchange Terrace Providence, RI 02903-1743 T 401.273.7600 F 401.421.6799  
20 Park Plaza, Suite 400 Boston, MA 02116-4326 T 617.948.2111 F 617.948.2501

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- We recalculated and traced assumptions to the projections and computations used to calculate the available debt service by parcel available to amortize the bond over the projected life assuming the terms projected in Exhibit B. No exceptions were noted.
- We recalculated the additional annual costs to the City of Providence as a result of the proposed development . We noted the following:
  - Based on interviews management conducted with Department of Finance Deputy Director and CFO of City Public Schools, the development will not have an impact on the following departments:
    - City Sergeant, Law Department, Municipal Court, Probate Court, contingencies, Housing Court, Finance Department (excluding street lighting), Commissioner of Public Safety, Department of Communications, building inspections, Department of Public Works (excluding environmental control - street sweeping, snow removal and sewer construction), parks, school department, recorder of deeds, vital statistics, board of licenses, emergency management, Planning and Development, City Council administration, Office of Internal Auditor, archives, Department of Human Services, Office of Arts, Culture and Tourism and P.E.R.A.
- We noted that the additional projected net revenue for all of the parcels to the City of Providence over thirty years from the proposed development after servicing debt and projected annual costs and verified the mathematical accuracy.
- We noted that the calculations in the report are based on projected assumptions of development timing, lease up assumptions, projected tax revenue rates, inflation rates and various other assumptions. These assumptions are management's best estimate of the projected results based on management's knowledge and third party information. Due to the nature of projections, actual results will be different than projections and the differences could be material.

Based upon the agreed upon procedures and findings outlined above, nothing came to our attention that indicates that the projections do not fairly represent the projected results based upon the assumptions used to prepare the report.

We were not engagement to, and did not, conduct an audit, the objective of which would be the expression of an opinion, on the accounting records. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the City of Providence and the Department of Planning and Development and is not intended to be and should not be used by anyone other than those specified parties.

*Restivo Monacelli LLP*

November 20, 2008

## SOURCES AND USES OF FUNDS AND BOND ISSUANCE ASSUMPTIONS

## Sources of funds:

|   |                      |
|---|----------------------|
| Total bond proceeds                     | \$ 11,456,000        |
| Interest earned in the improvement fund | 117,410              |
| Total sources of funds                  | <u>\$ 11,573,410</u> |

## Total uses of funds:

|                        |                      |
|------------------------|----------------------|
| Public improvements    | \$ 7,309,703         |
| Issuance costs         | 1,095,477            |
| Underwriter's discount | 229,120              |
| Capitalized interest   | 1,793,457            |
| Reserve fund           | 1,145,600            |
| Rounding               | 53                   |
| Total uses of funds    | <u>\$ 11,573,410</u> |

## BOND ASSUMPTIONS

|                              |                      |
|------------------------------|----------------------|
| Maturity                     | 24.42 years          |
| Interest                     | 2.42 years           |
| Amortization                 | 22 years             |
| <br>                         |                      |
| Bond coupon rate             | 7.00%                |
| <br>                         |                      |
| Reinvestment rates:          |                      |
| Reserve fund                 | 4.00%                |
| Improvement fund             | 3.00%                |
| Capitalized interest account | 3.00%                |
| <br>                         |                      |
| Date bonds issued            | 1-Feb-09             |
| Dates payments due:          |                      |
| Interest                     | January 1 and July 1 |
| Principal                    | July 1               |
| <br>                         |                      |
| Capitalized interest:        |                      |
| Interest funded through      | 1-Jul-11             |
| Months interest funded       | 29                   |



**The PFM Group**

Public Financial Management, Inc.  
PFM Asset Management LLC  
PFM Advisors

99 Summer Street  
Suite 1020  
Boston, MA 02110-1240

617-330-6914  
617-951-2361 fax  
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November 21, 2008

Thomas Deller,  
Director of Planning and Development  
Providence City Hall  
25 Dorrance Street  
Providence, RI 02903

Dear Mr. Deller:

Public Financial Management, Inc. ("PFM"), as financial advisor to the City of Providence (the "City") has been asked by the City to review the study dated November 11, 2008, (the "Study") prepared by MuniCap, Inc. (the "Consultant") to Eccles & Rouse, Inc. (the "Developer") of the proposed American Locomotive Works (the "Project"), which projects the expected revenues generated from the proposed financing and measures the projected impact of the Project on the City's overall fiscal condition. The Study was undertaken by MuniCap, Inc., an economic consulting firm based in Baltimore who specializes in these types of economic impact studies as they relate to major real estate developments.

The Study examines a number of areas related to the Project development, including the projection of City revenues generated by residential taxes, commercial taxes, and personal property taxes attributable to the American Locomotive Works TIF District. The Study also projects additional revenues that would accrue to the City as a result of the development over time. In addition, the Study estimates other tax revenue, both one time and reoccurring, which will also be available to support City sponsored debt for the Project. Using the assumptions provided by the Consultant, we present the following findings:

**PROJECT PLAN**

The project plan presents an estimate of the project costs and the amounts and sources and uses of funds to be used to defray those costs and includes provisions for tax increment funding and/or financing of project costs in whole or in part. The project plan calls for the construction of a Riverwalk, Traffic Light, Permeable Reactive Barrier, Workforce Housing, Affordable Housing, and Job Creation (see the chart below for an itemized description of the project costs).

| <b>Project Costs</b>                |                    |
|-------------------------------------|--------------------|
| Riverwalk                           | \$596,745          |
| Traffic Light (River Ave)           | \$61,567           |
| Permeable Reactive Barrier Wall     | \$451,391          |
| Workforce Housing                   | \$1,125,000        |
| Affordable Housing (MBS/OHC)        | \$4,375,000        |
| Job Creation/Econ. Development Fund | \$700,000          |
| <b>Total</b>                        | <b>\$7,309,703</b> |

The estimated amount of indebtedness to be incurred is \$11.275 million. The debt service projection assumes an interest rate of 7% with level debt service maturing from 2009 to 2033. Interest is capitalized in fiscal years 2009-2011, so the first principal payment will be made in fiscal year 2012. The Public Improvement Fund has been net funded such that the initial deposit of \$7,193,012, together with interest earnings at 3%, equal the total project cost, assuming funds are disbursed in equal installments to February 1, 2010. See the chart below for sources and uses of funds.

| Sources                   |                     |
|---------------------------|---------------------|
| Par                       | \$11,275,000        |
| Estimated Use of Funds    |                     |
| Public Improvements       | 7,193,012           |
| Debt Service Reserve Fund | 1,127,500           |
| Capitalized Interest      | 1,722,676           |
| Cost of Issuance          | 1,000,000           |
| Underwriter's Discount    | 229,120             |
| Rounding                  | 2,692               |
| <b>Total</b>              | <b>\$11,275,000</b> |

The debt service coverage for the TIF financing is shown below. In fiscal years 2012-2014, the Developer will need to cover the debt service shortfall until sufficient revenue is generated from the project (see "Coverage Ratio" in the chart below).

| Period Ending       | Principal           | Interest <sup>(1)</sup> | Total Debt Service | Debt Service Reserve Fund | Capitalized Interest | Net Debt Service    | Estimated Revenue Stream <sup>(2)</sup> | Approximate Minimum PILOT | Coverage Ratio |
|---------------------|---------------------|-------------------------|--------------------|---------------------------|----------------------|---------------------|---|---------------------------|----------------|
| 7/1/2009            | —                   | 328,854                 | 328,854            | —                         | 328,854              | —                   | —                                       | —                         | N/A            |
| 7/1/2010            | —                   | 789,250                 | 789,250            | —                         | 789,250              | —                   | —                                       | —                         | N/A            |
| 7/1/2011            | —                   | 789,250                 | 789,250            | —                         | 789,250              | —                   | —                                       | —                         | N/A            |
| 7/1/2012            | 100,000             | 789,250                 | 889,250            | 45,100                    | —                    | 844,150             | 231,105                                 | 613,045                   | 0.27           |
| 7/1/2013            | 100,000             | 782,250                 | 882,250            | 45,100                    | —                    | 837,150             | 622,058                                 | 215,092                   | 0.74           |
| 7/1/2014            | 100,000             | 775,250                 | 875,250            | 45,100                    | —                    | 830,150             | 741,733                                 | 88,417                    | 0.89           |
| 7/1/2015            | 100,000             | 768,250                 | 868,250            | 45,100                    | —                    | 823,150             | 876,133                                 | —                         | 1.06           |
| 7/1/2016            | 100,000             | 761,250                 | 861,250            | 45,100                    | —                    | 816,150             | 911,229                                 | —                         | 1.12           |
| 7/1/2017            | 100,000             | 754,250                 | 854,250            | 45,100                    | —                    | 809,150             | 946,326                                 | —                         | 1.17           |
| 7/1/2018            | 145,000             | 747,250                 | 892,250            | 45,100                    | —                    | 847,150             | 1,102,952                               | —                         | 1.30           |
| 7/1/2019            | 190,000             | 737,100                 | 927,100            | 45,100                    | —                    | 882,000             | 1,141,303                               | —                         | 1.29           |
| 7/1/2020            | 200,000             | 723,800                 | 923,800            | 45,100                    | —                    | 878,700             | 1,141,303                               | —                         | 1.30           |
| 7/1/2021            | 325,000             | 709,800                 | 1,034,800          | 45,100                    | —                    | 989,700             | 1,277,657                               | —                         | 1.29           |
| 7/1/2022            | 350,000             | 687,050                 | 1,037,050          | 45,100                    | —                    | 991,950             | 1,277,657                               | —                         | 1.29           |
| 7/1/2023            | 370,000             | 662,550                 | 1,032,550          | 45,100                    | —                    | 987,450             | 1,277,657                               | —                         | 1.29           |
| 7/1/2024            | 520,000             | 636,650                 | 1,156,650          | 45,100                    | —                    | 1,111,550           | 1,426,654                               | —                         | 1.28           |
| 7/1/2025            | 555,000             | 600,250                 | 1,155,250          | 45,100                    | —                    | 1,110,150           | 1,426,654                               | —                         | 1.29           |
| 7/1/2026            | 595,000             | 561,400                 | 1,156,400          | 45,100                    | —                    | 1,111,300           | 1,426,654                               | —                         | 1.28           |
| 7/1/2027            | 765,000             | 519,750                 | 1,284,750          | 45,100                    | —                    | 1,239,650           | 1,589,468                               | —                         | 1.28           |
| 7/1/2028            | 820,000             | 466,200                 | 1,286,200          | 45,100                    | —                    | 1,241,100           | 1,589,468                               | —                         | 1.28           |
| 7/1/2029            | 875,000             | 408,800                 | 1,283,800          | 45,100                    | —                    | 1,238,700           | 1,589,468                               | —                         | 1.28           |
| 7/1/2030            | 1,080,000           | 347,550                 | 1,427,550          | 45,100                    | —                    | 1,382,450           | 1,767,379                               | —                         | 1.28           |
| 7/1/2031            | 1,160,000           | 271,950                 | 1,431,950          | 45,100                    | —                    | 1,386,850           | 1,767,379                               | —                         | 1.27           |
| 7/1/2032            | 1,240,000           | 190,750                 | 1,430,750          | 45,100                    | —                    | 1,385,650           | 1,767,379                               | —                         | 1.28           |
| 7/1/2033            | 1,485,000           | 103,950                 | 1,588,950          | 1,172,600                 | —                    | 416,350             | 1,961,787                               | —                         | 4.71           |
| <b>\$11,275,000</b> | <b>\$14,912,654</b> | <b>\$26,187,654</b>     | <b>\$2,119,700</b> | <b>\$1,907,354</b>        | <b>\$22,160,600</b>  | <b>\$27,859,403</b> | <b>\$916,554</b>                        |                           |                |

(1) Assumes an interest rate of 7.0%

(2) Revenue Stream taken from 11/19/2008 MuniCap Projection #39

It is expected that approximately \$51,074,192 million in revenue will be generated from the financing, of which \$38,305,644 is earmarked to cover debt service. The tax increment financing method is implemented by first designating a tax increment finance district corresponding to the parcels of land benefitting from the proposed improvements. Property values are determined for these parcels, and assessments are "frozen" at that level for normal taxing purposes (see table below).

| Tax Parcel    | Land Value | Building Value | Total Assessed Value |
|---------------|------------|----------------|----------------------|
| 027-0005-0000 | \$307,400  | \$61,100       | \$368,500            |
| 027-0016-0000 | 1,302,800  | 1,592,700      | 2,895,500            |

|               |           |           |                     |
|---------------|-----------|-----------|---------------------|
| 027-0262-0000 | 810,200   | 8,400     | 818,600             |
| 027-0276-0000 | 306,200   | 450,700   | 756,900             |
| 027-0278-0000 | 280,000   | 60,500    | 340,500             |
| 027-0279-0000 | 2,127,700 | 5,792,700 | 7,920,400           |
| 027-0280-0000 | 1,038,700 | 1,491,900 | 2,530,600           |
| 027-0281-0000 | 173,900   | 0         | 173,900             |
| <b>Total</b>  |           |           | <b>\$15,804,900</b> |

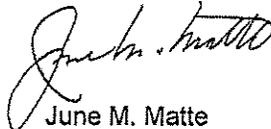
| Type                 | Allocation Percentage | Base Value          |
|----------------------|-----------------------|---------------------|
| For Sale Residential | 5%                    | \$842,856           |
| Rental Apartments    | 25%                   | \$3,932,473         |
| Commercial           | 70%                   | \$11,029,571        |
| <b>Total</b>         |                       | <b>\$15,804,900</b> |

The actual values and assessments of those properties within the tax increment district increase due to the public improvements implemented in the designated areas. Increases in assessed value will result in an increment in tax revenue beyond the frozen base level, and this amount is then diverted to the Developer financing the improvements.

After having reviewed the Consultant's report, PFM believes that the conclusions presented are reasonable given the methodology employed and recognizing that there are limitations to this type of projected fiscal analysis. Overall, the Consultant has been reasonably conservative in the development of the assumptions utilized in the analysis.

Please feel free to contact me if you have any further questions.

Sincerely,



June M. Matte  
Managing Director

**American Locomotive Company (ALCO)  
Tax Incremental Financing and Tax Stabilization Agreement Requests  
Overview**

Struever Brothers Eccles and Rouse (SBER) has requested the city to participate in the redevelopment of the former Uniroyal and Nicholson File properties in the Valley Neighborhood through a Tax Incremental Financing Plan (TIF). Additionally, SBER is requesting a series of Tax Stabilization Agreements (TSA) to insure tax predictability and to assist in the attraction of businesses to the project. The following is a summary of the requests.

**Promenade Center Redevelopment Project and Tax Increment Financing Plan**

By law, a TIF consists of two parts, a redevelopment plan and the TIF plan.

*A. Overview of Redevelopment Plan*

- Defines a Redevelopment Project Area- from Eagle Square to Rt. 95. Updates the 1980's Promenade Redevelopment plan.
- Provides the PRA with the tools and authority to eliminate conditions of blight by providing needed public improvements, encouraging rehabilitation and repair of deteriorated structures, facilitating land assembly and redevelopment, and providing financing for certain public improvements.
- Provides for revitalization of the area, increased employment opportunities for local citizens and tax base expansion.
- Encourages growth of existing businesses and attraction of new businesses.

*B. Overview of Tax Increment Financing Plan*

- Defines Tax Increment Area- Encompasses American Locomotive and Nicholson File projects
- Proposed Improvements to be Paid for by TIF

|                                     |             |
|-------------------------------------|-------------|
| Riverwalk                           | \$597,000   |
| Traffic Light (River Ave)           | \$62,000    |
| Permeable Reactive Barrier Wall     | \$451,000   |
| Workforce Housing                   | \$1,125,000 |
| Affordable Housing (MBS/OHC)        | \$4,375,000 |
| Job Creation/Econ. Development Fund | \$700,000   |

TOTAL \$7,310,000

*C. Summary of Development within the Tax Increment Area*

- *Nicholson File*
  1. Office: 81,000 s.f.
  2. Retail: 142 s.f.
  3. Market-rate rental units: 78
  4. Workforce rental units: 20
- *American Locomotive*

1. Office: 238,044 s.f.
2. Commercial: 85,000 s.f.
3. Retail: 30,138 s.f.
4. Market-rate rental units: 145
5. Workforce rental units: 25
6. Affordable rental units: 85
7. Workforce for-sale units: 5
8. Market-rate for-sale units: 20

*D. TIF Guarantee – As part of the TIF, SBER will be responsible for payment of bond cost shortfall*

*E. Buy Providence/First Source, MBE-WBE, Buy Providence - Mandatory*

*F. Framework of TIF*

- ❖ Trustee Manages TIF
  - Tax Collection
    - All taxes to be paid to Trustee
    - Trustee pays base tax plus 25% of the tax increment to the city prior to making any bond payments. After bond payments are made, any amount in excess of the bond payment are paid to City
    - Trustee makes bond payments
  - TIF Improvements
    - Trustee pays contractors for work approved by the Providence Redevelopment Agency
- ❖ Providence Redevelopment Agency manages expenditure of bond dollars
  - Approves work to be carried out
  - Approves reimbursement requests
  - Forwards approvals to Trustee to pay bills

**Tax Stabilization Requests –**

**An Ordinance To Establish And Grant A Tax Stabilization Plan For Jacob Licht Inc. On Behalf Of Tax Assessor's Lots 5 And 16 Of Plat 27, Being Designated The Jacob Licht Alco Project**

*Residential*

- 78 Market Rate Units
- 20 Workforce Units - limited to 100% of AMI and below
- Stabilization: taxes to be based on 8% of projected rental income

*Commercial*

- 81,000 sq/ft Commercial
- 142 sq/ft retail
- No commercial stabilization

*Compliance with all applicable city requirements*

- MBE/WBE
- First Source
- Buy Providence

*Compliance with rental rates and other requirement to be monitored by Planning & Development*

**For Alco 85 Llc On Behalf Of Tax Assessor's Lot 279 Of Plat 27, Being Designated The Alco 85 Llc Project**

*Residential*

- None

*Commercial*

- 245,180 sq/ft of Commercial
- 25,950 sq/ft of Retail
- Stabilization: 80,000 sq/ft of the total commercial to be stabilized. The stabilization will work as follows: space is held at unimproved value until Certificate of Occupancy is issued; value of improvements to be phased in at 10% per year, until at full value. United Natural Foods Incorporated is to rent 54,000 square feet of this space as of May 2009. The remaining space will require approval from Planning & Development, Tax Collector, Director of Finance and Building Inspector as acceptable tenants are identified.
- This stabilization will not be applicable to any enterprise already located in the City of Providence

*Compliance with all applicable city requirements*

- MBE/WBE
- First Source
- Buy Providence

*Compliance with requirements to be monitored by Planning & Development*

**An Ordinance To Establish And Grant A Tax Stabilization Plan For Gnl Realty Eagle Llc, Ral Realty Limited Partnership, Barbara Rubin, And Betty Licht Krum, As Tenants In Common On Behalf Of Tax Assessor's Lots 276, 280, And 281 Of Plat 27, Being Designated The Alco Lot 261 Project Proposed Development**

*Residential*

Lot 280

- 85 Affordable Rental Units - limited to 60% of AMI and below
- 25 Workforce Rental Units - limited to 100% of AMI and below
- 145 Market Rental Units
- Stabilization: Value to be held at unimproved value until Certificate of Occupancy is issued. Taxes to be based on 8% of projected rental income. Affordability restrictions and stabilization to stay in effect for 25 years from adoption of ordinance.
- Profit Sharing: 50% of the profit realized from the operation of the newly constructed 132 unit mixed income development shall be split between the City of Providence, the State of Rhode Island and RI Housing based on the percent of their investment into the development. The proceeds shall be paid to the

Providence Housing Trust for the development of additional affordable housing in the City.

Lot 281

- 5 Workforce Residential for sale units
- 20 Market Residential for sale units
- Stabilization: Value to be held at unimproved value until Certificate of Occupancy is issued. If units are rented prior to sale, taxes to be based on 8% of projected rental units. Once units are sold, taxes are based on full value.

*Commercial*

Lot 276

- 54,512 sq/ft Commercial
- Stabilization: Will require approval from Planning & Development, Tax Collector, Director of Finance and Building Inspector as acceptable tenants are identified. After approval process, value to be held at unimproved value until Certificate of Occupancy is issued. Value of improvements to be phased in at 10% per year, until at full value.
- This stabilization will not be applicable to any enterprise already located in the City of Providence

*Compliance with all applicable city requirements*

- MBE/WBE
- First Source
- Buy Providence

*Compliance with rental rates and other requirement to be monitored by Planning & Development*