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STATE OF NEW HAMPSHIRE
DEPARTMENT of NATURAL and CULTURAL RESOURCES
STATE COUNCIL on the ARTS

19 Pillsbury Street CONCORD, NEW HAMPSHIRE 03301

February 6, 2019

His Excellency, Governor Christopher T. Sununu
and the Honorable Executive Council
State House
Concord, New Hampshire 03301

REQUESTED ACTION

Authorize the Department of Natural and Cultural Resources, Division of the Arts, to award a Public Value Partnership Grant in the amount of \$13,000 to NH Film Expo (VC #162697), Portsmouth, NH to strengthen their capacity for affordable diverse arts programs to New Hampshire residents and visitors, effective upon Governor and Council approval through June 30, 2019. **100% Federal Funds**

Funds are available as follows:

	<u>FY 2019</u>
03-35-35-353510-41110000	
State Arts Partnership Grants	\$13,000
072-500575 Grants Federal	

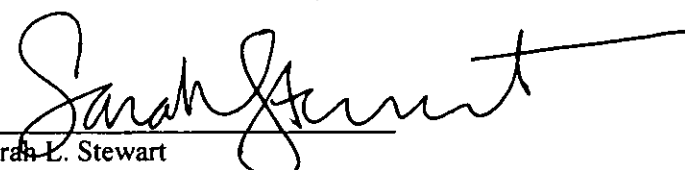
EXPLANATION

Public Value Partnerships are awarded to nonprofit arts organizations, with a minimum of 5 years of continuous arts programming and professional staffing, to strengthen their capacity for offering affordable, diverse arts program to New Hampshire's residents and visitors. Grant categories and deadlines are advertised through the divisions' website, social media and electronic newsletters.

At a recent meeting, the NH State Art Councilors unanimously voted to accept the Arts Division's Public Value Partnership Review Panel's recommendations for the partnerships based on its funding priority ranking within a competitive review. The six-member peer panel, facilitated by an Arts Councilor, considered 17 criteria to arrive at a consensus ranking for each application. Each panelist is advised, both individually and collectively, of their obligation to disclose any conflict of interest and themselves from assessment if a conflict is present. The evaluative criteria range from the administrative capacity of the organization, to artistic quality, strategic planning, community impact and accessibility.

The Attorney General's office has approved the agreement as to form, substance and execution.

Respectfully submitted, (S)



Sarah L. Stewart
Commissioner

NEW HAMPSHIRE STATE COUNCIL ON THE ARTS GRANT AGREEMENT



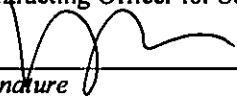
This agreement between the State of New Hampshire, New Hampshire State Council on the Arts (hereinafter "Council") and NH Film Expo (hereinafter "Grantee") is to witness receipt of funds subject to the following conditions:

- 1. **GRANT PERIOD: FY2019**
- 2. **OBLIGATIONS OF THE GRANTEE:**
 - The Grantee agrees to accept \$13,000.00 and apply it to the program(s) described in the grant application and approved budget referenced above. In the performance of this grant agreement, the Grantee is in all respects an independent contractor and is neither an agent nor employee of the State.
 - Funding credit including Council logo must appear in all programs, publicity, and promotional materials. The following wording and Council logo should be used:

NH Film Expo is supported in part by a grant from the New Hampshire State Council on the Arts & the National Endowment for the Arts.

 - The Grantee agrees to abide by the limitations, conditions and procedure outlined herein and in the attached appendices. If appropriated funds for this grants program are reduced or terminated, all payments under this grant may cease. That determination rests within the sole discretion of the Council.
- 3. **PAYMENT** will be made following the receipt and execution of all required documents and approval of the Governor and Executive Council
- 4. **FINAL REPORT:** The Grantee agrees to submit a final financial and narrative report on a form provided by the Council no more than 30 days after the end of the grant period. **Failure to submit the final report will render the Grantee ineligible for Council funding for two years.**
- 5. **SOVEREIGN IMMUNITY:** No provision of this contract is to be deemed a waiver of sovereign immunity by the State of New Hampshire.

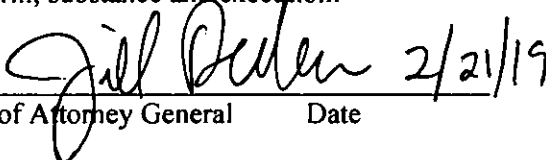
COUNCIL APPROVAL

Contracting Officer for State Agency

 Signature _____ Date 1.31.19

Name, Title: Virginia Lupi, Director

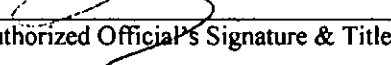

 Sarah L. Stewart, Commissioner

APPROVED BY ATTORNEY GENERAL

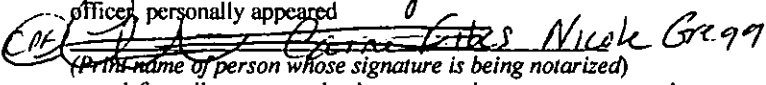
as to form, substance and execution:

 Office of Attorney General _____ Date 2/21/19

GRANTEE SIGNATURE

Org/ Name: NH Film Expo
 Address: _____

Nicole Gregg
 Printed Name of Authorized Official for Grantee

 Authorized Official's Signature & Title _____ Date 1/23/19

NOTARIZATION REQUIRED:
 STATE OF NEW HAMPSHIRE, COUNTY OF Rockingham

On the 24th day of January 2019 before the undersigned office, personally appeared

 (Print name of person whose signature is being notarized) Nicole Gregg
 or satisfactorily proven to be the person whose name appears above, and acknowledged that s/he executed this document in the capacity indicated.

Notary Public/ Justice of the Peace
 Printed Name: Carrie Forbes
 My Commission expires: 4-19-2022



State of New Hampshire

Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that THE NEW HAMPSHIRE FILM EXPO - NHFX, INC. is a New Hampshire Nonprofit Corporation registered to transact business in New Hampshire on October 29, 2003. I further certify that all fees and documents required by the Secretary of State's office have been received and is in good standing as far as this office is concerned.

Business ID: 453363

Certificate Number: 0004388990



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 24th day of January A.D. 2019.

A handwritten signature in cursive script, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State



New Hampshire
State Council on the Arts

CERTIFICATION OF BOARD RESOLUTION

Authorization to Enter into Contracts with
New Hampshire State Council on the Arts

Important: To expedite your payment these steps must be followed in this order:

* Resolution date must occur on or before the Grant Agreement is signed.

** Certificate on bottom of page must be signed and notarized on the same date or after the grant agreement is signed.

1. *Resolution:

THIS IT TO CERTIFY that the following is a true and correct copy of excerpts from resolutions adopted at a meeting of the Board of Directors

NH Film Expo - NHFA, Inc. on JANUARY 22, 2019
(name of organization)

at which time a quorum was present and voted, and further that said resolution has not been rescinded, altered or amended and is still in full force and effect.

"Be it resolved that Nicole Simon is hereby authorized
(Printed name of authorizing official)

on behalf of this Corporation to enter into contracts with the State of New Hampshire and to execute any and all documents, agreements and other instruments, and any amendments, revisions, or modifications thereto, as (s)he may deem necessary, desirable or appropriate."

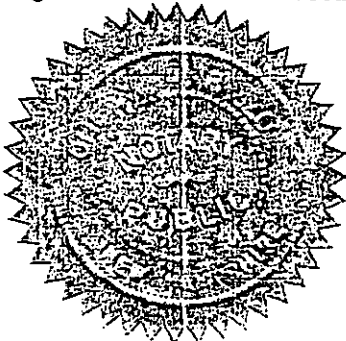
Signed: [Signature]
(Signature of Clerk/Secretary to the board)
Printed Name Don Hannaford

2. **Certificate

STATE OF NEW HAMPSHIRE
COUNTY OF Hillsborough

On the 20th day of January, 2019 before the undersigned officer, personally appeared Nicole Simon, or satisfactorily proven to be the person whose name appears
(print name of person whose signature is being notarized)

above, and acknowledged s/he executed this document in the capacity indicated:



[Signature]

Notary Public/ Justice of the Peace

Printed Name: Cheryl Rizzo

My Commission Expires

CHERYL A. RIZZO, Notary Public
My Commission Expires February 25, 2020



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
01/18/2019

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Avery Insurance 21 South Main Street PO Box 1510 Wolfeboro NH 03894-1510		CONTACT NAME: Lisa Lee PHONE (A/C No. Ext): (603) 569-2515 E-MAIL ADDRESS: lisa@averyinsurance.net FAX (A/C, No): (603) 569-4266	
INSURED NH Film Expo NHFX, Inc., DBA: NH Film Festival 155 Fleet St Portsmouth NH 03801		INSURER(S) AFFORDING COVERAGE INSURER A: Philadelphia Insurance Co' INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:	

COVERAGES **CERTIFICATE NUMBER:** CL1882908014 **REVISION NUMBER:**

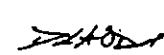
THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSD WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:		PHPK1858024	09/08/2018	09/08/2019	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/OP AGG \$ 2,000,000 Hired/Non-Owned Auto \$ 1,000,000
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> NON-OWNED AUTOS ONLY					COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$					EACH OCCURRENCE \$ AGGREGATE \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory In NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N	N/A			<input type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	Leased/Rented Equipment		PHPK1858024	09/08/2018	09/08/2019	Limit \$100,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

This certificate of insurance is issued as a matter of information only and covers no rights upon the certificate holder. This certificate does not amend, extend, or alter the coverage, terms exclusions, and conditions afforded by the policy or policies referenced herein.

CERTIFICATE HOLDER**CANCELLATION**

State of New Hampshire Department of Natural and Cultural Resources 172 Pembroke Rd Concord NH 03301	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 
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New Hampshire
State Council on the Arts

GRANTEE INFORMATION FORM for ORGANIZATIONS

Please complete the following for fulfillment of grant requirements by the State of New Hampshire's Department of Administrative Services.

Name of Organization NH Film Expo

1. Statement of Purpose:

(Give your organization's mission statement or list your organization's objectives in the space below)

The New Hampshire Film Festival's mission is to celebrate the art of narrative and documentary filmmaking and to present the best in recent independent cinema, showcasing the work of New Hampshire artists alongside their peers from around the world

2. Salary of Administrator:

(List annual salary of administrator, not artist's fees, who will be involved in this grant.)

\$12,000. -

Attach the Following:

3. DUNS Number (If not provided on application) 790100579
4. Resume of Administrator
5. Financial Statement:
A one-page financial statement of your organization's most recently completed fiscal year.
6. Board of Directors:
A list of the current directors and officers of your organization.
Please do not include any personal information such as home addresses, phone numbers or emails.
7. List Geographic Areas Served by Organization
8. Certificate of Liability and Workers Comp Insurance with the **Department of Natural & Cultural Resources** as the certificate holder
9. Please include a copy of a current year Certificate of Good Standing. (if not provided with the application)
If you do not have a Certificate of Good Standing with the state of NH please call Secretary of State Corporate Division at 271-3244 and request an application.

NH Film Festival
Profit and Loss
 January - December 2018

	Total	
	Jan - Dec 2018	Jan - Dec 2017 (PY)
Income		
Donation	100.00	
Film Makers Workshops	2,165.10	2,700.00
Fundraising Income	3,422.84	4,675.00
Grants	18,562.53	5,721.21
Membership Dues		0.00
merchandise Sales	859.80	252.00
Sales of Product Income		
Ticket Sales	34,099.08	36,700.00
Total Sales of Product Income	\$ 34,099.08	\$ 36,700.00
Sponsorship & Advertising	86,500.00	78,200.00
Submission Fees	41,374.76	19,068.46
Total Income	\$ 187,084.11	\$ 147,316.67
Cost of Goods Sold		
Auction - COGS	431.70	
Merchandise	5,339.48	3,230.90
Total Cost of Goods Sold	\$ 5,771.18	\$ 3,230.90
Gross Profit	\$ 181,312.93	\$ 144,085.77
Expenses		
Admin & Office	149.99	149.99
Admin (Ohive/IOS)	779.90	1,181.39
Bank Charges	250.57	307.30
Meetings Board & Volunteer	8,520.38	7,855.27
Office Expenses	662.60	409.01
Office Supplies	2,605.87	3,344.39
Parking & Tolls	3,386.89	2,511.68
Shipping & Receiving	1,060.30	1,402.06
Storage Rental	1,884.20	1,597.87
Total Admin & Office	\$ 19,300.70	\$ 18,758.96
Advertising		
Email Campaign	645.00	600.00
Marketing		2,092.00
Print Advertising	1,014.12	1,702.19
Promotional Products	302.92	2,914.08
Radio Advertising	2,100.00	2,100.00
Signage	6,832.40	4,773.48
Web Advertising	801.48	486.21
Total Advertising	\$ 11,695.92	\$ 14,667.96
Consulting Fees	100.00	2,825.00
DEPRECIATION EXPENSE		152.93
Development - Festival & Program	14,830.00	8,262.95

Dues & Subscriptions	526.50	3,218.00
Event Production	17,635.75	9,933.99
AV Rental	28.00	406.50
Awards	1,134.00	1,033.00
Equipment	769.13	
Guest Travel	12,530.54	21,505.50
Licenses and Permits	75.00	210.00
Party Expense	11,808.90	11,461.31
Printed Materials	11,138.15	11,260.36
Sound Production - Panel	6,045.00	8,095.00
Tickets Production	461.19	956.20
Travel Stipends	2,000.00	
Venue Expense	19,637.40	19,445.03
Total Event Production	\$ 83,263.06	\$ 84,306.89
Executive Director	12,162.88	12,069.95
Insurance	1,444.00	1,432.00
IT & Computer Expenses	722.64	1,062.61
Legal & Professional Fees	5,118.93	4,715.00
Misc Fees	0.00	110.15
Processing Fees	1,492.24	1,249.34
QuickBooks Payments Fees	279.51	119.40
Rent or Lease	1,000.00	
Taxes & Licenses		75.00
Technical Services	340.01	374.00
Travel	1,204.81	81.02
Uncategorized Expense	300.00	
Total Expenses	\$ 153,781.20	\$ 153,481.16
Net Operating Income	\$ 27,531.73	-\$ 9,395.39
Other Income		
Interest Earned	39.73	45.72
Total Other Income	\$ 39.73	\$ 45.72
Net Other Income	\$ 39.73	\$ 45.72
Net Income	\$ 27,571.46	-\$ 9,349.67

Monday, Jan 28, 2019 09:38:24 AM GMT-8 - Accrual Basis

GOVERNING BOARD

Rae Dawn Chong

Julia Ahumada

Nicole Gregg

Zac Gregg

Dan Hannon

Anne LaPointe

Lisa Neville

Carol Standen

CREATIVE ADVISORY BOARD

Tom Bergeron

Matt Grady

Mike O'Malley

Nicole Gregg
Co-Founder, Executive Director New Hampshire Film Festival

Over the course of Gregg's leadership of the New Hampshire Film Festival, she has successfully increased and managed a combined fiscal and in-kind budget that started at \$2,000 the first year of the event and has now grown to \$350,000. She was responsible for obtaining the organization's 501(c)(3) status and has ultimately steered NHFF into the premiere film event in the state, as well as a major festival in New England. Gregg also helped secure NHFF a role as a prestigious festival on the international circuit thanks to its selection by *MovieMaker Magazine* as one of the Top 50 Film Festivals worldwide for the past five years running. She has expanded the festival exponentially, seeing incredible growth in submissions, recruiting and securing local and national sponsors, creating community partnerships, and overall maintaining and increasing the depth and scope of the festival in terms of duration and logistics. She is the brainchild behind New Hampshire Day, which has expanded into one of the signature events of the festival showcasing the best independent filmmakers from across the state. Gregg is also responsible for working with and developing the festival's marketing and public relations plan, selecting the final film program including spotlight screenings, and producing special events in addition to overseeing all facets of the festival from special guests, jury members and panelists, filmmaker relations and all staff positions.

Prior to Gregg's work on NHFF, she graduated from the George Washington University in 1997 and studied art history and photography at Parsons School of Design in Paris during a semester abroad. She then began her career in independent film in the casting department at the critically acclaimed Shooting Gallery film production company in New York City. Her first feature film credit, *You Can Count On Me* directed by Kenneth Lonergan, went on to receive two Academy Award nominations. Other film credits in casting include *Julie Johnson* starring Courtney Love and Lili Taylor, and *3AM* starring Danny Glover and Michelle Rodriguez. Gregg relocated to Portsmouth in 2001 and began working at the Portsmouth Chamber of Commerce as the Events Manager. Her roles there included securing all sponsorship and coordinating all production of monthly networking events, galas, and major fundraisers and overseeing an annual budget of \$100,000. Her love of independent film and knowledge of events and community lead her to discover her dream job of running an international film festival right in her own backyard of Portsmouth, while also finding time to raise a family.

Gregg served as a Commissioner for the New Hampshire Film and Television Office from 2004-2007 and was named a "Remarkable Woman of the Arts" by *New Hampshire Magazine* in 2008. She is currently a Corporator at Provident Bancorp, the Mutual Holding Company of The Provident Bank and has served as a panelist and juror at various film events for the Filmmakers Collaborative in Boston.