

**RHODE ISLAND LIFE SCIENCE HUB
MEETING OF DIRECTORS
SPECIAL MEETING SESSION**

July 11, 2024

The Board of Directors (the “**Board**”) of the Rhode Island Life Science Hub (the “**RILSH**”) met on July 11, 2024, in Special Meeting Session, beginning at 8:03 a.m.

The following Directors were present and participated throughout the meeting virtually as indicated: Neil Steinberg, Commerce Secretary Liz Tanner*, Dr. Kerry Evers, Armand Sabitoni, Ernie Almonte, Dr. Barbara Wolf on behalf of Dr. Marc Parlange, Dr. Jack Warner, John Fernandez*, Ted Carr, Dr. Christina Paxson, Brian Britson and Dr. Mukesh Jain. Dr. Michael Wagner and Dr. Chris Thanos were not in attendance.

Also present were: Dr. Patrice Milos, Interim President of the RILSH, Lilia Holt, Vice President of the RILSH, and Karen Grande and Douglas Gray, both of Locke Lord LLP.

*Arrived at 8:06 a.m.

1. CALL TO ORDER AND OPENING REMARKS.

At 8:03 a.m., Chair Steinberg called the Executive Session to order, indicating that a quorum was present.

2. TO APPROVE THE PRIOR OPEN SESSION MEETING MINUTES.

Chair Steinberg sought a motion to approve the RILSH Open Session meeting minutes from the previous meeting held on June 11, 2024.

Upon a motion duly made by Mr. Sabitoni and seconded by Dr. Evers, the following vote was unanimously adopted:

VOTED: To approve the Open Session minutes of the last RILSH Board meeting from June 11, 2024, as submitted and without change attached as **Exhibit B** hereto.

3. TO RECEIVE AN UPDATE ON INSURANCE POLICIES AND COVERAGE FOR THE RILSH.

Ms. Holt shared that the RILSH issued an RFP for an insurance broker two weeks ago, which remained open for a week and garnered two responses. Ms. Holt explained that the RILSH is currently in the application process with one provider for Director and Officer Insurance, General Liability Insurance and other coverages, such as Worker’s Compensation. She noted that the insurance broker will provide a complete package for the RILSH to review, and Ms. Holt estimates that the RILSH will be able to enter an agreement within the next week. She further noted that the RILSH aims to have coverage in place before issuing funds to other organizations.

4. TO CONVENE IN EXECUTIVE SESSION.

Chair Steinberg asked for a motion to go into Executive Session to approve the Executive Session meeting minutes from the June 11, 2024 Regular Board meeting held pursuant to R.I. GEN. LAWS § 42-46-5(a)(1); and also to consider, discuss and vote on a matter related to the investment of public funds through the RILSH to support the development and operations of a laboratory incubator pursuant to R.I. GEN. LAWS § 42-46-5(a)(7), subject to successful contract negotiations.

Upon motion duly made by Dr. Paxson and seconded by Mr. John Fernandez, the RILSH Board unanimously in a roll call vote:

VOTED: That the RILSH Board go into Executive Session to approve the minutes from the June 11, 2024 RILSH Executive Session held pursuant to R.I. Gen. Laws § 42-46-5(a)(1) and to consider, discuss and vote on a matter related to the investment of public funds through the RILSH pursuant to R.I. Gen. Laws § 42-46-5(a)(7).

5. TO CONCLUDE THE EXECUTIVE SESSION AND RETURN TO OPEN SESSION.

Chair Steinberg declared at 8:46 a.m. that the meeting was re-opened, and the Open Session restarted and the Executive Session concluded. The RILSH Board reinitiated the public Zoom connection.

6. TO REPORT IN OPEN SESSION REGARDING THE VOTE TAKEN IN THE EXECUTIVE SESSION.

Chair Steinberg reported that the RILSH Board has voted to approve the awarding of the contract to develop, build and operate the RILSH Incubator and approving public funds through the RILSH subject to successful contract negotiations and that the RILSH team would be seeking to negotiate a contract for such. He reminded the Board that the contract would be subject to the RILSH Board approval in Open Session. Chair Steinberg noted that additional disclosure regarding approved minutes that considered and discussed the terms and details of the contract may jeopardize any strategy and negotiation, and therefore did not need to be disclosed at this time in accordance with R.I. Gen. Laws § 42-46-4(b). Dr. Milos reminded the Board of the confidential nature of the Executive Session discussions and the need to maintain confidentiality.

Chair Steinberg also reported that the Board approved the Executive Session minutes from the June 11, 2024 Regular Board meeting.

7. TO VOTE TO MAINTAIN THE CONFIDENTIALITY OF THE EXECUTIVE SESSION MINUTES.

Chair Steinberg sought a motion to maintain the confidentiality of the July 11, 2024 Executive Session Minutes pursuant to R.I. Gen. Laws §§ 42-46-4 and 42-46-5.

Upon motion duly made by Mr. Sabitoni and seconded by Mr. Fernandez, the following vote was unanimously adopted by the RILSH Board upon a roll call vote:

VOTED: That the RILSH votes to maintain confidentiality of the Executive minutes for July 11, 2024.

8. TO APPROVE THE RILSH INTERIM PRESIDENT TO ENTER INTO A CONTRACT AGREEMENT WITH THE PROJECT MANAGER PURSUANT TO THE RILSH PURCHASING PROCEDURES.

Chair Steinberg discussed the need for the RILSH to issue an RFP to select a Project Manager for overseeing the Incubator Lab space design and construction. He noted that upon the RILSH Incubator Subcommittee picking a winning bidder pursuant to the RFP process, the RILSH shall enter into a contract with the winning bidder subject to successful contract negotiations. Chair Steinberg then requested approval from the Board for the Interim President to enter into a contract agreement for a Project Manager pursuant to the RILSH Purchasing Procedures once a winning bidder is selected.

Upon motion duly made by Mr. Sabitoni and seconded by Mr. Almonte, the following vote was unanimously adopted:

VOTED: To approve the RILSH to issue an RFP seeking a Project Manager for the overseeing of the Incubator Lab space design and construction attached as **Exhibit C** hereto, in consultation with the RILSH Incubator Subcommittee. After picking a winning bidder pursuant to the RFP process, the RILSH Authorized Officers are authorized to enter into a contract with the winning bidder subject to successful contract negotiations.

9. TO INTRODUCE AND DISCUSS THE RILSH NEUROSCIENCE DAY.

Interim President Milos discussed the concept of the RILSH Neuroscience Day, given that Neuroscience is a signature area within the state across institutions. She noted that a convening of around 200 people from Rhode Island and neighboring states, academic institutions, and companies would highlight the value Rhode Island brings to the study of Neuroscience. Interim President Milos then invited all members of the Board to be in contact if they have ideas, contacts, or are otherwise interested. She noted that the goal is to host an event in January, with Ms. Holt sharing that such an event would help maintain a regular cadence of events in Rhode Island.

10. **TO CONSIDER FOR APPROVAL THE OMNIBUS BUSINESS RESOLUTIONS AND THE GENERAL AUTHORIZING RESOLUTION FOR THE RILSH.**

Next, Chair Steinberg sought a motion for approval of the Omnibus Business Resolutions and the General Authorizing Resolution as previously circulated to the RILSH Board with the addition of the Vice President as an “Authorized Officer” noted to enable the RILSH to perform all necessary actions to enact the resolutions the Board approved today.

Upon motion duly made by Mr. Carr and seconded by Mr. Fernandez, the following was approved:

OMNIBUS BUSINESS RESOLUTIONS AND GENERAL AUTHORIZING RESOLUTIONS

RESOLVED: That the Chair, the Vice Chair, the Vice President, the Secretary and the Interim President (each, an “**Authorized Officer**”) of the RILSH be, and each of them hereby is, severally authorized, empowered and directed, in the name of and for and on behalf of the RILSH to negotiate, execute, deliver, enter into and perform such further agreements, instruments, guarantees and other documents as may be necessary or advisable in connection with, or as may be required by, the foregoing votes and related documents.

RESOLVED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such Authorized Officer deems necessary or advisable in order to implement the foregoing votes and resolutions;

RESOLVED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to take such further action as each may deem necessary or appropriate to carry out the purposes of the above resolutions; and

RESOLVED: That all instruments, certificates, and documents previously executed and delivered and all prior actions taken by the directors and officers of the Hub prior to the effectiveness of this consent with respect to the foregoing resolutions and the transactions contemplated thereby are ratified, confirmed, approved and adopted in all respect.

11. **TO DISCUSS THE AUGUST 27, 2024 BOARD MEETING DATE.**

Next, Chair Steinberg reminded the Board that the next Board meeting is scheduled for August 27, 2024.

12. **TO ADJOURN.**

In closing, Chair Steinberg thanked the Directors for a very productive meeting.

There being no further business in Public Session, the meeting was adjourned by a unanimous vote of the Board at 8:58 a.m. after motion made by Dr. Paxson and seconded by Mr. Fernandez.

Dr. Michael Wagner, Secretary

EXHIBIT A
RHODE ISLAND LIFE SCIENCE HUB
PUBLIC MEETING NOTICE

July 11, 2024

The Special Meeting of the Board of Directors of the Rhode Island Life Science Hub will be held on July 11, 2024, at [8:00 a.m.]. The meeting will be held virtually, via online videoconferencing.

Members of the public may attend the meeting via online videoconferencing or telephone conference. To access the meeting by video conference, please click on the meeting link below.

Zoom Link:

<https://us06web.zoom.us/j/89125926436?pwd=bl0izU7HZcTa5s06ewEqwRjb29wmKb.1>

Zoom Dial-in:

US: +1 309 205 3325

Webinar ID: 891 2592 6436

Passcode: 221331

1. Call to order, confirm quorum and opening remarks.
2. To consider for approval Open Session Meeting Minutes for the June 11, 2024, regular board meeting. *
3. To receive an update on insurance policies and coverage for the RI Life Science Hub.
4. Vote to convene in Executive Session,
 - a. pursuant to R.I. Gen. Laws § 42-46-5(a)(7) to consider, discuss, and vote on a matter related to the question of the investment of public funds through the RI Life Science Hub to support the development and operations of a laboratory incubator, subject to successful contract negotiations;
 - b. and to approve Executive Session Meeting Minutes for the June 11, 2024, regular board meeting of the Rhode Island Life Science Hub. *
5. Vote to conclude Executive Session and return to Open Session. *
6. To report in Open Session regarding the votes taken in Executive Session.
7. Vote to maintain confidentiality of Executive Session minutes. *
8. Vote to approve RILSH Interim President to enter into contract agreement with Project Manager, pursuant to The Rhode Island Life Science Hub Purchasing Procedures. *
9. To introduce and discuss Rhode Island Neuroscience Day.

10. To consider for approval Omnibus Business Resolutions and General Authorizing Resolution for the RI Life Science Hub. *
11. Confirm the next monthly board meeting dates.
12. Motion and vote to adjourn. *

* Indicates a vote is, or may be, needed.

Pursuant to the Open Meetings Law, any additional items added to the agenda by a majority vote of the members shall be for “informational purposes only and may not be voted on except where necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to an appropriate committee or to another body or official.”

Those persons requiring reasonable accommodations requested to contact **Rhode Island Relay** (Dial 711) in advance of the meeting date. Information regarding Rhode Island Relay may be found at <https://hamiltonrelay.com/rhode-island/>.

Dated: July 8, 2024

EXHIBIT B
RHODE ISLAND LIFE SCIENCE HUB
MEETING OF DIRECTORS
PUBLIC SESSION

June 11, 2024

The Board of Directors (the “**Board**”) of the Rhode Island Life Science Hub (the “**RILSH**”) met on June 11, 2024, in Public Session, beginning at 2:00 p.m., pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Neil Steinberg, Commerce Secretary Liz Tanner, Dr. Patrice Milos, Dr. Kerry Evers*, Armand Sabitoni*, Ernie Almonte*, Ms. Quenby Hughes* on behalf of Dr. Jack Warner, John Fernandez, Dr. Chris Thanos*, Ted Carr, Dr. Marc Parlange*, Dr. Christina Paxson*, and Dr. Michael Wagner. Brian Britson and Dr. Mukesh Jain were not in attendance.

Also present were: Lilia Holt, Vice President of Business Development, of the Rhode Island Commerce Corporation, and Karen Grande, Esq. and Douglas Gray, Esq., both of Locke Lord LLP.

*Present and participated remotely via videoconference.

1. CALL TO ORDER AND OPENING REMARKS.

At 2:08 p.m., Chair Steinberg called the meeting to order, indicating that a quorum was present. Chair Steinberg opened the meeting by introducing Mr. Ted Carr, the recently hired Director of Economic Development for the City of Providence, and a new member of the Board. Chair Steinberg recapped the RILSH Inaugural Summit, noting that nearly six hundred people registered for the event. He explained that the event inspired a lot of interest across the private sector and academia. He informed the Board that the event cost the RILSH about \$76,000 in total.

2. TO APPROVE THE MEETING MINUTES FOR THE APRIL 23, 2024, REGULAR BOARD MEETING AND OPEN SESSION MEETING MINUTES FROM THE MAY 9, 2024, AND MAY 15, 2024, SPECIAL BOARD MEETINGS.

Chair Steinberg sought a motion to approve the Meeting Minutes from the previous Open Session and Special Board Meetings.

Upon motion duly made by Mr. Sabitoni and seconded by Dr. Wagner, the following vote was unanimously adopted:

VOTED: To approve the Open Session minutes of the last three Board meetings from (1) April 23, 2024; (2) May 9, 2024; and (3) May 15, 2024, as submitted in **Exhibit B** hereto.

3. TO RECEIVE AN UPDATE FROM KORN FERRY ON THE EXECUTIVE SEARCH PROCESS FOR PRESIDENT AND CEO.

Chair Steinberg discussed the progress of the Korn Ferry executive search as Philip Duffy of Korn Ferry was unable to attend, but had communicated with Chair Steinberg in advance. Chair Steinberg reminded everyone that the appointment is subject to the consent of the Senate. The process will continue and will be subject to advise and consent by the Senate, hopefully as early as January 2024. Korn Ferry expects to narrow the candidate pool in the fall.

4. TO REVIEW AND APPROVE THE CONTRACT FOR AN INTERIM PRESIDENT OF THE RILSH.

Chair Steinberg discussed the decision of the Board to offer Dr. Patrice Milos the position of Interim President. The position is scheduled to start on July 1, 2024, with an initial term of three months and will extend monthly thereafter until either party chooses to terminate the contract. Lilia Holt will continue to work with Dr. Milos and will be offered a position at RILSH. Dr. Milos will only be compensated with a monthly payment and has declined all other benefits. Dr. Milos, as a clear conflict was present, recused herself from the vote and executed the required recusal form.

Upon motion duly made by Secretary Tanner and seconded by Dr. Wagner, the following vote was unanimously adopted (with Dr. Milos recusing herself):

VOTED: To approve the Interim President Agreement between the RILSH and Dr. Patrice Milos pursuant to the form of contract presented to the Board and attached hereto as **Exhibit C.**

5. TO CONSIDER AND APPOINT A NEW CORPORATE SECRETARY OF THE RILSH.

Chair Steinberg discussed the need to replace Dr. Milos as Corporate Secretary, given her new role as Interim President. Dr. Michael Wagner was proposed to serve as the new Corporate Secretary. Dr. Wagner, as a clear conflict was present, recused himself from the vote and executed the required recusal form.

Upon motion duly made by Dr. Milos and seconded by Mr. Sabitoni, the following vote was unanimously adopted (with Dr. Wagner recusing himself):

VOTED: To approve Dr. Michael Wagner to assume the role of Corporate Secretary of the RILSH to replace Dr. Patrice Milos effective immediately.

6. TO DISCUSS THREE PROPOSALS MADE FOR THE RILSH INCUBATOR DEVELOPMENT AND OPERATIONS RFP AND RECEIVE UPDATES FROM THE RFP REVIEW COMMITTEE.

Lilia Holt reminded the Board that the RFP was issued on April 23rd and noted that an addendum to questions by potential candidates has been listed on the state procurement website. She informed the Board that three responses were received by the deadline of May 15, 2024. Ms. Holt shared that the RILSH established a scoring card and a Review Committee (“Committee”) for purposes of reviewing the applications. She noted that responses and scores were based on the criteria provided to each of the recipients. Dr. Milos explained that the Committee consists of

herself, Mr. Thanos, Dr. Evers, Mr. Sabitoni, Mr. Almonte, Chair Steinberg, and Ms. Holt. Based on the proposals received and after the first round of scoring, the Committee has narrowed selection down to two candidates, Ancora L&G and CIC Wexford Science and Technology. The Committee is aiming to make a final determination by the end of July with a full project completion expected in about a year. The Committee is in the process of scheduling meetings with the two remaining candidates and offered to provide members of the Board who are interested with copies of the proposals.

7. TO REPORT AND PROVIDE UPDATES REGARDING THE RILSH SMALL GRANT PROGRAM.

Chair Steinberg shared with the Board that the small grant has been posted to the website, Rlifesience.com. He also noted that RI Bio has hired a new Executive Director set to start on July 1st, which works well for collaboration purposes with the RILSH. Chair Steinberg further noted the RILSH aims to develop a cadence for announcing grant awardees on a monthly basis.

8. TO RECEIVE A PRESENTATION ON THE ACCESS TO PUBLIC RECORDS ACT (“APRA”) REGULATIONS FROM LOCKE LORD LLP AND ADOPT PROPOSED REGULATIONS IN ACCORDANCE WITH THE ADMINISTRATIVE PROCEDURES ACT TO COMPLY WITH APRA.

Chair Steinberg introduced Ms. Karen Grande of Locke Lord, who presented on the Access to Public Records regulations and its adoption process. Ms. Grande’s presentation and the proposed regulation are attached hereto as **Exhibit D.**

Upon motion duly made by Mr. Fernandez and seconded by Dr. Wagner, the following vote was unanimously adopted:

VOTED: To approve the form of proposed regulations for the Access to Public Records Act regulations and to undertake rule making in accordance with the Rhode Island Administrative Procedures Act, Rhode Island General Laws Chapter § 42-35.

9. TO CONVENE IN EXECUTIVE SESSION TO APPROVE THE EXECUTIVE SESSION MEETING MINUTES FROM THE MAY 9, 2024, AND MAY 15, 2024 SPECIAL BOARD MEETINGS HELD IN EXECUTIVE SESSION PURSUANT TO R.I. GEN. LAWS §42-46-5(A)(1) TO CONSIDER AND DISCUSS THE JOB PERFORMANCE AND CHARACTER OF CANDIDATES FOR PRESIDENT AND CEO OF THE RILSH.

Chair Steinberg convened a brief Executive Session for the sole purpose of approving minutes from the prior Executive Sessions held on May 9, 2024, and May 15, 2024.

Upon motion duly made by Secretary Tanner and seconded by Mr. John Fernandez, the following vote was unanimously adopted:

VOTED: That the RILSH Board go into Executive Session to approve the Minutes from the May 9, 2024, and May 15, 2024, RILSH Executive Sessions held pursuant to R.I. Gen. Laws § 42-46-5(a)(1) where the Board consider and

discuss the job performance and character of candidates for President and CEO of the Rhode Island Life Science Hub.

10. VOTE TO CONCLUDE EXECUTIVE SESSION AND RETURN TO OPEN SESSION.

Next, Chair Steinberg sought a motion to conclude the Executive Session and return to Open Session of the RILSH Board in accordance with the Open Meetings Law.

Upon motion duly made by Dr. Evers and seconded by Mr. John Fernandez, the following vote was unanimously adopted:

VOTED: To conclude the Executive Session held for the sole purpose of approving the minutes from the prior Executive Sessions conducted on May 9, 2024, and May 15, 2024.

11. TO REPORT IN OPEN SESSION REGARDING THE VOTE TAKEN IN EXECUTIVE SESSION.

Chair Steinberg reported that the RILSH Board has approved the Executive Session Minutes from the May 9, 2024, and May 15, 2024, Executive Sessions Meetings where the Board considered and discussed the candidates for the position of CEO and President of the RILSH, subject to the negotiation of a satisfactory contract. He noted that the RILSH Board's selection for CEO and President of the RILSH is ultimately subject to the advice and consent of the Senate. Chair Steinberg noted that additional disclosure regarding approved minutes that considered and discussed the terms and details of the contract may jeopardize any strategy and negotiation, and therefore did not need to be disclosed at this time in accordance with R.I. Gen. Laws § 42-46-4(b). He informed the Board that the final contract with the successful candidate will require approval by the full Board in Open Session at a RILSH meeting, as required by the Quasi-Public Corporation Accountability and Transparency Act.

12. TO VOTE TO MAINTAIN CONFIDENTIALITY OF EXECUTIVE SESSION MINUTES.

Chair Steinberg sought a motion to maintain the confidentiality of the May 9, 2024, May 15, 2024, and today's Executive Session Minutes pursuant §§ 42-46-4 and 42-46-5.

Upon motion duly made by Secretary Tanner and seconded by Mr. Fernandez, the following vote was unanimously adopted:

VOTED: That the RILSH agrees to maintain confidentiality of the Executive Session minutes for May 9, 2024, May 15, 2024, and June 11, 2024.

13. TO CONSIDER FOR APPROVAL OMNIBUS BUSINESS RESOLUTIONS AND GENERAL AUTHORIZING RESOLUTION FOR THE RILSH.

Next, Chair Steinberg sought a motion for approval of the Omnibus Business Resolutions and General Authorizing Resolution to enable the RILSH to perform all necessary actions to enact the resolutions the Board approved today.

Upon motion duly made by Dr. Wagner and seconded by Secretary Tanner, the following was approved:

OMNIBUS BUSINESS RESOLUTION

RESOLVED: That the Chair, the Vice Chair, the Secretary and the Interim President (each, an “**Authorized Officer**”) of the RILSH be, and each of them hereby is, severally authorized, empowered and directed, in the name of and for and on behalf of the RILSH to negotiate, execute, deliver, enter into and perform such further agreements, instruments, guarantees and other documents as may be necessary or advisable in connection with, or as may be required by, the foregoing votes and related documents.

RESOLVED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such Authorized Officer deems necessary or advisable in order to implement the foregoing votes and resolutions;

RESOLVED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to take such further action as each may deem necessary or appropriate to carry out the purposes of the above resolutions; and

RESOLVED: That all instruments, certificates, and documents previously executed and delivered and all prior actions taken by the directors and officers of the Hub prior to the effectiveness of this consent with respect to the foregoing resolutions and the transactions contemplated thereby are ratified, confirmed, approved and adopted in all respect.

14. TO DISCUSS JULY 2024 BOARD MEETING DATE.

Next, Chair Steinberg reminded the Board that the July Board meeting is scheduled for July 23rd.

15. TO ADJOURN.

In closing, Chair Steinberg thanked the Directors for a very productive meeting.

There being no further business in Public Session, the meeting was adjourned by a unanimous vote of the Board at 2:55 p.m. after motion made by Secretary Tanner and seconded by Mr. Fernandez.

Dr. Michael Wagner, Secretary

Exhibit A

RHODE ISLAND LIFE SCIENCE HUB

PUBLIC MEETING NOTICE

June 11, 2024

The Regular Meeting of the Board of Directors of the Rhode Island Life Science Hub will be held on June 11, 2024, at 2:00 p.m. The meeting will be held at the Rhode Island Nursing Education Center located at 350 Eddy Street, Room A305, Providence, RI 02903.

Members of the public may attend the meeting in-person, via online videoconferencing or telephone conference. To access the meeting by video conference, please click on the meeting link below.

Zoom Link:

<https://us06web.zoom.us/j/81381910426?pwd=9j4FmYu-LcVdnlWoTXxh4VdHO54agQ.ggnRjCI2xhgYoeKe>

Passcode: 106639

1. Call to order and confirm quorum.
2. Opening remarks from the Chair and provide a recap on the RI Life Science Hub Inaugural Summit.
3. To consider for approval the Prior Meeting Minutes for the April 23, 2024, regular board meeting, and Open Session meeting minutes from the May 9, 2024, and May 15, 2024, special board meetings.*
4. To receive an update from Korn Ferry on the executive search process for President and CEO.
5. To review and approve the contract for an Interim President of the RI Life Science Hub.*
6. Consider and appoint new Corporate Secretary of the RI Life Science Hub.*
7. To discuss the three proposals made for the RI Life Science Hub Incubator Development and Operations RFP and updates from the RFP review committee.
8. To report and provide updates to the RI Life Science Hub Small Grant Program.
9. To receive a presentation on the Access to Public Records Act (“APRA”) regulations from Locke Lord LLP and adopt proposed regulations in accordance with the Administrative Procedures Act to comply with APRA.*
10. Vote to convene in Executive Session to approve Executive Session meeting minutes from the May 9, 2024, and May 15, 2024, special board meetings which were held in

Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(1) to consider and discuss the job performance and character of candidates for President and CEO of the Rhode Island Life Science Hub.*

11. Vote to conclude Executive Session and return to Open Session.*
12. To report in Open Session regarding the vote taken in Executive Session.
13. Vote to maintain confidentiality of Executive Session minutes.*
14. To consider for approval Omnibus Business Resolutions and General Authorizing Resolution for the RI Life Science Hub.*
15. Confirm the next monthly board meeting dates.
16. Motion and vote to adjourn.*

* Indicates a vote is, or may be, needed.

Pursuant to the Open Meetings Law, any additional items added to the agenda by a majority vote of the members shall be for “informational purposes only and may not be voted on except where necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to an appropriate committee or to another body or official.”

Those persons requiring reasonable accommodations requested to contact **Rhode Island Relay** (Dial 711) in advance of the meeting date. Information regarding Rhode Island Relay may be found at <https://hamiltonrelay.com/rhode-island/>.

Dated: June 6, 2024

Exhibit B - Meeting Minutes

RHODE ISLAND LIFE SCIENCE HUB

MEETING OF DIRECTORS

PUBLIC SESSION

May 9, 2024

The Board of Directors (the “**Board**”) of the Rhode Island Life Science Hub (the “**RILSH**”) met on May 9, 2024, in Public Session, beginning at 7:30 a.m., pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Neil Steinberg, Commerce Secretary Liz Tanner*, Dr. Patrice Milos, Dr. Kerry Evers, Armand Sabitoni*, Ernie Almonte, Dr. Mukesh Jain, Brian Britson, John Fernandez**, Dr. Patrick Vivier as designee for Dr. Marc Parlange, Dr. Michael Wagner* and Dr. Chris Thanos***.

Directors absent were: Dr. Jack Warner and Dr. Christina Paxson.

Also present were: Lilia Holt, Vice President of Business Development of the Rhode Island Commerce Corporation, Phillip Duffy of Korn Ferry and Karen Grande, Esq.**** and Douglas Gray, Esq.***** of Locke Lord LLP.

*Present and participated remotely via videoconference.

** Joined Meeting at 9:45 a.m.

*** Left the meeting at 12:00 p.m.

**** Left Meeting at 8:00 am and rejoined Meeting at 2:30 p.m.

***** Joined Meeting at 2:30 p.m

1. CALL TO ORDER AND OPENING REMARKS.

At 7:30 a.m., Chair Steinberg called the meeting to order, indicating that a quorum was present.

2. TO CONVENE IN EXECUTIVE SESSION.

Chair Steinberg disclosed that the candidates were provided prior written notice that the RILSH Board would be considering and discussing the job performance and character of each of the three candidates for President and CEO of the RILSH. This part of the meeting could be held during Open Session; however, each of the candidates expressed in writing that for personal and professional reasons they preferred the discussion not be held during Open Session. After a brief discussion, upon a motion made by Mr. Sabitoni and seconded by Mr. Almonte, the RILSH Board unanimously in a roll call vote:

VOTED: That the RILSH Board go into Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(1) to consider and discuss the job performance and character of the candidates for President and CEO of the RILSH.

3. TO CONCLUDE THE EXECUTIVE SESSION AND RETURN TO OPEN SESSION.

Chair Steinberg declared at 2:30 p.m. that the meeting was re-opened, and the Open Session restarted and the Executive Session concluded. The RILSH Board initiated the public Zoom connection. Attorneys Karen Grande and Douglas Gray from Locke Lord LLP rejoined the meeting.

4. TO REPORT IN OPEN SESSION REGARDING THE VOTE TAKEN IN THE EXECUTIVE SESSION.

Chair Steinberg reported that having concluded the Executive Session of the RILSH Board meeting, he wanted to report that the RILSH Board had voted to offer one of the candidates the position of CEO and President of the Hub, subject to negotiation of a satisfactory contract. Chair Steinberg further noted for the record that the RILSH Board's selection for CEO and President of the Hub is ultimately subject to the advice and consent of the Senate after completing the terms and conditions of an employment agreement.

Chair Steinberg further noted to the RILSH Board that additional disclosure regarding the terms and details of the contract may jeopardize any strategy and negotiation and, therefore, need not be disclosed at this time in accordance with R.I. Gen. Laws § 42-46-4(b). The final contract with the successful candidate will be approved by the full Board in Open Session at a RILSH meeting as required by the Quasi-Public Corporation Accountability and Transparency Act.

5. TO VOTE TO MAINTAIN THE CONFIDENTIALITY OF THE EXECUTIVE SESSION MINUTES.

A discussion was had regarding the nature of the personal and professional matters related to the three candidates and the need to maintain the confidentiality of the Executive Session minutes of the RILSH Board's Executive Session considering and discussing the candidates for CEO and President of the Hub pursuant to the Rhode Island Open Meetings Law. Questions were asked and answered, and thereafter upon a motion made by Mr. Almonte and Seconded by Mr. Sabitoni, the RILSH Board unanimously upon a roll call:

VOTED: To maintain the confidentiality of the Executive Session minutes of the RILSH Board's Executive Session.

6. TO CONSIDER FOR APPROVAL THE OMNIBUS BUSINESS RESOLUTIONS AND GENERAL AUTHORIZING RESOLUTION FOR THE RILSH.

Next, Chair Steinberg discussed the importance of maintaining good corporate governance and informed the Board of the need to finish each of the RILSH Board meetings with the Omnibus Business Resolutions and General Authorizing Resolution to enable the RILSH to perform all necessary actions to enact the Resolutions the Board approved today.

Upon a motion duly made by Mr. Fernandez and seconded by Dr. Milos, the following was approved:

OMNIBUS BUSINESS RESOLUTION

VOTED: That any Authorized Officer of the RILSH be, and each of them hereby is, severally authorized, empowered and directed, in the name of and for and on behalf of the Hub to negotiate, execute, deliver, enter into and perform such further agreements, instruments, guarantees and other documents as may be necessary or advisable in connection with, or as may be required by, the foregoing votes and related documents.

VOTED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such Authorized Officer deems necessary or advisable in order to implement the foregoing votes and resolutions;

VOTED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to take such further action as each may deem necessary or appropriate to carry out the purposes of the above resolutions; and

VOTED: That all instruments, certificates, and documents previously executed and delivered and all prior actions taken by the directors and officers of the RILSH prior to the effectiveness of this consent with respect to the foregoing resolutions and the transactions contemplated thereby are ratified, confirmed, approved and adopted in all respect.

7. TO ADJOURN.

In closing, Chair Steinberg thanked the Directors for a very productive meeting.

There being no further business in Public Session, the meeting was adjourned by a unanimous vote of the Board at 4:00 p.m. after motion made by Mr. Almonte and seconded by Mr. Fernandez.

Dr. Patrice Milos, Secretary

EXHIBIT A

RHODE ISLAND LIFE SCIENCE HUB PUBLIC MEETING NOTICE May 9, 2024

The Special Meeting of the Board of Directors of the Rhode Island Life Science Hub will be held on May 9, 2024, at [7:30 a.m.]. The meeting will be held at CIC Providence located at 225 Dyer Street, Easton Room, Providence, RI 02903.

Members of the public may attend the meeting in-person, via online videoconferencing or telephone conference. To access the meeting by video conference, please click on the meeting link below.

Microsoft Teams Link:

<https://events.gcc.teams.microsoft.com/event/627c1c7d-8a17-4568-a86d-a739e8651ced@360de654-fd8e-4fc6-8fb6-8faa00c3a270>

1. Call to order, confirm quorum and opening remarks.
2. Vote to convene in Executive Session, pursuant to R.I. Gen. Laws § 42-46-5(a)(1) to consider and discuss the job performance and character of candidates for President and CEO of the Rhode Island Life Science Hub. *
3. To discuss, consider and vote in Executive Session regarding the selection of candidate(s) for President and CEO of the Rhode Island Life Science Hub, subject to successful contract negotiations and the advice and consent of the Rhode Island Senate. *
4. Vote to conclude Executive Session and return to Open Session. *
5. To report in Open Session regarding the vote taken in Executive Session.
6. Vote to maintain confidentiality of Executive Session minutes. *
7. To consider for approval Omnibus Business Resolutions and General Authorizing Resolution for the RI Life Science Hub. *
8. Motion and vote to adjourn. *

* Indicates a vote is, or may be, needed.

Pursuant to the Open Meetings Law, any additional items added to the agenda by a majority vote of the members shall be for “informational purposes only and may not be voted on except where

necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to an appropriate committee or to another body or official.”

Those persons requiring reasonable accommodations requested to contact **Rhode Island Relay** (Dial 711) in advance of the meeting date. Information regarding Rhode Island Relay may be found at <https://hamiltonrelay.com/rhode-island/>.

Dated: May 6, 2024

**RHODE ISLAND LIFE SCIENCE HUB
MEETING OF DIRECTORS
PUBLIC SESSION**

May 15, 2024

The Board of Directors (the “**Board**”) of the Rhode Island Life Science Hub (the “**RILSH**”) met on May 15, 2024, in Public Session, beginning at 2:00 p.m., pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Neil Steinberg, Commerce Secretary Liz Tanner*, Dr. Patrice Milos, Dr. Kerry Evers*, Armand Sabitoni, Ernie Almonte, Dr. Mukesh Jain, Dr. Patrick Vivier* as designee for Dr. Marc Parlange, Dr. Michael Wagner** and Dr. Chris Thanos*.

Directors absent were: Dr. Jack Warner, Brian Britson, John Fernandez and Dr. Christina Paxson.

Also present were: Lilia Holt, Vice President of Business Development of the Rhode Island Commerce Corporation, Phillip Duffy* of Korn Ferry and Karen Grande, Esq. and Douglas Gray, Esq. of Locke Lord LLP.

*Present and participated remotely via videoconference.

**Joined the meeting at 2:15 p.m.

1. CALL TO ORDER AND OPENING REMARKS.

At 2:00 p.m., Chair Steinberg called the meeting to order, indicating that a quorum was present.

2. TO CONVENE IN EXECUTIVE SESSION.

Chair Steinberg disclosed that the candidates were provided prior written notice that the RILSH Board would be considering and discussing the job performance and character of each of the three candidates for President and CEO of the RILSH. This part of the meeting could be held during Open Session; however, each of the candidates expressed in writing that for personal and professional reasons they preferred the discussion not be held during Open Session. After a brief discussion, upon a motion made by Mr. Sabitoni and seconded by Mr. Almonte, the RILSH Board unanimously in a roll call vote:

VOTED: That the RILSH Board go into Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(1) to consider and discuss the job performance and character of the candidates for President and CEO of the RILSH.

3. TO CONCLUDE THE EXECUTIVE SESSION AND RETURN TO OPEN SESSION.

Chair Steinberg declared at 2:55 p.m. that the meeting was re-opened, and the Open Session restarted, and the Executive Session concluded. The RILSH Board initiated the public Zoom connection. Attorneys Karen Grande and Douglas Gray from Locke Lord LLP rejoined the meeting. It was noted that Dr. Thanos and Secretary Tanner needed to leave, but a quorum remained as noted by the Chair.

4. TO REPORT IN OPEN SESSION REGARDING THE VOTE TAKEN IN THE EXECUTIVE SESSION.

Chair Steinberg reported that having concluded the Executive Session of the RILSH Board meeting, he wanted to report that the RILSH Board continues to conduct a search for the next President and CEO of the RILSH. The position is very important and work must be done to find the best candidate. Chair Steinberg further noted for the record that the RILSH Board's selection for President and CEO of the RILSH is ultimately subject to the advice and consent of the Senate after completing the terms and conditions of an employment agreement and the Senate will be on recess starting soon. In light of the foregoing, the RILSH Board has decided it will hire an Interim President to guide the day-to-day operations of the RILSH until a permanent President and CEO can be hired and confirmed.

Chair Steinberg further noted to the RILSH Board that additional disclosure at this time regarding the potential terms and details of the Interim President's contract may jeopardize any strategy and negotiation and, therefore, need not be disclosed at this time in accordance with R.I. Gen. Laws § 42-46-4(b). The final contract with the successful candidate will be approved by the full Board in Open Session at a RILSH meeting as required by the Quasi-Public Corporation Accountability and Transparency Act.

5. TO VOTE TO MAINTAIN THE CONFIDENTIALITY OF THE EXECUTIVE SESSION MINUTES.

A discussion was had regarding the nature of the personal and professional matters related to the three candidates for President and CEO, as well as the candidate for Interim President and the need to maintain the confidentiality of the Executive Session minutes of the RILSH Board's Executive Session considering and discussing the candidates pursuant to the Rhode Island Open Meetings Law. Questions were asked and answered, and thereafter upon a motion made by Mr. Almonte and seconded by Dr. Milos, the RILSH Board unanimously upon a roll call:

VOTED: To maintain the confidentiality of the Executive Session minutes of the RILSH Board's Executive Session.

6. TO CONSIDER FOR APPROVAL THE OMNIBUS BUSINESS RESOLUTIONS AND GENERAL AUTHORIZING RESOLUTION FOR THE RILSH.

Next, Chair Steinberg discussed the importance of maintaining good corporate governance and informed the Board of the need to finish each of the RILSH Board meetings with the Omnibus

Business Resolutions and General Authorizing Resolution to enable the RILSH to perform all necessary actions to enact the Resolutions the Board approved today.

Upon a motion duly made by Mr. Sabitoni and seconded by Mr. Almonte, the following was approved:

OMNIBUS BUSINESS RESOLUTION

VOTED: That any Authorized Officer of the RILSH be, and each of them hereby is, severally authorized, empowered and directed, in the name of and for and on behalf of the RILSH to negotiate, execute, deliver, enter into and perform such further agreements, instruments, guarantees and other documents as may be necessary or advisable in connection with, or as may be required by, the foregoing votes and related documents;

VOTED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such Authorized Officer deems necessary or advisable in order to implement the foregoing votes and resolutions;

VOTED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to take such further action as each may deem necessary or appropriate to carry out the purposes of the above resolutions; and

VOTED: That all instruments, certificates, and documents previously executed and delivered and all prior actions taken by the directors and officers of the RILSH prior to the effectiveness of this consent with respect to the foregoing resolutions and the transactions contemplated thereby are ratified, confirmed, approved and adopted in all respect.

7. TO CONSIDER THE NEXT MEETING DATE FOR THE RILSH.

The RILSH Board noted that it has already had two Board meetings in May 2024 and that the May 28, 2024 scheduled meeting date conflicts with the Healthcare Summit hosted by Speaker Shekarchi, U.S. Senator Whitehouse and Senate President Ruggerio. In addition, the RILSH Inaugural Summit is scheduled for May 21, 2024. After discussion, the RILSH Board upon a motion by Mr. Sabitoni that was seconded by Mr. Almonte, unanimously:

VOTED: To forego the May 2024 meeting and move up the June 2024 meeting by holding the next RILSH Board meeting on June 11, 2024 at 2:00 p.m.

8. TO ADJOURN.

In closing, Chair Steinberg thanked the Directors for a very productive meeting.

There being no further business in Public Session, the meeting was adjourned by a unanimous vote of the Board at 4:00 p.m. after a motion made by Mr. Sabitoni and seconded by Mr. Almonte.

Dr. Patrice Milos, Secretary

EXHIBIT A

RHODE ISLAND LIFE SCIENCE HUB PUBLIC MEETING NOTICE May 15, 2024

The Special Meeting of the Board of Directors of the Rhode Island Life Science Hub will be held on May 15, 2024, at 2:00 p.m. The meeting will be held at the Rhode Island Nursing Education Center located at 350 Eddy Street, Room A305, Providence, RI 02903.

Members of the public may attend the meeting in-person, via online videoconferencing or telephone conference. To access the meeting by video conference, please click on the meeting link below.

Microsoft Teams Link:

<https://events.gcc.teams.microsoft.com/event/93da14db-e16e-4c4e-b6bb-9fea7d651b28@360de654-fd8e-4fc6-8fb6-8faa00c3a270>

1. Call to order, confirm quorum and opening remarks.
2. Vote to convene in Executive Session, pursuant to R.I. Gen. Laws § 42-46-5(a)(1) to consider and discuss the job performance and character of candidates for President and CEO of the Rhode Island Life Science Hub. *
3. To discuss, consider and vote in Executive Session regarding the selection of candidate(s) for President and CEO of the Rhode Island Life Science Hub, subject to successful contract negotiations and the advice and consent of the Rhode Island Senate. *
4. Vote to conclude Executive Session and return to Open Session. *
5. To report in Open Session regarding the vote taken in Executive Session.
6. Vote to maintain confidentiality of Executive Session minutes. *
7. To consider and vote regarding next steps in the selection of a President and CEO of the Rhode Island Life Science Hub.*
8. To consider for approval Omnibus Business Resolutions and General Authorizing Resolution for the RI Life Science Hub. *
9. Discussion on May 2024 board meeting date options *
10. Motion and vote to adjourn. *

* Indicates a vote is, or may be, needed.

Pursuant to the Open Meetings Law, any additional items added to the agenda by a majority vote of the members shall be for “informational purposes only and may not be voted on except where necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to an appropriate committee or to another body or official.”

Those persons requiring reasonable accommodations requested to contact **Rhode Island Relay** (Dial 711) in advance of the meeting date. Information regarding Rhode Island Relay may be found at <https://hamiltonrelay.com/rhode-island/>.

Dated: May 13, 2024

EXHIBIT C

RHODE ISLAND LIFE SCIENCE HUB

INTERIM PRESIDENT AGREEMENT

This Interim President Agreement (this “**Agreement**”) is made and entered into as of the 11th day of June, 2024, by and between Dr. Patrice Milos (the “**Executive**”) and the Rhode Island Life Science Hub (the “**RILSH**”), a quasi-public corporation and agency established pursuant to § 22-99-1, *et seq.* of the Rhode Island General Laws.

In consideration of the mutual promises, terms, provisions, and conditions set forth in this Agreement, the RILSH and the Executive hereby agree as follows:

1. **Services.** Subject to the terms and conditions set forth in this Agreement, the RILSH hereby offers, and the Executive hereby accepts, the position of Interim President of the RILSH (the “**Interim President**”).

2. **Term.** Subject to earlier termination as provided in Section 6 hereof, the Executive shall be engaged as the Interim President of the RILSH for a term of three (3) months, commencing on July 1, 2024 (the “**Initial Term**”). This Agreement shall be deemed to be automatically extended, upon the same terms and conditions unless otherwise agreed upon, for successive one (1) month periods (the “**Renewal Term**”), unless the Executive or the RILSH provides written notice to the other of its intention not to extend the term of this Agreement at least thirty (30) days prior to the expiration of the Initial Term, or, if applicable, any Renewal Term.

The period during which the Executive is engaged by the RILSH including the Initial Term and any Renewal Terms is hereinafter referred to as the “**Term**.”

Notwithstanding the provisions of this section regarding the Term, the Agreement, at all times, shall be “at-will” as described in Section 6.

3. **Duties and Responsibilities.**

- a. During the Term, the Executive shall serve the RILSH as its Interim President. The Executive shall be subject to the direction, supervision, and control of the Board of Directors of the RILSH (the “**Board**”) and to such authorizations and limitations as the Board may from time to time adopt. The Executive shall perform such duties and responsibilities on behalf of the RILSH that are described in R.I. Gen. Laws § 22-99-1, *et seq.*, as amended from time to time, and such other duties and responsibilities as may be designated in writing from time to time by the Board. The Executive agrees to work primarily from the RILSH’s office and at such locations as necessary to perform the duties and responsibilities of the Interim President.
- b. During the Term, the Executive shall devote her such business time, best efforts, business judgment, skills, and knowledge to the advancement of the RILSH’s interests and to the performance of her duties and responsibilities under this Agreement.

4. **Compensation.** As compensation for all services performed by the Executive during the Term, the Executive will be compensated a monthly salary at the rate of Twenty-Five Thousand Dollars (\$25,000), payable monthly on the last business day of the applicable calendar month without withholdings.

5. **Benefits.**

- a. The Executive acknowledges that she will not be eligible for any employee benefits during the Term.
- b. **Business Expenses.** The RILSH shall pay or reimburse the Executive for all reasonably necessary business and travel expenses and responsibilities subject to any maximum annual limit, as determined in the RILSH's annual budget and other policies and restrictions on such expenses as determined by the Board and subject to such reasonable documentation as may be specified by the Board.

6. **Nature of Service and Effect of Termination.**

- a. **At-Will.** The Executive's service with the RILSH will be "at-will," meaning that the RILSH, pursuant to a written resolution of the Board, may terminate the Executive's service at any time, with or without cause, with or without notice, and for any reason or no reason. In addition, even though this Agreement may state terms in units of months, this does not alter the at-will nature of the service described herein.
- b. **Effect of Termination.** Payment by the RILSH of (i) any Compensation, and (ii) expense reimbursements that may be due to the Executive shall constitute the entire obligation of the RILSH to the Executive under this Agreement.

7. **Confidential Information.** The Executive acknowledges that one of the conditions of her service with the RILSH is the maintenance of the confidentiality of the RILSH's proprietary and confidential information. By executing this Agreement, the Executive acknowledges that service will require that the Executive have access to and knowledge of confidential information which includes, but is not limited to: (a) the identity of current and potential borrowers and/or grant applicants; (b) proposals, applications and financial information prepared and submitted by potential borrowers and/or grant applicants; and (c) financial, regulatory, administrative and other proprietary information and studies developed by or relating to the RILSH (collectively, the "**Confidential Information**"). The Confidential Information shall not include information which was publicly available prior to the date hereof or becomes publicly available subsequent to the date hereof, other than as a result of the Executive's actions. Accordingly, the Executive agrees as follows: during the Term and at all times following the termination of service for any reason, the Executive shall not, directly or indirectly, make known, disclose, furnish, make available or utilize any of the Confidential Information, other than in the proper performance of the duties contemplated herein, or as required or requested by a court of competent jurisdiction or other administrative or legislative body; provided, however, that, in such

event, the Executive shall promptly notify the RILSH so that the RILSH may seek a protective order or other appropriate remedy. The Executive agrees to return all the Confidential Information, including all photocopies, extracts, and summaries thereof, and any such information stored electronically on tapes, computer disks or in any other manner to the RILSH at any time upon request by the Board and upon termination of service.

8. **Conflicting Agreements.** The Executive hereby represents and warrants that the execution of this Agreement and the performance of the obligations hereunder will not breach or be in conflict with any other agreement to which the Executive is a party or is bound and that the Executive is not now subject to any covenants against competition or similar covenants that would affect the performance of her obligations hereunder.

9. **Assignment.** The Executive may not make any assignment of this Agreement or any interest herein, by operation of law or otherwise, without the prior written consent of the RILSH. The RILSH may assign its rights and obligations under this Agreement in connection with any transfer of the business of the RILSH to another entity or agency. This Agreement shall inure to the benefit of and be binding upon the RILSH and the Executive and their respective successors, executors, administrators, heirs and permitted assigns, unless as otherwise stated herein.

10. **Severability.** If any portion or provision of this Agreement shall to any extent be declared illegal or unenforceable by a court of competent jurisdiction, then the remainder of this Agreement, or the application of such portion or provision in circumstances other than those as to which it is so declared illegal or unenforceable, shall not be affected thereby, and each portion and provision of this Agreement shall be valid and enforceable to the fullest extent permitted by law.

11. **Waiver.** No waiver of any provision hereof shall be effective unless made in writing and signed by the waiving party. The failure of either party to require the performance of any term or obligation of this Agreement, or the waiver by either party of any breach of this Agreement, shall not prevent any subsequent enforcement of such term or obligation or be deemed a waiver of any subsequent breach.

12. **Notices.** Any and all notices, requests, demands and other communications provided for by this Agreement shall be in writing and shall be effective when delivered in person or deposited in the United States mail, postage prepaid, registered, or certified, and addressed to the Executive at the last known address of which the Executive notifies the RILSH in writing.

In the case of the RILSH, notice shall be given to:

Neil Steinberg
Chair of the Board of Directors
Rhode Island Life Science Hub
c/o Rhode Island Commerce Corporation
315 Iron Horse Way, Suite 101
Providence, RI 02908

With a copy to:

Douglas G. Gray, Esq.
Locke Lord LLP
2800 Financial Plaza
Providence, RI 02903

or to such other address(es) or copy recipient(s) as either party may specify by written notice.

13. **Entire Agreement.** This Agreement constitutes the entire agreement between the parties and supersedes all prior and contemporaneous written or oral communications, agreements, and understandings, with respect to the terms and conditions of the Executive's service.

14. **Amendment.** This Agreement may be amended or modified only by a written instrument signed by the Executive and by the two (2) representatives of the Board.

15. **Headings.** The headings and captions in this Agreement are for convenience only and in no way define or describe the scope or content of any provision of this Agreement.

16. **Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be an original and all of which together shall constitute one and the same instrument.

17. **Governing Law.** This is a Rhode Island contract and shall be construed and enforced under and be governed in all respects by the laws of the State of Rhode Island, without regard to the conflict of laws principles thereof. For purposes of Chapter 37-2 of the Rhode Island General Laws, "State Purchases," the Executive (Interim President) shall be considered an employee and not a consultant.


[Signature page follows]

IN WITNESS WHEREOF, this Agreement has been executed by the RILSH, by its duly authorized representative, and by the Executive.

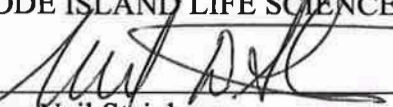
WITNESS:








RHODE ISLAND LIFE SCIENCE HUB

By: 
Name: Neil Steinberg
Title: Board Chair
Date: June 11, 2024

By: 
Name: Dr. Michael Wagner
Title: Secretary
Date: June 11, 2024

EXECUTIVE

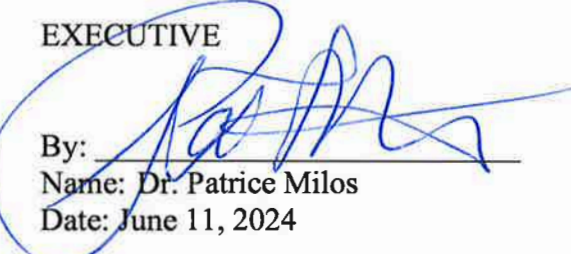
By: 
Name: Dr. Patrice Milos
Date: June 11, 2024

EXHIBIT D
PRESENTATION BY LOCKE LORD AND PROPOSED REGULATION

[]-RICR-[]-[]-[]

TITLE 42-35. RHODE ISLAND LIFE SCIENCE HUB

CHAPTER [] – ACCESS TO PUBLIC RECORDS

SUBCHAPTER 00 – N/A

Part 1. Rules and Regulations for Rhode Island Life Science Hub Act Access to Public Records

1.1 Purpose.

These rules and regulations (the “Rules”) are promulgated to set forth the principles, policies and practices of the Rhode Island Life Science Hub, a public corporation of the State of Rhode Island established pursuant to Chapter 42-35 and 38-2 of the Rhode Island General Laws (the “Act”) regarding access to Public Records held by the Hub; to identify records which are exempt from disclosure; and to establish procedures for obtaining Public Records held by the Rhode Island Life Science Hub.

1.2 Definitions.

As used in this Chapter:

- (1) “CEO” means the President and Chief Executive Officer of the Rhode Island Life Science Hub and in the absence or disability of the President and CEO, shall mean the interim President or Chair of the Hub’s Board of Directors;
- (2) “Hub” means the Rhode Island Life Science Hub;
- (3) “Public Record(s)” means all documents, papers, letters, maps, books, tapes, photographs, films, sound recordings, magnetic or other tapes, electronic data processing records, computer stored data (including electronic mail messages, except specifically for any electronic mail messages of or to elected officials with or relating to those they represent and correspondence of or to elected officials in their official capacities), or other material

regardless of physical form or characteristics made or received pursuant to law or ordinance or in connection with the transaction of official business by any agency;

- (4) “Request” means a request to inspect and/or copy Public Records of the Rhode Island Life Science Hub;
- (5) “Requester” means any person or entity making a Request; and
- (6) “Denial” means any denial of the right to inspect or copy records by the Hub. The Hub’s failure to comply with a request to inspect or copy the Public Record within the ten (10) business day period shall be deemed to be a denial.

1.3 Disclosure of Records.

All Public Records maintained or held by the Hub shall be subject to inspection and reproduction by members of the public in accordance with the Rules enunciated herein, unless exempt or prohibited from disclosure by state or federal law or by order of a court of competent jurisdiction.

1.4 Exemptions Authorized by the Access to Public Records Law.

The categories of records or information in such records as described in R.I. Gen. Laws § 38-2-2(4) may be exempt from disclosure.

1.5 Deletion of Nondisclosable Information.

The CEO of the Hub shall determine if information contained in a document which is the basis for its nondisclosure can be deleted. If so, the document shall be made available to members of the public once the necessary deletions have been completed if disclosure of the non-deleted portions does not violate the intent of R.I. Gen. Laws § 38-2 regarding access to Public Records.

1.6 Procedures for Obtaining Access.

- (1) A Request shall be presented in writing to the CEO at the Office of the Hub located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island 02908 during regular business hours of the Hub;
- (2) All such Requests must contain a description of the Public Record sought sufficient to enable identification and location of

the Public Record by personnel of the Hub. Persons filing a Request will be notified if the description is insufficient. Notwithstanding the foregoing or the other provisions of § 2.6 of this Rule, if the CEO determines that any such Request may be easily and quickly complied with without the need for a written Request, then such written Request will not be necessary;

- (3) The Hub will respond to such Requests as quickly as possible, and in any event within ten (10) business days of the receipt of the Request;
- (4) If a record is in active use or storage and, therefore, not available at the time of such a Request, the CEO or his or her designee shall so inform the person making the Request, and shall further offer an appointment to such individual to examine such records as expeditiously as they may be made available;
- (5) Printouts of properly identified disclosable data maintained by the Hub in a computer storage system shall be available to persons following the above-stated procedures;
- (6) The Hub is not required to reorganize, consolidate, or compile data which is not maintained by the Hub in the form requested at the time of the request to inspect such Public Records was made; and
- (7) The CEO may restrict access to Public Records to specified times and days, consistent with these Rules, if it is determined that this is necessary or appropriate to prevent unnecessary disruption of the Hub's work.

1.7 Prohibition of Commercial Use of Public Records

No member of the public shall use information obtained from Public Records to solicit for commercial purposes or to obtain a commercial advantage over the party furnishing that information to the Hub.

1.8 Denial of Access.

- (1) The CEO shall notify the person requesting access to a Public Record in writing of a denial of access and the specific reasons for the denial within ten (10) business days of the filing of the Request.

- (2) If the CEO shall reasonably require more than ten (10) business days to locate the requested Public Record, the CEO shall notify the person requesting the information stating the reason for the additional time required to provide the records sought, whereupon the CEO shall proceed expeditiously to locate the Public Record.

1.9 Administrative Appeals.

- (1) Once denied access to a Public Record of the Hub, any person may petition the Board of Directors of the Hub for a review of the Denial in accordance with R.I. Gen. Laws § 38-2-8.
- (2) [A petition form may be obtained from the CEO].
- (3) The Board of Directors shall make a final determination on the status of the Public Record within ten (10) business days after submission of the petition.
- (4) If the Board of Directors approves disclosure of the Public Record, the CEO will arrange an appointment for inspection.
- (5) If the Board of Directors denies disclosure of the Public Record, the person seeking disclosure may file a complaint with the attorney general or may retain private counsel for the purpose of instituting proceedings for injunctive or declaratory relief in the superior court of the county where the Public Record is maintained.

1.10 Retrieval and/or Reproduction Fees.

- (1) The Hub shall charge a fee of fifteen cents (\$.15) per page for copies made and an hourly fee for the actual cost of an employee's time spent searching for and/or copying a Public Record; provided, however, that such hourly charge shall not exceed fifteen dollars (\$15.00) per hour and no costs shall be charged for the first hour search or retrieval.
- (2) All fees due shall be paid in advance of delivery in the form of cash, money order, corporation business check, or cashier's or

treasurer's check payable to the Hub, unless agreed otherwise.

- (3) Pursuant to R.I. Gen. Laws § 38-2-4, upon request, the Hub will provide the Requester with an estimate of the copying, search and retrieval costs prior to responding to the Request.

EXHIBIT C
Rhode Island Life Science Hub

DRAFT RFP Scope of Work

**Contract Project Manager – Design, Build Phase of Life Science Laboratory
Incubator**

Location: Providence, Rhode Island

Role Overview: In 2023, the Rhode Island State Legislature approved a \$45 million allocation for Bioscience Investments designed to support a program to invest in the biosciences industry in Rhode Island in conjunction with the creation of the Rhode Island Life Science Hub (RILSH) formed in early 2024 as a quasi-public organization. A signature program for the RILSH will include, but is not limited to, the development of one or more wet lab incubator spaces in collaboration with industry partners. The RILSH will thus be entering into an agreement with a developer to design, construct and operate the planned Rhode Island Incubator in Providence, Rhode Island. The RILSH seeks a Project Manager to work in concert with the chosen developer and project teams to represent the RILSH interests to ensure a timely and cost-effective execution of the mutually agreed upon project plan. This will be a part-time contract position hired by the RILSH.

Responsibilities

- **Project Planning and Scheduling:** In concert with Incubator Developer and RILSH, develop and maintain project schedules, technical specifications for construction, and design requirements, ensuring that all tasks and milestones are clearly defined and communicated to the project team and RILSH
- **Monitor progress and make adjustments** in partnership with RILSH as necessary to ensure timely completion of projects
- **Financial Oversight:** Manage project budgets and financial resources, ensuring that projects are delivered within approved budgets and report to RILSH
- **Monitor project costs, track expenses, and provide regular financial reports** to stakeholders
- **Project Management:** Partner with the Developer to support project teams, including architects, engineers, contractors, and subcontractors, to ensure successful project execution
- **Provide guidance and support** to team members, resolving any issues or conflicts that may arise
- **Risk Management:** Identify potential risks and develop strategies to mitigate them in partnership with RILSH

- Proactively manage project risks, ensuring that appropriate measures are in place to minimize their impact on project timelines and budgets
- Quality Control: Implement and enforce quality control measures to ensure that projects meet or exceed industry standards and client expectations
- Health and Safety: Recognize and address any specific hazards or risks associated with wet lab construction activities.
- Conduct regular inspections and audits to monitor project quality and identify areas for improvement
- Stakeholder Management: Build and maintain strong relationships with Incubator developer, consultants, and other project stakeholders
- Ensure that their needs and expectations of RILSH are met throughout the project lifecycle, and address any concerns or issues in a timely and professional manner

Qualifications

- Experience: Minimum of 3 years of experience in project management, preferably in the Life Science sector within the Construction industry
- Demonstrated track record of successfully delivering projects on time and within budget
- Skillset: Strong organizational and time management skills, with the ability to prioritize and manage multiple projects simultaneously
- Excellent communication and interpersonal skills, with the ability to effectively collaborate with cross-functional teams and stakeholders
- Knowledge: Solid understanding of project management principles and methodologies
- Familiarity with relevant regulations and standards in the Life Science industry
- Proficiency in project management software and tools
- Leadership: Proven ability to lead and motivate project teams, driving them towards successful project outcomes
- Strong problem-solving and decision-making skills, with the ability to think critically and adapt to changing project requirements
- Education: Bachelor's degree in Construction Management, Engineering, or a related field including Biology

Key Critical Skills

- Project/Program Management, Calendar Management, Schedule Development
- Budget Management, Budgeting, Financial Management, Expense Tracking

- Project Execution, Project Lifecycle, Project Planning, Project Schedule, Project Tracking, Project/Program Coordination
- Communication Skills, Customer Relations, Team Player
- Construction, Construction Management
- Knowledge of Industry Standards
- Interpersonal Skills, Leadership, Organizational Skills, Problem Solving Skills
- Knowledge of Quality Control, Quality Metrics, Quality Monitoring, Regulations
- Risk Analysis, Risk Management

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