

**RTPARK
SUMMARY OF PROCEDURES
FOR
PROTECTED CELLS**

**UNIVERSITY OF THE VIRGIN ISLANDS
RESEARCH AND TECHNOLOGY PARK CORPORATION**

**RESEARCH AND TECHNOLOGY PARK
PROTECTED CELL CORPORATION**

May 1, 2008

Contents

Introduction and Welcome 3

Protected Cells – Before You Apply

RTP101: Application Requirements Notice (070529V2)..... 4

RTP102: Profile and Selection Criteria (060320V4) 5

RTP103/RTP112: Appraisal, Due Diligence and Background Check (080229V2) 8

RTP104: Application Process Overview (060320V3) 12

RTP108: Information/Frequently Asked Questions (FAQ) (060320V4) 14

RTP120: Application Process Timeline (060320V3)..... 21

RTP130: Application Form (060320V4)..... 22

Appendices

Definitions and Legislative Statements of PurposeAppendix A

RTPark Tenants, Beneficiaries and Related Defined Terms.....Appendix B

Introduction and Welcome

Welcome, and thank you for your interest in *RTPark*¹ and the economic development initiatives of the *USVI*. This document has been prepared to assist interested parties in understanding the specific mission and mandate of RTPark within the broader context of territory-wide economic development initiatives in the *USVI*.

RTPark's mission is to foster the development of a robust technology sector that can diversify the territorial economy, by leveraging unique territorial network assets, offering products and services aligned to the needs of clients and customers, and leading workforce development initiatives to create professional career paths.

Under certain circumstances, RTPark can refer its tenants to *EDA* for various incentives and benefits. However, RTPark can also independently extend substantially the same incentives and benefits to a variety of *Knowledge Based Businesses* (including *e-Commerce Businesses*) through its *RTPark-PC* subsidiary. In fact, it is the joint, stated expectation of RTPark and *EDA* that RTPark lead the *USVI*'s economic development mission for technology-based businesses.

RTPark was chartered as "body corporate and politic constituting a public corporation and autonomous instrumentality" of the *USVI* government by Act 6502 in 2002. RTPark's "footprint" is territory-wide, encompassing by statute any *Research and Technology Park* and/or *Research and Technology Park Project*², with a special interest in the unique development priorities and opportunities on the island of St. Croix.

To receive *RTPark Incentives*³ a company must be a knowledge-based (typically a technology) business, engage in workforce development (generally in concert with *UVI*), permit RTPark to take a stake in the business, and be found suitable to and aligned with RTPark's mission by the *RTPark Board*. Significantly, RTPark is expected to become self-sustaining over time through the revenue streams it generates from operations (which may include, for example, proceeds arising from its stakes in individual *Protected Cells*, lease and rental income, income from infrastructure services such as data center collocation and access to global bandwidth, income from professional services, and fees).

We look forward to the opportunity to be of service to you and to facilitate the creation of unique competitive advantages for your business. For additional information, please contact the RTPark Executive Director's office at:

University of the Virgin Islands Research and Technology Park
UVI St. Croix Campus
RR1 Box 10000
Kingshill, VI 00850-9781

(340) 692-4200
(340) 692-4212 facsimile

¹ *Italics* are occasionally used on the first occurrence of terms more fully defined in the Appendices.

² By way of example, RTPark's capacity and collocation agreements with Global Crossing (relating to RTPark's use of the fiber landing facility north of Frederiksted) fall within the definitions of Research and Technology Park and Research and Technology Park Project.

³ Similar to *EDC Incentives*; see 17 *VIC* Chapter 43 §806(b)-(g). *RTPark-PC* has the right to extend benefits and incentives to other Protected Cells it creates.



RTP101: Application Requirements Notice

1. Purpose

The purpose of this form is to provide a clear statement to Applicants regarding the nature and substance of the information which must accompany their application to be considered for a license to operate a Protected Cell within RTPark-PC.

2. Mandatory Nature of Requirements

Providing this information is *not optional*. Applicants unwilling or unable to provide the necessary information on a timely basis will not be successful in their application for the establishment of a Protected Cell. Similarly, entities which have already achieved Protected Cell status risk the immediate loss of that status if they are unwilling or unable to provide such information on an ongoing and timely basis. Partial applications will not be processed.

3. Summary of Requirements

Applicants are hereby advised that a complete application must be submitted (and deemed satisfactory) to RTPark consisting of (but not limited to) the following items:

- 3.1. A current business plan for the business that will be operated as a Protected Cell, specifically addressing the following:
 - 3.1.1. Profitability and financial viability of the business;
 - 3.1.2. Background and experience of the principals;
 - 3.1.3. Commitment to employment of residents of the USVI; and
 - 3.1.4. Intended markets that the business will serve, including geographical location.
- 3.2. If the prospective Protected Cell (or its parent, as the case may be) is not a new entity, copies of corporate tax returns for the last three (3) years (or for the number of years for which the company has operated if less than three).
- 3.3. Details of company's corporate structure, bylaws, ownership, etc.
- 3.4. Business references.
- 3.5. Copies of the personal tax returns for the principals for the prior three (3) years.

RTP102: Profile and Selection Criteria

1. Eligible Businesses

- 1.1. The Act stipulates that RTPark Companies may be comprised of any of the following five (5) tenant categories:
 - 1.1.1. Beneficiaries of the Virgin Islands' Economic Development Program pursuant to 29 VIC Chapter 12, and Beneficiaries of the Farmers, Fishermen and Consumers Assistance Program pursuant to 7 VIC Chapter 13;
 - 1.1.2. RTPark-PC, pursuant to 17 VIC Chapter 43 (including by reference Protected Cells);
 - 1.1.3. Other Knowledge-based Businesses pursuant to 17 VIC Chapter 34 §428(h);
 - 1.1.4. Incubator Business Tenants as defined in 17 VIC Chapter 34 §482(g); and
 - 1.1.5. Support Businesses pursuant to 17 VIC Chapter 34 §428(l).
- 1.2. The RTPark Board is given the exclusive right and authority under the Act to negotiate with RTPark Companies as to the terms of their leases and all other aspects of their tenancy in RTPark, subject to the terms and conditions of any applicable leases to (or obligations of) RTPark including by UVI or any other party.
- 1.3. Of the RTPark Companies, the one relevant to Applicants is RTPark-PC, which is the only authorized vehicle for the creation of Protected Cells within the USVI. Any individual, group of individuals, or business may apply for the establishment of a Protected Cell. Further details are provided in RTP104.

2. Selection Criteria Defined in the Act

The Act stipulates that the RTPark Board must first approve the plan of operation of any proposed Protected Cell, and that this plan should include, but not be limited to the specific business and investment objectives of the proposed Protected Cell.

3. Selection Criteria Applied by the RTPark Board

The UVI Board of Trustees and RTPark Board have adopted a set of Guiding Principles for RTPark. Section V of these Guiding Principles applies specifically to the selection of tenants and the "Standards of Approval" that will be applied by the RTPark Board in evaluating all requests for tenancy. In this instance, "tenancy" applies equally to Applicants as well as non-Protected Cell RTPark Companies. The Standards of Approval include:

- 3.1. General considerations;
- 3.2. Eligibility and relationship requirements;
- 3.3. Permitted uses;

- 3.4. Benefits and capabilities; and
- 3.5. Other provisions on occupant selection criteria and procedures.

4. Guidelines and Standards of Approval for Protected Cells

Guidelines and Standards of Approval specifically relevant to Applicants are as follows:

4.1. General Considerations

- 4.1.1. The nature of the business of each Protected Cell that has occupancy in RTPark must be consistent with the purpose of RTPark-PC;
- 4.1.2. The manner in which each proposed occupant conducts its business must be consistent with the values and best interests of RTPark (and, via the Guiding Principles, UVI);
- 4.1.3. Tax benefits granted to each proposed occupant are for income derived from operations in the USVI;
- 4.1.4. Additionally, each applicant for Protected Cell status must agree to the following requirements for occupancy in RTPark:
 - 4.1.4.1. The Protected Cell must be established as a legal entity in the USVI;
 - 4.1.4.2. The Protected Cell must perform all or substantially all of its worldwide banking with approved banking partners in the USVI;
 - 4.1.4.3. The Protected Cell must run all or substantially all of its electronic transactions through servers located within the USVI;
 - 4.1.4.4. The Protected Cell must perform e-commerce transactions with the approved or preferred e-commerce partners;
 - 4.1.4.5. The Protected Cell must demonstrate an ability and a willingness to comply with all applicable laws, regulations, and administrative procedures regarding conducting business activities in the RTPark or the USVI including a capability to pay all applicable initial and annual fees due RTPark, RTPark-PC and USVI Government.

4.2. Eligibility and Relationship with UVI and the RTPark

When appropriate, the proposed relationship with UVI shall be taken into account, as follows:

- 4.2.1. The proposed Protected Cell is deemed to be a strategic business partner that will bring to RTPark specific areas of expertise that are needed for the support of web-hosting and e-commerce operations;
- 4.2.2. The proposed Protected Cell is engaged in a technology-oriented, knowledge-based, or e-commerce business activity that will help build a sustainable technology sector in the USVI and generate revenues for RTPark.

4.3. Permitted Uses

Permitted uses for Protected Cells include:

- 4.3.1. The provision of facilities intended for conducting “electronic commerce” or “e-commerce business” involving electronically based data transactions for digitally based commerce including, but not limited to business-to-business and business-to-consumer data transactions, electronic data interchange and other digital supply transactions, financial settlements, web-based marketing, advisory and transactional services, database services and products, swift payments, fed wire, online services such as telecommuting, telemedicine, education and information research, and all related data communication services, whether conducted by e-mail, document management, voice or data transmission, or otherwise;
- 4.3.2. The provision of facilities dedicated to distance learning, technology education and training or work force training and development; and
- 4.3.3. The provision of any other facilities reasonably related to the intended mission of RTPark and RTPark-PC, provided these uses are consistent with uses permitted in the Guiding Principles.

4.4. Excluded Activities

Neither RTPark nor RTPark-PC shall be used for any illegal, pornographic, questionable or controversial activities that will tarnish the image of RTPark, or whose operation will have an adverse impact on the image and reputation of RTPark, UVI or the USVI.

4.5. Benefits and Capabilities

At the discretion of the RTPark Board, consideration of applications for the creation of a Protected Cell will take into account the benefits and capabilities that the Protected Cell will bring to the advancement of RTPark’s mission. These factors include the following:

- 4.5.1. Whether the Protected Cell has contributed or will contribute funds, services, or materials for the benefit of UVI or the community as a demonstration of the business’ public service commitment; and
- 4.5.2. Whether it can be demonstrated that the proposed Protected Cell will have sufficient financial capabilities to undertake and perform its obligations within RTPark.

RTP103/RTP112: Appraisal, Due Diligence and Background Check

1. General

- 1.1. The purpose of this document is to provide a summary of the process for undertaking background checks on the companies (and their principals) making applications for Protected Cells to RTPark-PC. Reflecting the nature of RTPark and its stakeholders, RTPark must be conscientious in its due diligence procedures. In order for the RTPark Board to consider an application for a Protected Cell, it is necessary for background checks to be carried out. Detailed vetting and due diligence will be based on the information provided by the applicant in the Application (RTP130).

2. Due Diligence/Background Check Process

- 2.1. RTPark's due diligence process will involve:
 - 2.1.1. Validation of the information provided by the applicant in their Application;
 - 2.1.2. Evaluation of their suitability as judged against the selection criteria summarized in RTP102.
 - 2.1.3. Consideration of the outcome of the background investigation process.
- 2.2. RTPark's background investigation process will involve:
 - 2.2.1. A detailed examination of the applicant (and its principals) will be commissioned by RTPark, undertaken by a third party practiced in the process of undertaking such background checks;
 - 2.2.2. A fee to cover the administrative costs associated with the completion of the background checks will be charged to the applicant. This fee is payable in advance and is not refundable under any circumstances. No Application will be considered by the RTPark Board until such fee has been received.
- 2.3. Once the due diligence process and background checks are complete, a report will be provided to the RTPark Executive Director for consideration, the specifics of which may be subsequently incorporated in the Executive Director's recommendation to the RTPark Board and/or otherwise retained by RTPark.

3. General Form of Applicant Due Diligence Submittal

- 3.1. The specific information required by RTPark is subject to change from time to time, and may be generally characterized as shown in the following example:

UVI RTPARK APPLICANT DUE DILIGENCE SUBMITTAL

NAME:	_____
SOCIAL SECURITY NUMBER:	_____
DATE OF BIRTH:	_____
ADDRESS:	_____

PERSONAL INFORMATION

1. Have you been known by any name or names other than the name listed on this application? If so, please list them and the authority and/or jurisdiction date, etc. where the change took place.

2. Of what country are you a citizen?

A. Please indicate the following:

i. Place of birth (City, State):

ii. Country of birth:

B. If you are not a citizen of the United States, please indicate:

i. Port of entry to the United States:

ii. Name and address of sponsor upon your arrival:

iii. If you are a natural citizen, provide the following information:

a. Petition number: _____

b. Date granted: _____

c. Court: _____

d. City/State of Court: _____

e. Certificate number: _____

BACKGROUND INFORMATION

3. Have you had or do you have any propriety interest in any other enterprise which is or has been a beneficiary under any economic development program in the USVI (including, but not limited to, RTPark and/or EDC)?



Yes _____ *(attach explanation, including for each circumstance the name and type of business)*

No _____

4. Has any entity in which you or your spouse, is was a director, officer, partner or an owner of a five percent (5%) or greater interest ever had any license, permit or certificate issued by a governmental agency in any jurisdiction denied, suspended, revoked, or subject to any conditions?

Yes _____ *(attach explanation)*

No _____

5. Have you ever been arrested or charged with any crime or offense in any jurisdiction?

Yes _____ *(attach explanation)*

No _____

6. Have you ever been the subject of an investigation conducted by any governmental agency/organization, court, commission, committee, grand jury or investigatory body (local, state, county, provincial, federal, national, etc.) other than in response to a traffic summons?

Yes _____ *(attach explanation, including for each circumstance the name and address of court or other agency, nature of proceeding or investigation date, whether testimony given and if so what date, and approximate time period of investigation.)*

No _____

7. In the past ten (10) years, have you as an individual, member of a partnership, or owner, director, or officer of a corporation, ever been a party to a lawsuit, as a defendant?

Yes _____ *(attach explanation, including for each circumstance the date filed, name and address of the court, docket/case number, names of any other parties to suit, nature of suit, disposition and date of disposition.)*

No _____

8. Have any of the beneficial owners ever been adjudicated bankrupt or filed a petition for any type of bankruptcy, insolvency or liquidation under any bankruptcy or insolvency law in any jurisdiction?

Yes _____ *(attach explanation)*

No _____

ADDITIONAL APPLICATION DUE DILIGENCE INFORMATION

Please attach Exhibits responding to each of the following.

9. Please provide Tax Clearance Letter.
10. Please provide Police Clearance Letter (Police Records Check).
11. Please describe how you became aware of the UVI RTPark program. Identify all individuals and entities that made you aware of the program.
12. Provide all legal opinions concerning the tax effects of participating in the UVI RTPark program.
13. Confirm that your legal counsel has analyzed IRS Source Rules Involving U.S. Possessions documented as Regulatory Information Number (RIN) 1545-BF85 effective April 9, 2008, IRS Notices 2006-76, 2004-45, 26 USC 932, 934, 937 and subsequent IRS regulations. Confirm that you personally understand that the examples used by the IRS in Notice 2006-76 refer specifically to companies organized in a U.S. territory, have their sole place of business in the U.S. territory, and are not engaged in the conduct of a trade or business in the United States. Describe whether your



business will be substantially similar to the business described in Notice 2006-76. Describe any differences in the operation of your business.

Note that the first example is based on a software developing and sales company that receives orders from around the world and ships compact discs or allows customers to download its software. Under the contracts, the rights, title, and interest in the software pass to the customers at the company's place of business, that is, in the U.S. possession.

The second example involves an application service provider. Customers send data to be analyzed and stored in the company's server in the U.S. territory. Customers use the company's software to analyze data and produce reports from their locations but are not given a copy of the software).

- 14. Please identify all controlled affiliates and explain what relationship they have or will have to your USVI company.
- 15. Anatomy of a transaction. Please describe in narrative and chronological order how a transaction will occur in your USVI business. Include money movements and banking transactions.
- 16. Have you individually or by and through a controlled affiliate ever been subject to a post audit penalty assessment by a tax authority (including, but not limited to, the IRS and/or the Virgin Islands Bureau of Internal Revenue)? If so, please explain and provide appropriate documentation.
- 17. Confirm that you agree to report to UVI RTPark any suspicious financial transactions of your customers when you become aware of them. For guidance on suspicious activities consult with the U.S Department of the Treasury's FINCEN website at <http://www.fincen.gov/>.

RELEASE AUTHORIZATION

To all Courts, Probation Departments, Selective Service Boards, Employers, Educational Institutions, Banks, Financial and Other Such Institutions, Credit Agencies, and All Private or Government Agencies, federal, state and local, without exception, both foreign and domestic.

On behalf of _____
(Name of Enterprise)

I, _____, have authorized the University of the Virgin Islands Research and Technology Park Corporation (RTPark), or its designee, to conduct a full investigation into the background of the said enterprise, its principals, agents and employees.

Therefore, you are hereby authorized to release any and all information pertaining to the said enterprise, documentary otherwise, as requested by any agent of the RTPark or its designees.

A copy of this authorization will be considered as effective and valid as the original.

(Signature & Title)

Subscribed and sworn to before me this _____ day of _____, 2008.

Notary Public

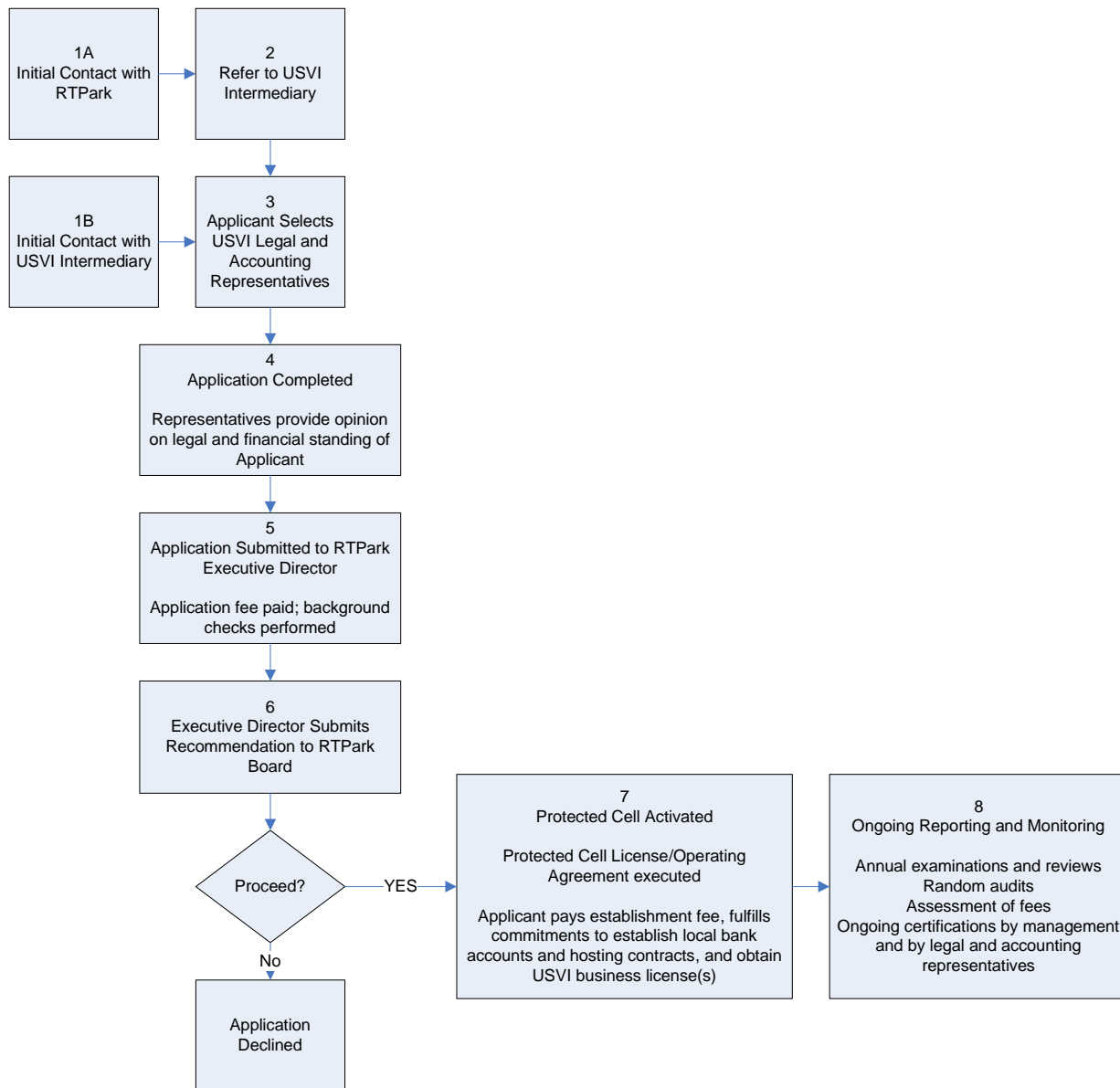
SEAL

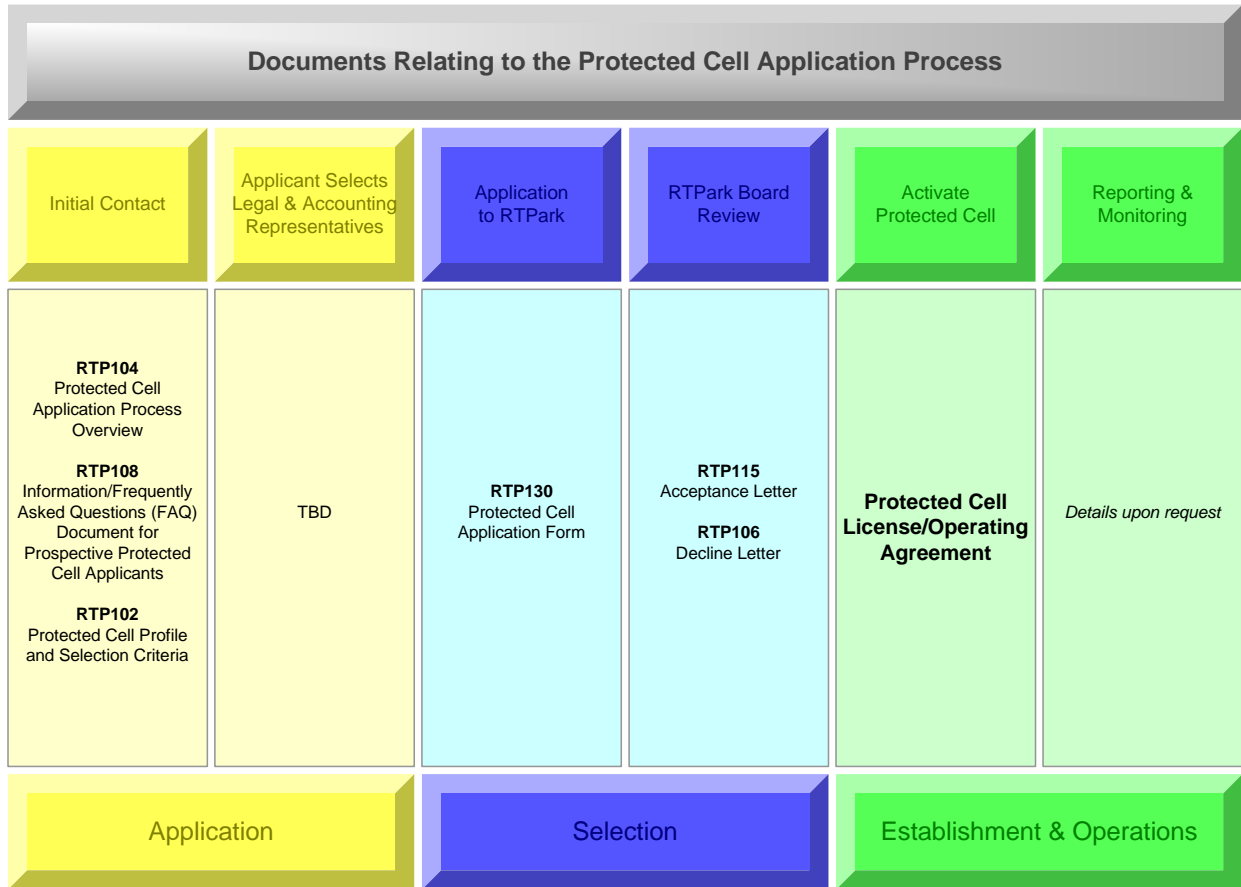


RTP104: Application Process Overview

1. Protected Cell Application Process Flow

The following flowcharts summarize the essential steps and documents involved in making an application for, and receiving a definitive response regarding, Protected Cell status:





RTP108: Information/Frequently Asked Questions (FAQ)

RTPark Application Procedures for the Establishment and Operation of a Protected Cell

1. Introduction

This document presents information of use to Applicants and is drawn from a variety of sources including the Act and guidelines adopted by the RTPark Board, but is not intended to be definitive. The applicant is encouraged to undertake its own thorough examination of the relevant legislation, operational procedures, and relevance to its own business objectives before proceeding with an application for Protected Cell status. While RTPark believes this document accurately summarizes the information drawn from the Act and other sources as of the date of this document, to the extent any of the information contained herein conflicts with the Act or such other sources, the Act and other sources (as the case may be) will control.

2. What is the RTPark?

Operating under a mandate from the Government of the USVI, RTPark was established by the Act to assist in the development of the USVI economy and to support the mission of UVI.

Specifically, the mission of RTPark is to help develop a technology sector, create jobs for Virgin Islanders, broaden the tax base of the USVI economy, strengthen the capabilities of UVI and generate revenues.

RTPark provides a unique environment in which technology-based companies can undertake research, development, testing and commercialization of intellectual property, and provide e-commerce services to clients on a global basis under the protection of US intellectual property law, within a beneficial tax structure, utilizing the very high bandwidth telecommunications capacity that is available in the USVI. In return for providing these facilities and services, RTPark receives financial revenues and support for community development initiatives, and UVI engages in educational collaboration with RTPark Companies. RTPark provides an attractive near-shore alternative for technology and knowledge-based businesses that are moving to off-shore jurisdictions in search of a cost effective environment offering business incentives, reduced regulation, and cost efficiencies for the commercialization of intellectual property and the conduct of e-commerce.

3. What is a Protected Cell?

A Protected Cell is a legal entity that is created through RTPark-PC. It can take any form that is legal in the USVI and provides limited liability for some or all of its shareholders, members or partners, including a corporation, a limited liability company, or limited liability partnership.

Protected Cells will be expected and required to operate with a high level of transparency while demonstrating exemplary ethics and professionalism. This process begins with the Protected Cell application process.

Protected Cell status applies only to the specific entity and not to its affiliates, subsidiaries, or parent entities. Stakeholders of Protected Cells may participate in certain Protected Cell benefits to the extent those benefits are derived directly from the operations of the Protected Cell and not of the separate operations of the Stakeholder. Protected Cell status cannot be encumbered by the

Applicant in any way, including (without limitation) the use of Protected Cell status as collateral for any indebtedness.

The Act stipulates that RTPark-PC, pursuant to 17 VIC Chapter 43 has the right to establish Protected Cells within the USVI.

4. What Kinds of Applicants Are Eligible to Apply for the Establishment of a Protected Cell?

- 4.1. Any individual, group of individuals, or business may apply for the establishment of a Protected Cell. In order to receive the benefits that the Protected Cell offers, the Protected Cell must:
 - 4.1.1. be an “Electronic Commerce Business,” an “E-commerce Business,” or a “Knowledge-Based Business” as defined in 17 VIC Chapter 34 §482;
 - 4.1.2. be a tenant of RTPark; and
 - 4.1.3. have RTPark-PC as an equity owner.
- 4.2. The RTPark Board must also provide written approval of a plan of operation with respect to the Protected Cell before tax benefits can be received by the Protected Cell. Certain elements of such plan of operation may be incorporated into the Protected Cell License/Operating Agreement.
- 4.3. The RTPark Board has the exclusive right and authority under the Act to negotiate with Applicants as to the terms of their leases and all other aspects of their tenancy in RTPark. The specific selection criteria that apply to prospective tenants of RTPark are described in RTP102.
- 4.4. Neither RTPark nor RTPark-PC will do business with organizations or individuals undertaking business in or with countries proscribed by the US Department of Treasury Office of Foreign Assets Control, or with individuals identified by the US Federal Government as Specially Designated Nationals or Blocked Persons. RTPark will also comply with any other restrictions that may from time to time be defined by the US Federal Government. Applicants must comply with these restrictions both at the time of application and as they may be amended in the future.

5. What Tax Incentives are Available to RTPark Tenants?

The tax incentives available to RTPark tenants are dependent on the type of business.

- 5.1. Tenants that are physically resident in RTPark, but are not Protected Cells, may apply for certain tax benefits through the EDA, which operates as a separate economic development entity of the Government of the USVI. EDA procedures are beyond the scope of this document.
- 5.2. RTPark tenants that are Protected Cells automatically qualify for certain tax benefits administered by RTPark-PC, as follows:
 - 5.2.1. (Up to) a 90 percent (90%) reduction in income tax liability shown on its tax return for the taxable year on a) income from Virgin Islands sources and b) income that is “effectively connected” with the conduct of a Virgin Islands trade or business pursuant to §934(b)(1) of the US Internal Revenue Code;

- 5.2.2. An exemption on taxes on real property to the extent that it is utilized in one of the businesses or industries for which the Protected Cell has been established;
- 5.2.3. An exemption from gross receipts taxes on receipts from the business for which the Protected Cell has been established;
- 5.2.4. An exemption from excise taxes on building materials, tools, pipes, pumps, conveyor belts or other appliances, materials and supplies necessary for use in the construction, alteration, re-construction or extension of the physical plant or facilities of RTPark and/or the Protected Cell;
- 5.2.5. An exemption from excise taxes on raw materials and component parts brought into the USVI for the purpose of producing, creating or assembling an article, good or commodity;
- 5.2.6. An exemption from withholding tax with respect to payments of interest and a four percent (4%) withholding rate on the payments of dividends and royalties;
- 5.2.7. A reduction in customs duties to one percent (1%) on raw materials and component parts brought into the USVI by a Protected Cell to produce, create, or assemble an article, good, or commodity;
- 5.2.8. The benefits will apply to shareholders, members, partners, grantors, beneficiaries, and other direct or indirect owners of RTPark-PC or a Protected Cell who are established in the USVI or who are bona fide residents of the USVI in accordance with §932(c) of the US Internal Revenue Code of 1986, as amended. Such shareholders, members, partners, grantors, beneficiaries, or other owners are entitled to a ninety percent (90%) reduction on income taxes payable with respect to income derived from the dividends or distributions paid to them by RTPark-PC or a Protected Cell; and
- 5.2.9. The Protected Cell will not be subject to any otherwise applicable taxes or tax increases that may be subsequently enacted by the Government of the USVI during the period of its benefits, which is the lesser of fifteen (15) years or the period of time as a Protected Cell as set out in its plan of operation. Benefits will be renewable under rules to be developed by the RTPark Board.

6. What Obligations Does a Protected Cell Have?

Protected Cells have a number of obligations, both at the time of application and on an ongoing basis. Applicants will be required to execute a Protected Cell License/Operating Agreement which will include a commitment to organize and manage the Protected Cell in a manner that is consistent with both the guiding principles of RTPark and the specific obligations that Protected Cells have towards RTPark and RTPark-PC. These obligations include, but are not limited to, the following:

- 6.1. At least one formal review of each Protected Cell by RTPark management is required each year, at which time RTPark reviews with the tenant the fulfillment of responsibilities and obligations of each party under the Protected Cell License/Operating Agreement;
- 6.2. RTPark is committed to maintaining an image of a reputable and prestigious University Park that is untainted by illegal business activities or questionable business dealings. Accordingly, RTPark maintains a zero tolerance policy for illegal, pornographic, money laundering, gambling or other questionable or illicit business activities and dealings;

- 6.3. Each Protected Cell will be expected to comply with the RTPark’s “Know Your Customer” regulations, which require each Protected Cell and tenant to:
 - 6.3.1. determine the identity of its customers;
 - 6.3.2. determine normal and expected transactions for its customers;
 - 6.3.3. determine its customers’ sources of funds;
 - 6.3.4. identify transactions that are not normal or expected transactions for the customer; and
 - 6.3.5. report suspicious transactions under existing suspicious activity reporting requirements to the appropriate governmental authorities;
- 6.4. Each Protected Cell will be required to pay a franchise tax as shown in the following table:

Gross Receipts	Franchise Tax Payable
Up to \$1MM	\$200
More than \$1MM, but no greater than \$5MM	\$2,000
More than \$5MM, but no greater than \$10MM	\$5,000
More than \$10MM, but no greater than \$20MM	\$12,500
More than \$20MM, but no greater than \$50MM	\$15,000
More than \$50MM, but no greater than \$100MM	\$20,000
More than \$100MM, but no greater than \$250MM	\$25,000
More than \$250MM	At the discretion of the RTPark Board, but in no case less than \$25,000

- 6.5. The granting of Protected Cell status allows a qualified company to engage in activities for which it is licensed, and to enjoy the tax benefits defined in the Act for the eligible business activities in which the Protected Cell engages. As a tenant of RTPark, a Protected Cell is required to:
 - 6.5.1. Run all of its electronic transactions through web servers physically located within the USVI;
 - 6.5.2. Perform all of its e-commerce transactions with the approved or preferred e-commerce partners;
 - 6.5.3. Perform its worldwide banking with approved banking partners or financial institutions located in the USVI;
 - 6.5.4. Operate its business in a legal and ethical manner;



- 6.5.5. Report periodic financial data to RTPark including providing RTPark with an annual audited financial report;
 - 6.5.6. Pay RTPark invoices promptly for establishment, annual renewal fees, or other billings;
 - 6.5.7. Promptly pay to RTPark pursuant to its agreement with RTPark any and all royalties payable to the RTPark;
 - 6.5.8. Promptly pay to RTPark when due its annual franchise taxes payable to the USVI Department of Finance based on the worldwide gross receipts;
 - 6.5.9. Provide RTPark with an annually-updated three (3)-year plan of operations together with employment projections for Virgin Islands-based employees and associated skills requirements;
 - 6.5.10. Collaborate and interact with UVI in workforce development initiatives and joint research as opportunities become available;
 - 6.5.11. Participate with RTPark and UVI in a Community Reinvestment Program;
 - 6.5.12. Comply with all applicable RTPark and governmental regulations regarding conducting business activities in RTPark and the USVI;
 - 6.5.13. Indemnify RTPark, UVI and the Government of the USVI from claims and lawsuits brought against the Protected Cell or arising out of the Protected Cell's operations; and
 - 6.5.14. Conduct an annual meeting of the company's Board of Directors in the USVI.
- 6.6. Each Protected Cell will be required to a) obtain a Protected Cell Business License from the USVI Department of Licensing and Consumer Affairs and b) adhere to all relevant laws and regulations as determined by the Government of the USVI.

7. What is the Application Procedure for the Establishment of a Protected Cell?

- 7.1. RTPark-PC seeks to select those companies that are most likely to:
- 7.1.1. help RTPark in achieving the objective of helping to build a sustainable technology sector in the USVI;
 - 7.1.2. generate revenues for RTPark; and
 - 7.1.3. contribute generally to the economic development of the USVI.

The application procedure is described more fully in RTP104, and can be summarized as follows:

- 7.2. Applicants for a Protected Cell will be required to:
- 7.2.1. Appoint a legal representative licensed to practice law in the USVI. Such legal representative shall:

- 7.2.1.1. evaluate and confirm certain information relating to the Applicant and the application (including legal standing as well as relevant background examinations);
 - 7.2.1.2. disclose to RTPark any details it deems material to the nature of the Applicant, the application, and the relevance of the proposed Protected Cell to the mission and objectives of RTPark and UVI; and
 - 7.2.1.3. render to RTPark its report in form and substance sufficiently similar to an opinion letter. Applicants are strongly cautioned to identify and elaborate, in advance, any materially adverse matters pertaining to their application, past or present operations, affiliates and principals.
- 7.2.2. Appoint a certified accounting firm authorized to provide such services in the USVI to evaluate the financial status of the Applicant. Audited financial statements for three (3) preceding years, or other financial statements certified by the Applicant and acceptable to RTPark, will be required.
- 7.2.3. Provide a business plan for the operation of the proposed Protected Cell, including future projections for a period of not less than five (5) years.
- 7.3. The Executive Director of RTPark will:
- 7.3.1. Review and evaluate the application once it has been fully completed and formally submitted, and confirm any details with the Applicant as deemed necessary; and
 - 7.3.2. Prepare and submit to the RTPark Board for review and action a recommendation on whether approval should be given for the establishment of a Protected Cell.
- 7.4. The RTPark Board will:
- 7.4.1. Review and consider each application forwarded by the Executive Director;
 - 7.4.2. Arrive at a decision on whether approval should be given for the establishment of a Protected Cell;
 - 7.4.3. Inform each Applicant of the decision reached in a timely manner.

8. Under What Circumstances Can an Entity Lose its Protected Cell Status?

- 8.1. In the event that an entity approved to receive Protected Cell status ceases to meet any of the three preconditions described in Section 4.1 above, it will automatically lose this status, and will no longer be eligible for the various benefits that inure to a Protected Cell. Similarly, the stakeholders of the Protected Cell will no longer be eligible to receive any associated tax benefits.
- 8.2. In addition, the entity may lose its Protected Cell status if it ceases to fulfill any of its ongoing obligations under the Protected Cell License/Operating Agreement or any commitments made by the original Applicant in the application process.
- 8.3. Breaches of these commitments and obligations would include, without limitation:



- 8.3.1. Engaging in activities not covered by the terms of its USVI business license;
 - 8.3.2. Engaging in illegal or illicit activities;
 - 8.3.3. Failure to fulfill obligations or comply with any agreements, RTPark and/or Government regulations, or the laws of the US or the USVI;
 - 8.3.4. Failure to remain in compliance with respect to maintaining a current USVI business license, timely filing of tax returns and/or payment of taxes when due, etc.;
 - 8.3.5. Nonpayment of RTPark invoices.
- 8.4. Other than circumstances which result in immediate termination of Protected Cell status, and depending on the severity of the breach, the Protected Cell will receive written notice of termination of Protected Cell status with an opportunity to cure such breach. Terminations may be appealed to the RTPark Board whose decision shall be final.

RTP120: Application Process Timeline

9. Process Timeline

This document describes the timeline that is intended to generally apply to the process of applying for a Protected Cell through the RTPark-PC. A description of the application process is provided in *RTP104*.

The overall time from the Applicant's submission of a fully-completed application to the RTPark's Executive Director, to receipt of a decision from the RTPark Board regarding the application, will generally not exceed eight (8) weeks:

Stage	Timing
1-5: Preparation and submission of application to RTPark Executive Director	Variable; the application is comprehensive and the Applicant should plan accordingly.
6. RTPark Executive Director's Recommendation to RTPark Board RTPark Board Decision	No more than six (6) weeks following receipt by RTPark Executive Director of completed application from Applicant Within two (2) weeks following RTPark Executive Director's recommendation to RTPark Board
7. Establishment of Protected Cell	Variable, dependent on Applicant's execution of the Protected Cell License/Operating Agreement and completion of other requirements; e.g., for business registration, etc.

RTP130: Application Form

Application to RTPark-PC for the Establishment of a Protected Cell

1. General

1.1. RTPark-PC seeks to select those companies that are most likely to:

1.1.1. help RTPark in achieving the objective of helping to build a sustainable technology sector in the USVI;

1.1.2. generate revenues for RTPark; and

1.1.3. contribute generally to the economic development of the USVI.

As a result, Protected Cells will be expected and required to operate with a high level of transparency while demonstrating exemplary ethics and professionalism. This process begins with the Protected Cell application process.

1.2. Before Protected Cell status can be conferred, Applicants will be required to execute a Protected Cell License/Operating Agreement which includes certain fee and reporting requirements among its terms and conditions. For example, Protected Cells are required to furnish sufficient information to satisfy the RTPark Board that the Protected Cell is conducting its business in a manner that is consistent with the guiding principles of RTPark-PC as defined from time to time by the RTPark Board. In addition, Protected Cells are required to pay fees to RTPark-PC based on their worldwide annual gross receipts.

1.3. It is therefore a necessity for Protected Cells to provide, on an ongoing basis, certain financial and legal information to RTPark-PC. The principal purposes of this information are to:

1.3.1. Describe clearly the nature of the business that the Protected Cell conducts (or in the case of an Applicant, intends to conduct);

1.3.2. Provide a clear description of the legal, financial and ownership structure of the Protected Cell;

1.3.3. Provide evidence that the Applicant is conducting itself in a manner which is consistent with, and conforms to, the laws of the United States of America and the USVI, and that it is not in breach of any laws in other jurisdictions in which they operate.

Providing this information is *not* optional. Applicants unwilling or unable to provide the necessary information on a timely basis will not be successful in their application for the establishment of a Protected Cell. Similarly, entities which have already achieved Protected Cell status risk the immediate loss of that status if they are unwilling or unable to provide such information on an ongoing and timely basis.

1.4. RTPark and RTPark-PC will accept no responsibility for maintaining the confidentiality of any information disclosed orally by the Applicant or by any other parties, regardless of the circumstances under which such disclosure takes place, or for information previously known to

RTPark or to RTPark-PC or otherwise found in the public domain. RTPark and RTPark-PC will use commercially-reasonable efforts to maintain the confidentiality of the written information provided by the Applicant in the application, including limiting the accessibility of such information only to those entities (such as RTPark-PC, RTPark and/or UVI employees, RTPark Board members, and/or specific third parties retained to perform due diligence relating to the Applicant and/or the application) who are required to undertake evaluation of the application and/or to subsequently administer elements of the Protected Cell License/Operating Agreement if the application is approved.

- 1.5. Applicants should provide all information in a complete, single package, on US letter-sized paper (8½ x 11 inch), typewritten or printed using a typeface font, organized in the same order and manner as the numbered sections on the following form, and clearly indicating to which question each element of information relates. Applicants may use this form directly, or provide information (including any additional information or supporting details) on clearly marked, numbered separate sheets.

2. Applicant Summary

Company or Partnership Name:

Country in which Company is incorporated, or Partnership registered:

--

If a Company, form of incorporation (e.g. corporation, limited liability company, etc.):

--

Registration Number within country of incorporation (e.g. FEIN in US):

--

Ownership structure of Applicant (publicly quoted, privately held):

--

Stock Market Exchange and Ticker Symbol if Applicant is publicly quoted (leave blank if not public):

--

General Field of business in which the Applicant is engaged:

--

If the Applicant is a wholly-owned subsidiary, or controlled and/or owned in the majority by another entity, please complete and attach a separate copy of this page for the parent company or controlling entity, as the case may be.

The information detailed in the following Sections 3.–11. must be provided for the Applicant, and where appropriate for the parent company or controlling entity, as well.

3. Applicant Documentation including Organizing Documents and Business Summaries

The following documents and information must be provided as part of the application and properly certified by the Applicant:

3.1. For all Applicants:

- 3.1.1. A management organization chart for the Applicant clearly indicating any divisional or business unit structure, and (to the extent not provided elsewhere) clearly delineating the exercise of control and mechanisms for change in control;
- 3.1.2. A categorized list of states and jurisdictions in which the Applicant has offices, holds property or conducts business;
- 3.1.3. A copy of the most recently obtained good standing certificates for all states and jurisdictions in which the Applicant is qualified to do business; and
- 3.1.4. A statement giving full details of the number of employees of the Applicant in all its worldwide locations, indicating the percentage that are professionally or technically qualified and the percentage that are in supervisory or managerial roles.

3.2. In addition, for incorporated Applicants whose stock is not listed and publicly traded on a major US stock exchange:

- 3.2.1. A comprehensive description of the authorized, issued and outstanding, and treasury stock of the Applicant including all classes of stock, and a listing of all shareholders and their corresponding shareholdings (including their home and business addresses, e-mail address and daytime telephone numbers) who beneficially own five percent (5%) or more of any class of stock in the Applicant;
- 3.2.2. A comprehensive description of any debt and a listing of all creditors including the nature of indebtedness, business addresses, principal contacts, payment terms and account numbers, other than for trade payables which Applicant is paying within terms;
- 3.2.3. A current copy of the Articles of Incorporation and all amendments thereto;
- 3.2.4. A current copy of the Bylaws and all amendments thereto;
- 3.2.5. A list of all Officers of the Applicant, with their positions, titles, home and business addresses, e-mail address and daytime telephone numbers, relevant professional qualifications and citizenship;
- 3.2.6. A list of all Directors of the Applicant, including non-executive directors and/or board members with their home and business addresses, e-mail address and daytime telephone numbers, board committee memberships and roles, equity holdings in the Applicant (including through affiliates), relevant professional qualifications and citizenship; and
- 3.2.7. A copy of the most recent annual report to shareholders.

- 3.3. For incorporated Applicants whose stock is listed and publicly traded on a major US stock exchange:
 - 3.3.1. A copy of the most recent annual report; and
 - 3.3.2. Copies of any SEC filings made within the previous twelve (12) months.
- 3.4. For partnerships:
 - 3.4.1. A copy of the partnership agreement and any operating and/or management agreements material to the partnership;
 - 3.4.2. A comprehensive description of partnership equity holders including a listing of all general and limited partners and their partnership interests (including their home and business addresses, e-mail address and daytime telephone numbers) who beneficially own five percent (5%) or more of any partnership interest (including, without limitation, partnership unit holdings, net profit interests, rights to distributions, or derivative economic interests);
 - 3.4.3. For all partners with interests in the general partnership, a comprehensive description of their occupation, professional qualifications and citizenship;
 - 3.4.4. A comprehensive description of any debt and a listing of all creditors including the nature of indebtedness, business addresses, principal contacts, payment terms and account numbers, other than for trade payables which Applicant is paying within terms; and
 - 3.4.5. A copy of the most recent annual report to partners.

4. Financial Information Relating to the Applicant

The following financial information must be provided as part of the application and properly certified by the Applicant:

- 4.1. For all applicants:
 - 4.1.1. The start date of the Applicant's fiscal year (i.e., the financial year the Applicant uses for accounting purposes) must be clearly indicated; and
 - 4.1.2. A summary of any information relating to the Applicant, and not specifically supplied elsewhere in the application, which the RTPark and/or RTPark-PC, in their reasonable judgment, would be likely to construe as material to the application.
- 4.2. For Applicants whose stock is not listed and publicly traded on a major US stock exchange:
 - 4.2.1. Audited financial statements for the previous three (3) years (or since inception if the Applicant has been in existence for less than three (3) years);
 - 4.2.2. A list of all banks, lenders and other financial institutions with which the Applicant does business or has a relationship, accompanied by contact details, a description of the nature of the relationship, and current balances;

- 4.2.3. A summary, with approximate percentages of the principal sources of revenues for the Applicant must be provided, including details of any individual clients providing more than 10% of the Applicant's revenues; and
- 4.2.4. Projections for revenue and profitability must be provided for the Applicant for a period of at least three (3) years beyond the current fiscal year.

5. Taxation Status of the Applicant

The following evidence of good standing and compliance with tax authorities must be provided as part of the application and properly certified by the Applicant:

- 5.1. Copies of income tax returns for any jurisdictions in which the Applicant is subject to taxation for at least the immediate prior two (2) tax years (or since inception if the Applicant has been in existence for less than two (2) years); and
- 5.2. Evidence of the Applicant's timeliness in filing and remitting taxes, as the case may be, on income, gross receipts, assets, franchise, unemployment, social security, and any others properly assessed in any jurisdiction in which the Applicant does business.

6. Litigation Status of the Applicant

For Applicants whose stock is not listed and publicly traded on a major US stock exchange, the following information on pending or active litigation must be provided as part of the application and properly certified by the Applicant:

- 6.1. Any pending lawsuits, and any lawsuits brought within the past two (2) years, involving the Applicant or its founders, directors, controlling shareholders or partners exercising control, in any legal jurisdiction worldwide; and
- 6.2. Any decrees, orders or judgments of courts or governmental agencies holding appropriate jurisdiction against the Applicant or its founders, directors, controlling shareholders or partners exercising control.

7. Joint Venture/Affiliate/M&A Agreements Relating to the Applicant

For Applicants whose stock is not listed and publicly traded on a major US stock exchange, details must be provided of any existing or pending acquisition or divestiture (including equity transactions, buy-outs, asset sales, or involving specific lines of business), joint venture, affiliation, franchise, or similar agreements between the Applicant and any other entity.

8. Government Regulations and Filings Relating to the Applicant

For Applicants whose stock is not listed and publicly traded on a major US stock exchange, details of all permits and licenses incidental to the Applicant's authority to do business (wherever it does business) must be provided.

9. Operating Plan for the Applicant

All Applicants must provide a proposed Operating Plan as part of the application, which will be subject to review and consideration by the RTPark Executive Director and the RTPark Board. If approved by the RTPark Board, some or all of the Operating Plan will be incorporated into the Protected Cell License/Operating Agreement, so the Operating Plan should be crafted by the Applicant with care. The proposed Operating Plan should include, at a minimum:

- 9.1. A clear statement of the intended nature of the business of the proposed Protected Cell. This statement should clearly indicate the principal products or services which the Applicant will provide, and should characterize the principal markets or customer groups at which the products and/or services are targeted;
- 9.2. A clear, unambiguous summary of the sources of capital for the Protected Cell, their respective financial contributions, and percentage ownership of the Protected Cell. For each identified source of capital, full details must be given, including name and contact information, country of registration or citizenship, and corporate status;
- 9.3. To the extent the information already provided in Sections 4 and 5 above would differ from that of the proposed Protected Cell, Sections 4 and 5 should be completed for the proposed Protected Cell; and
- 9.4. Pro-forma financial statements, including balance sheet, income (profit and loss) and cash flow statements, must be provided for the first five (5) years of operation of the Protected Cell. *RTPark understands that accuracy in long term forecasts is dependent on many factors which cannot be readily foreseen or measured. Nevertheless, the Applicant's long term forecasts have value, as part of RTPark-PC's ongoing assessments of the Applicant's perspective on its markets, UVI's planning for curriculum and continuing education programs, and RTPark's efforts to plan resources to meet the ongoing needs of tenants and Protected Cells. The Applicant is advised to prepare its forecasts with reasonable care and diligence.*

10. Statement from Applicant's USVI Legal Representative

The Applicant's legal representative in the USVI must a) evaluate and confirm certain information relating to the Applicant and the application (including legal standing as well as relevant background examinations) b) disclose to RTPark any details it deems material to the nature of the Applicant, the application, and the relevance of the proposed Protected Cell to the mission and objectives of RTPark (and, via the Guiding Principles, UVI), and c) render to RTPark its report in form and substance sufficiently similar to an opinion letter. Details of any pending court cases and of any court rulings or judgments against the company over the past five (5) years should be included, as well. The report should clearly identify any information for which the legal representative relied on the representations of the Applicant.

11. Statement from Applicant's Accountants

The Applicant's certified accounting firm must provide a statement to the effect that they have examined the financial position of the applicant, and believe it to solvent and be of good standing in relation to all of its tax and other financial obligations. The report should clearly identify any information for which the accounting firm relied on the representations of the Applicant.

APPENDIX A: Definitions and Legislative Statements of Purpose

Definitions

Act: The enabling legislation of the Government of the USVI which established RTPark, comprising Acts 6502, modifications thereto by Act 6726, and any other relevant legislation of the Government of the USVI. This legislation is reflected in 17 VIC Chapters 34 and 43.

Applicant: A prospective applicant for the establishment of a Protected Cell through RTPark-PC.

Bona fide resident of the Virgin Islands. The same meaning as that term is used in 26 USC §932(c)(1)(A) and (4)(A) as was in effect during and applicable to each of the taxable years 2003 and 2004.

Corporation. As used within the Act and certain other governing documents, refers to RTPark-PC.

Document (or Documents). Any writings, drawings, graphs, charts, photographs, phone records, and other data compilations or recordings (translated, if necessary, by you through a computer or other detection devices into reasonably usable form) from which information can be obtained. It shall include hand printed, handwritten, typewritten, printed, photocopied, photographic, or recorded material. It refers to communications in words, symbols, pictures, sound recordings, films, tapes, and information stored in, or accessible through, a computer or other information storage or retrieval system, including electronic mail (“eMail”). As used herein “document” and “documents” are used in their customary and broad sense and shall mean the original and each copy of the original which is no longer identical to the original for whatever reason, including, but not limited to, copies which contain marginal notes, inserted material, or attachments.

EDA. Virgin Islands Economic Development Authority, as defined primarily in 29 VIC Chapter 21.

Electronic Commerce Business (or e-Commerce Business). Any business involving electronically based data transactions for digitally based commerce including, but not limited to business to business and business to consumer data transactions, electronic data interchange and other digital supply transactions, financial settlements, web-based marketing, advisory and transactional services, database services and products, swift payments, fed wire, online services such as telecommuting, telemedicine, education and information research, and all related data communication services, whether conducted by e-mail, document management, voice or data transmission, or otherwise. *Definition from 17 VIC Chapter 34 §482(e).*

EDC. Economic Development Commission, a “subsidiary entity wholly administered and operated by” EDA, as defined in 29 VIC Chapter 12 Subchapter II.

EDC Incentives: Defined in 29 VIC Chapter 12 Subchapter IV; also referenced in 17 VIC Chapter 34 §490B(b). Also, the raw materials excise tax exemption defined in 33 VIC Chapter 3 Section §43(d).

Guiding Principles: The “Board of Trustees Guiding Principles for the University of the Virgin Islands Research and Technology Park” approved October 12, 2002, as may be amended from time to time.

Incubator Business Tenant. A knowledge-based business in its startup phase which receives hands-on management assistance, access to financing and orchestrated exposure to critical or technical support services from Research and Technology Park tenants. *Definition from 17 VIC Chapter*



34 §482(g).

Knowledge-Based Business. Includes, but is not limited to any business that uses highly skilled/highly educated personnel and a high level of research and development to create intellectual assets and property and to be innovative in their products, services or processes as a significant source of value and competitive advantage. Knowledge-Based Businesses specifically include research businesses, information technology businesses, e-commerce businesses, electronic hosting facilities, agricultural research, and electronics businesses. This definition is applicable only to those Knowledge-Based Businesses that may reside in the Research and Technology Parks. *Definition from 17 VIC Chapter 34 §482(h).*

Park. As used within the Act and certain other governing documents, refers to RTPark.

Person. Any individual, firm, corporation, partnership, or other entity. *Definition from 17 VIC Chapter 34 §482(i).*

Protected Cell. A legal entity related to and administered by the RTPark-PC to which RTPark-PC's various USVI tax incentives can be extended. A Protected Cell must meet the following conditions (as defined in 17 VIC Chapter 43 §802(d).) at all times:

- (1) The Protected Cell must be an "Electronic Commerce Business," an "e-Commerce Business," or a "Knowledge-Based Business;"
- (2) The Protected Cell must be a tenant of RTPark; and
- (3) The Protected Cell must have RTPark-PC as a shareholder, partner, member, or other equity owner, to an agreed minimum percentage, of the total equity interests in the Protected Cell entity⁴.

Protected Cell License/Operating Agreement: The agreement between RTPark-PC and any given Protected Cell which a) conveys Protected Cell benefits, and b) defines the terms and conditions under which the Protected Cell must operate in order to remain a Protected Cell and maintain those benefits.

Research and Technology Park. Real property owned or leased by UVI which has been leased to RTPark by UVI's Board of Trustees pursuant to a resolution adopted at a duly constituted meeting of the Board, which resolution, proclamation, or order shall include a detailed legal description of the area to be included in the Research and Technology Park and any real property owned by RTPark or leased from any other party⁵. *Definition from 17 VIC Chapter 34 §482(j).*

Research and Technology Park Project (or Project). Any building, whether or not in existence or under construction or other improvement; purchase of an existing building; refinancing of an existing building in order to facilitate substantial improvements thereto; or real estate improvements, including remodeling and refurbishing of or adding to existing property or both, and, if a part thereof, the land upon which it is located, and all real property deemed necessary to

⁴ The pragmatic application of the equity requirement will be to secure a beneficiary's performance under the Protected Cell License/Operating Agreement governing the Protected Cell. Specific circumstances will vary, but in addition to equity ownership, other mechanisms can be employed to meet the mutual needs of the beneficiary and RTPark such as voting right provisions, special classes of stock, options, profit participation agreements, and the like. Simple equity ownership, in lieu of other alternatives, is not always in the long term best interests of RTPark; e.g., a closely-held company where no exit or monetizing event can be expected or its timing reasonably foreseen.

⁵ This definition is purposefully and sufficiently broad to include RTPark offices, buildings, lands, and network assets and infrastructure associated with RTPark and/or Protected Cell operations. Thus, *RTPark Tenant* is construed to be inclusive of any business utilizing RTPark facilities, including network infrastructure. By way of example, RTPark Tenants can include "virtual" tenants utilizing collocation data center or bandwidth resources, and businesses connected to RTPark network resources (including USVI-based businesses not located on St. Croix).

its use. *Definition from 17 VIC Chapter 34 §482(k).*

Research and Technology Park Support Business. Accounting firms, law firms, banks, and other service providers and businesses that will complement the activities of the Research and Technology Park, but shall not include any businesses that are eligible for any tax benefits in connection with their location in the Research and Technology Park. *Definition from 17 VIC Chapter 34 §482(l).*

Resident of the USVI. *Definition from 17 VIC Chapter 34 §482(m).*

- (1) Any United States citizen domiciled in the USVI for one (1) year or more as verified by using the date of issuance information from a W-2 form, a voter registration card, a permanent resident card, a USVI driver's license, or such other means as shall be set forth in rules and regulations promulgated pursuant to 17 VIC Chapter 34 §486(cc);
- (2) A person who has attended a school in the USVI for at least six (6) years or is a USVI high school or UVI graduate and who is registered to vote in the USVI;
- (3) Any "Native Virgin Islander" defined as any person born in the USVI, any person who is an offspring of a parent born in the USVI, or any person born outside the USVI to a Native Virgin Islands parent while that parent was studying abroad, employed abroad, or in active military service; or⁶
- (4) The holder of an alien registration receipt card (United States Department of Justice Form No. 1-151) domiciled in the USVI for one (1) year or more.

RTP. RTPark.

RTPxxx: RTPark document No. RTPxxx (where "xxx" is a number), incorporated by reference or attached hereto.

RTPark. University of the Virgin Islands Research and Technology Park Corporation, as defined in 17 VIC Chapter 34. For the purposes of this document, references to RTPark shall be construed to be inclusive of RTPark-PC as well.

RTPark Board: The Board of Directors of RTPark and RTPark-PC (which while separate, are comprised of the same individuals and thus are treated interchangeably for the purposes of this document).

RTPark Companies: RTPark Tenants, RTPark-PC and Protected Cells.

RTPark Incentives: Defined in 17 VIC Chapter 43 §806(b)-(g); for ease of reference, §806 shown in its entirety below:

§806. Incentives of the Research and Technology Park Protected Cell Corporation

- (a) The Research and Technology Park Protected Cell Corporation shall pay an annual franchise tax to the Department of Finance based on the worldwide gross receipts of each of the Corporation's Protected Cells. Each Protected Cell with annual worldwide gross receipts less than or equal to \$1,000,000 shall be subject to a franchise tax equal to \$200. Each Protected Cell with annual worldwide gross receipts greater than \$1,000,000 but not more than \$5,000,000 shall be subject to a franchise tax equal to \$2000. Each Protected Cell with annual worldwide gross receipts equal to or greater than \$5,000,000 but not more than \$10,000,000 shall be subject to a franchise tax equal to \$5,000. Each Protected Cell with annual worldwide gross receipts greater than \$10,000,000 but no greater than \$20,000,000 shall be subject to a franchise tax equal to \$12,500. Each Protected Cell with annual worldwide gross receipts greater than \$20,000,000 but no greater than \$50,000,000 shall be subject to a franchise tax equal to \$15,000. Each Protected Cell with annual worldwide gross receipts greater than \$50,000,000 but no greater than \$100,000,000 shall be subject to a franchise tax equal to \$20,000. Each Protected Cell with annual worldwide gross receipts greater than \$100,000,000 but no greater than \$250,000,000 shall be subject to a franchise tax equal to

⁶ While not currently reflected in legislation, it has been suggested that this definition be expanded to include persons born outside the USVI for medical reasons (e.g., to incorporate many persons born in PR to USVI residents).

- \$25,000. Each Protected Cell with annual worldwide gross receipts greater than \$250,000,000 shall be subject to a franchise tax as determined by the Board but in no event less than \$25,000.
- (b) Each Protected Cell shall be exempted from the payment of the following taxes:
 - (1) Each Protected Cell shall be entitled to reduce the amount of each payment of estimated income taxes by ninety percent (90%); and reduce the income tax liability shown on its income tax return for the taxable year by ninety percent (90%) on income from Virgin Islands sources and income that is effectively connected with the conduct of a Virgin Islands trade or business pursuant to sections 934(b)(1) and 937 of the Internal Revenue Code.
 - (2) Taxes on real property imposed under subtitle 2 of Title 33 of this Code to the extent that same is utilized in one of the businesses or industries for which the Research and Technology Park Protected Cell Corporation has been established.
 - (3) Gross receipts taxes imposed under Title 33, chapter 3 of this Code.
 - (4) All excise taxes on building materials, tools, pipes, pumps, conveyor belts or other appliances, materials and supplies necessary for use in the construction, alteration, reconstruction or extension of the physical plant or facilities of the Research and Technology Park imposed under Title 33, chapter 3 of this Code.
 - (5) All excise taxes on raw materials and component parts brought into the Virgin Islands for the purpose of producing, creating or assembling an article, good or commodity imposed under Title 33, chapter 3 of this Code.
 - (c) Notwithstanding any other law, raw materials and component parts brought into the Virgin Islands by a Protected Cell for the purpose of producing, creating or assembling an article, good or commodity shall be imported into the Virgin Islands at a customs duty rate of one percent (1%).
 - (d) Exemptions from or reductions in withholding taxes
 - (1) Every person who receives a payment of interest, dividends or royalties subject to the tax imposed by section 871(a)(1), section 881, or section 884 of the Internal Revenue Code as applicable in the Virgin Islands from the Research and Technology Park Protected Cell Corporation or a Protected Cell shall be exempted from the payment of 100 percent of such tax on interest and shall be subject to a withholding tax of four percent on a payment of dividends or royalties.
 - (2) The Research and Technology Park Protected Cell Corporation shall be exempted from the requirement to withhold tax pursuant to sections 1441 and 1442 of the Internal Revenue Code with respect to the payments referred to in subsection (1) of this section to the extent that such payments are exempt from the tax described in said subsection.
 - (e) All benefits provided under subsections 806(a) and 806(b) of this chapter shall be applicable to any Protected Cell as defined in section 801(a) of this chapter.
 - (f) The provisions of this section shall apply to shareholders, members, partners, grantors, beneficiaries, or other direct or indirect owners of the Research and Technology Park Protected Cell Corporation or a Protected Cell thereof as defined in section 801(a) of this chapter who are established in the Virgin Islands or who are bona fide residents of the Virgin Islands in accordance with section 932(c) of the Internal Revenue Code. Such shareholders, members, partners, grantors, beneficiaries, or other owners shall be entitled to a ninety percent (90%) reduction on income taxes payable with respect to income derived from the dividends or distributions paid to them by the Research and Technology Park Protected Cell Corporation or a Protected Cell thereof as defined in section 801(a) of this chapter.
 - (g) Each Protected Cell shall receive the tax benefits provided for in this section upon the prior written approval of the Board of Directors of the Research and Technology Park Corporation of a plan of operation with respect to the respective Protected Cell. The Protected Cell shall not be subject to any otherwise applicable taxes or tax increases that may be subsequently enacted by the Legislature of the Virgin Islands during the period of its benefits, which is the lesser of fifteen (15) years or the period of time as a Protected Cell. Benefits shall be renewable in increments of ten years, initially, and five years thereafter under rules to be developed by the Board of the Protected Cell Corporation.

RTPark-PC. Research and Technology Park Protected Cell Corporation, as defined in 17 VIC Chapter 43, which is a wholly-owned subsidiary of RTPark.

RTPark Protected Cell Corporation. RTPark-PC.

RTPark Tenant. See Appendix B, RTPark Tenants, Beneficiaries and Related Defined Terms. Defined in 17 VIC Chapter 34 §490A.

Single Source Solution. The adoption of policies and practices that would anticipate the needs of technology businesses for rapid response and delivery, and the creation of arrangements among public sector departments and agencies, and private sector partners and service providers which would make it possible for technology companies to have available to them, in a single place, and on a one-stop shopping basis, the services they need to carry out their business operations successfully, thereby creating and promoting a client-oriented, business-friendly, enabling



environment for the development of the technology sector in the Virgin Islands. *Definition from 17 VIC Chapter 34 §482(o).*

Tenant. Includes Incubator Business Tenant (defined above) and RTPark Tenant (defined above).

USC. United States Code.

USVI. The United States Virgin Islands, an unincorporated Territory of the United States.

UVI. The University of the Virgin Islands.

VIC. Virgin Islands Code. For ease of reference, the VIC may be browsed online at <http://www.michie.com/virginislands>.

Legislative Statements of Purpose

RTPark. From 17 VIC Chapter 34 §480.

Declaration of purpose. The purposes and objectives of this chapter are declared to be the development of a technology sector in the Virgin Islands to promote the economic growth, development and diversification of the Virgin Islands and the broadening of the capabilities of the University of the Virgin Islands, including the training of University of the Virgin Islands students through the creation and transfer of technology from campus-based research centers and their related technical and communications infrastructure to the marketplace, with the support of a research environment which combines the resources of the University of the Virgin Islands, the public sector, private industry, and the human and economic resources available in a progressive community. To this end, it is the policy and determination of the duly elected representatives of the people of the Virgin Islands that:

- a) Certain benefits be made available for the development and expansion of business activities in one or more Research and Technology Parks established by the Government of the Virgin Islands as are determined, pursuant to this chapter, to be in the public interest of the Virgin Islands.
- b) There be established by the Government of the Virgin Islands a Research and Technology Park Corporation, as a public corporation and autonomous governmental instrumentality of the Government of the Virgin Islands with the power to acquire, operate and improve one Research and Technology Park, with the initial thrust of development on the island of St. Croix, in order to provide suitable sites for the location of research businesses, technology-based businesses and agricultural research businesses in the Virgin Islands. The Research and Technology Park shall constitute optimum usage of property owned or leased by the University of the Virgin Islands and made available to the Virgin Islands Research and Technology Park Corporation, or property owned by the Corporation.
- c) The Corporation shall provide facilities for the development or incubation of new, start-up, knowledge-based businesses and related businesses.
- d) The Corporation promote scientific research and development in affiliation with and related to the research and development activities of the University of the Virgin Islands and that the Corporation enhance the University of the Virgin Islands' missions of teaching, research, and public service, and provide for the financial support of the University of the Virgin Islands under such terms and conditions as may be prescribed by the Board of Trustees of the University of the Virgin Islands.

- e) The Corporation shall partner with the University of the Virgin Islands to develop and offer research and technology education, training and internships to residents of the Virgin Islands in order to qualify residents for jobs created by Park businesses.
- f) Such Corporation shall contribute to the formation of a technology community which will enhance the economic development and broaden the economic base of the Virgin Islands.
- g) Such Corporation shall provide an environment that will encompass commercial facilities that serve the needs of the Knowledge-Based Business in the Research and Technology Park.
- h) The Corporation may finance and refinance capital projects related to the establishment and operation of one or more Research and Technology Park sites in the Virgin Islands, including facilities that complement or encourage the complete operation thereof.
- i) Such Corporation shall promote the hiring of Residents of the Virgin Islands and the purchase of goods, materials, and supplies from Virgin Islands residents, firms and corporations by businesses located in the Research and Technology Parks or Parks.
- j) The Corporation shall complement the Economic Development Program established under Title 29, chapter 12 of this Code and the Farmers, Fishermen and Consumers Assistance Program established under Title 7, chapter 13 of this Code and shall establish close liaison, cooperation and coordination with the Economic Development Authority and the Department of Agriculture in connection therewith.
- k) Every Electronic Business, Knowledge-Based Business, and Person, as defined in section 482 of this chapter, and the University of the Virgin Islands Research and Technology Park shall be subject to the laws and the Rules and Regulations of the Virgin Islands.

RTPark-PC. From 17 VIC Chapter 43 §800.

Purpose.

- a) The purpose of this chapter is to provide for the creation of a protected cell corporation by the Legislature of the Virgin Islands to be owned by the University of the Virgin Islands Research and Technology Park Corporation, defined as the "Research and Technology Park Protected Cell Corporation," as a means to provide Hosting Services to Knowledge-Based Businesses, in the Research and Technology Park and to offer tax benefits to the Protected Cells of the Research and Technology Park Protected Cell Corporation.

APPENDIX B: RTPark Tenants, Beneficiaries and Related Defined Terms

Definition from 17 VIC Chapter 34 §490A.

Research and Technology Park Tenants

- (a) The Research and Technology Park will have the following categories of tenants: Beneficiaries of the Virgin Islands Economic Development Program pursuant to 29 VIC Chapter 12; Beneficiaries of the Farmers, Fishermen and Consumers Assistance Program pursuant to 7 VIC Chapter 13, RTPark-PC pursuant to 17 VIC Chapter 43, other Knowledge-Based Businesses as defined in 17 VIC Chapter 34 §482(h), and Support Businesses as defined in 17 VIC Chapter 34 §482(l). The RTPark Board of Directors shall have the exclusive right and authority to negotiate with such businesses as to the terms of their leases and all other aspects of their tenancy in a Research and Technology Park subject to the terms and conditions in the RTPark's lease or leases from UVI and the Board of Directors.
- (1) Beneficiaries of the Virgin Islands Economic Development Program and Beneficiaries of the Farmers, Fishermen and Consumers Assistance Program shall be eligible to apply to become tenants in one of the Research and Technology Parks established pursuant to 17 VIC Chapter 34, and the RTPark Board of Directors shall have the exclusive right and authority to negotiate with the beneficiaries as to the terms of their lease and all other aspects of their tenancy in a Research and Technology Park. In determining whether a beneficiary shall be located in one of the Research and Technology Parks, RTPark shall evaluate such factors as whether the beneficiary hires or is committed to hiring students, faculty, and graduates of UVI, whether the beneficiary's existence in the Research and Technology Park will otherwise enhance UVI's mission of teaching, research, and public service, whether the beneficiary has contributed or will contribute funds, services, or materials to UVI, and generally whether such synergies exist between the beneficiary and UVI so that the beneficiary is an appropriate tenant for a Research and Technology Park.
 - (2) RTPark-PC as established in 17 VIC Chapter 43 shall provide Knowledge-Based Businesses with a Protected Cell, each a "Research and Technology Cell." RTPark-PC shall be established and operated in accordance with the procedures set out in 17 VIC Chapter 34.
 - (3) A USVI entity engaged in a Knowledge-Based Business as defined in 17 VIC Chapter 34 §482(h) shall be eligible to receive the tax benefits as set out in 17 VIC Chapter 34 §490B.
 - (4) Incubator Businesses Tenants, as defined in 17 VIC Chapter 34 §482(g), for the development or incubation of new Knowledge-Based Businesses and related businesses seeking to come to the USVI or to establish operations in the USVI, and in particular such businesses as are established by residents of the USVI, shall be eligible to receive the tax benefits as set forth in 17 VIC Chapter 34 §490B.
 - (5) Research and Technology Park Support Businesses as defined in 17 VIC Chapter 34 §482(l) shall be eligible to apply to locate in a Research and Technology Park established pursuant to 17 VIC Chapter 34. The Research and Technology Park Support Businesses, however, shall not receive any tax benefits in connection with their location in the Research and Technology Park.
- (b) In determining whether an applicant shall be located in the Research and Technology Park under 17 VIC Chapter 34 §490A(a) (3) or (4), RTPark shall evaluate whether the applicant is engaged in a Knowledge-Based Business, whether the applicant will contribute to the development of a technology sector in the USVI, whether the applicant brings synergistic new technologies or technology services to the USVI, whether synergies exist between the applicant and other tenants of the Research and Technology Park, whether the applicant

- employs or is committed to employing students, faculty and graduates of UVI and residents of the USVI, whether the applicant is committed to investing capital in the Research and Technology Park, whether the applicant has contributed or will contribute funds, services, intellectual capital, or materials to UVI and/or the USVI, or whether the applicant's existence in the Research and Technology Park will otherwise enhance UVI's mission of teaching, research and public service.
- (c) Every business located in the Research and Technology Park under 17 VIC Chapter 34 §490A(a)(3) or (4) shall file and maintain with RTPark a projection of employment needs, including the number and types of jobs as well as the related skills requirements for those jobs that are anticipated to become available during the projection period, and a plan of action outlining how the company will work cooperatively with RTPark and UVI to:
 - (1) Develop and conduct education and training programs to prepare and qualify graduates of UVI and residents (as defined in this Act) of the Virgin Islands for anticipated jobs.
 - (2) Develop Internship Programs for UVI and high school students in which students can work with businesses and then be eligible for fulltime employment upon graduation.
 - (3) Develop "School to Work" programs in collaboration with the high schools and vocational schools to prepare students for employment upon graduation.
 - (d) Every business shall also advertise all position vacancies with the Virgin Islands Department of Labor, the Park Corporation, University of the Virgin Islands, and local media in order to inform qualified Residents of the Virgin Islands of employment opportunities.
 - (e) Every business located in the Research and Technology Park under 17 VIC Chapter 34 §490A(a)(3) or (4), in accordance with the rules and regulations of RTPark, shall agree in writing to employ or contract for services with and to purchase goods, materials and supplies from those persons, firms and corporations who are Residents of the USVI, or incorporated under the laws of the USVI, and who are duly licensed to do business in the USVI and have been so duly licensed for one year or more prior to the initial date of any such employment, contract, or purchase.

Definition from 17 VIC Chapter 43 §808.

Beneficiary Exclusion.

- (a) Beneficiaries of the Economic Development Program pursuant to 29 VIC Chapter 12, and beneficiaries of the Farmers, Fishermen and Consumers Assistance Program pursuant to 7 VIC Chapter 13, shall not be eligible to receive benefits under 17 VIC Chapter 43 (i.e., RTPark-PC) during the period of their benefits under 29 VIC or 7 VIC, respectively.
- (b) A beneficiary or a former beneficiary of the Economic Development Program, or its predecessor, the Industrial Development Program or the Farmers, Fishermen and Consumers Assistance Program may apply for benefits under 17 VIC Chapter 43, with such benefits to commence after the expiration of benefits under 29 VIC or 7 VIC, as appropriate, or with such benefits to apply in lieu of the benefits under 29 VIC or 7 VIC, as appropriate, with the prior written permission of the respective agency that granted the benefits to the beneficiary or former beneficiary.
- (c) A beneficiary or a former beneficiary under 17 VIC Chapter 43 may apply for benefits under the Economic Development Program pursuant to 29 VIC Chapter 12, or under the Farmers, Fishermen and Consumers Assistance Program pursuant to 7 VIC Chapter 13, with the prior written permission of RTPark.