

**From:** London, Sarah [Sarah.London@vermont.gov]  
**Sent:** Wednesday, October 21, 2015 3:34 PM  
**To:** 'Anne Galloway'  
**Subject:** Request for Lawrence Emails  
**Attachments:** Sec Miller Emails for Digger PRA.pdf

<<...>>

Anne, attached please find records that I believe you have not already received in response to your public records act request regarding Lawrence Miller's 2012 emails. Potentially non-public contact information has been redacted pursuant to 1 VSA 317(c)(7). If you feel any information has been redacted in error I am happy to discuss, or you may appeal to Darren Springer.

Thank you,  
Sarah

Sarah London  
Counsel to the Governor  
802-828-3333  
sarah.london@vermont.gov

Please note my email address has changed from sarah.london@state.vt.us to sarah.london@vermont.gov.

## Miller, Lawrence

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**From:** Bill Stenger <bstenger@jaypeakresort.com>  
**Sent:** Wednesday, April 04, 2012 11:52 AM  
**To:** Candido, James  
**Cc:** Miller, Lawrence  
**Subject:** Fw: Sales & Labor Report  
**Attachments:** REPORT FROM JAY PEAK.docx

James and Lawrence, This is the report John Roth did on his visit to Jay Peak two weeks ago. Bill

Bill Stenger  
President & CEO  
Jay Peak Resort  
Rt. 242  
Jay, VT 05859  
802-327-2222  
[www.jaypeakresort.com](http://www.jaypeakresort.com)

-----Original Message-----

**From:** "john" <[REDACTED]>  
**Sent:** 4/3/2012 12:43:07 PM  
**To:** "Bill Stenger" <bstenger@jaypeakresort.com>  
**Subject:** Re: Sales & Labor Report

Best regards,

*John F. Roth*

Roth Immigration Law Firm  
(845) 623-1100

[REDACTED]  
<http://eb5fullservice.com>

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**From:** Bill Stenger <bstenger@jaypeakresort.com>  
**Date:** Tue, 3 Apr 2012 16:41:21 +0000  
**To:** John Roth <[REDACTED]>  
**Subject:** Re: Sales & Labor Report

Thanks John. Send me a copy of the final version. Many thanks, Bill

Bill Stenger  
President & CEO  
Jay Peak Resort  
Rt. 242  
Jay, VT 05859  
802-327-2222  
[www.jaypeakresort.com](http://www.jaypeakresort.com)

-----Original Message-----

From: "john" <[john@ttorney.com](mailto:john@ttorney.com)>  
Sent 4/3/2012 11:50:03 AM  
To: "[bstenger@jaypeakresort.com](mailto:bstenger@jaypeakresort.com)" <[bstenger@jaypeakresort.com](mailto:bstenger@jaypeakresort.com)>  
Subject: Re: Sales & Labor Report

It's completely out now.

Best regards,

*John F. Roth*

Roth Immigration Law Firm  
(845) 623-1100

<http://eb5fullservice.com>

---

From: Bill Stenger <[bstenger@jaypeakresort.com](mailto:bstenger@jaypeakresort.com)>  
Reply-To: <[bstenger@jaypeakresort.com](mailto:bstenger@jaypeakresort.com)>  
Date: Tue, 3 Apr 2012 11:05:12 +0000  
To: John Roth <[REDACTED]>  
Subject: Re: Sales & Labor Report

John. Just making sure the personality comment doesn't stay in artical. As I said that was for your background only. Bill  
Sent via BlackBerry by AT&T

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From: john <[REDACTED]>  
Date: Mon, 2 Apr 2012 23:37:15 +0000  
To: Bill Stenger <[bstenger@jaypeakresort.com](mailto:bstenger@jaypeakresort.com)>  
Subject: Re: Sales & Labor Report

Thanks.

I still need one more datum, if available: # of skiers on 3/24/12.

Best regards,

*John F. Roth*

Roth Immigration Law Firm  
(845) 623-1100

<http://eb5fullservice.com>

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From: Bill Stenger <[bstenger@jaypeakresort.com](mailto:bstenger@jaypeakresort.com)>  
Date: Mon, 2 Apr 2012 18:46:15 +0000  
To: John Roth <[REDACTED]>  
Subject: Re: Sales & Labor Report

Hotel Jay phase amenities and suites open

## REPORT FROM JAY PEAK

Rapid USA Visas, the former marketing agent for Jay Peak Resort's EB-5 visa projects (offered through the Vermont Regional Center), announced on February 28, 2012 that it was severing ties to Jay Peak Resort, because it "no longer has confidence in the accuracy of representations made by Jay Peak, Inc. or in the financial status of and disclosures made by the various limited partnership [sic]...". The startling news was sent as an email to over 100 immigration attorneys who had previously filed I-526 petitions for immigrant clients investing in one of Jay Peak Resort's projects. The text of the email appeared almost immediately on a popular EB-5 news blog, and spread throughout the EB-5 community, worrying immigration attorneys, investors, and virtually everyone else in the EB-5 industry since Jay Peak President Bill Stenger has been an eloquent champion of the EB-5 program before Congress and the public generally.

My initial position in this controversy was that Rapid USA's email announcement on its face was too broad and too vague to draw any firm conclusions. Further, Rapid USA Visas' CEO, Douglas Hulme, has consistently refused to specify just what the misleading Jay Peak Resort financial representations were, or what his claimed concerns were (I called him twice, and he didn't reply to my voice mail messages).

Still, there was cause for concern given the fact that Rapid USA was willing to sever what had been a very profitable relationship with Jay Peak Resort. Why did they do it? Was there fire under the smoke?

I traveled to Jay Peak on the weekend of March 23 to 25 along with my wife and 7-year-old son to inspect the resort and to meet with long-time Jay Peak Resort President Bill Stenger. I had an in-depth discussion with Mr. Stenger of Jay Peak's EB-5 projects on Saturday, March 24, 2012 that lasted two hours. On Sunday morning, I met with James Candido, Economic Development Specialist, Vermont Department of Economic Development, and a principal overseer of EB-5 projects for the State of Vermont. We met separately from Mr. Stenger, and our discussion lasted approximately one and one-half hours. Both Mr. Stenger and Mr. Candido spoke freely, with only two items discussed off the record, which were asked and offered for background purposes, and were not essential to an understanding of the current controversy. Mr. Stenger complied with every document and data request I made while at Jay Peak and later while preparing this blog article.

My trip to Jay Peak had been planned before the current controversy began. Indeed, one reason I was skeptical about reports that Jay Peak might be in financial trouble was that I had originally asked to visit Jay Peak in February, but had been advised that there were no vacancies at the resort until late March.

Driving up to Jay Peak I was reminded of one EB-5 project issue that has bedeviled some EB-5 projects, and which is most certainly not a problem with Jay Peak projects, and that is targeted designated area ("TEA") status. Some projects have

had their TEA designations challenged by the USCIS when they have relied on census tract aggregation (or “gerrymandering,” as the CIS has more pejoratively describes it) or questionable TEA designations by state officials eager to create jobs anywhere and everywhere in their state, leading to controversy both within and without the EB-5 community (see, for example, December 2011 NY Times article and editorial). Jay Peak is located in one of the poorest and least densely populated parts of Vermont, and there is no suggestion (and particularly not from a New York boy like me) that it is anything but a RURAL area.

The first thing one notices upon entering the Jay Peak Resort is the build quality of the construction. My wife observed several times that the facilities reminded her of Disneyland: everything inside and out was sturdy and of high quality, but with no traces of waste or extravagance (her words, I’m not that eloquent). The Tram Haus Lodge, where I stayed with my family, is equivalent in quality of accommodations to a four star hotel.

Another thing my wife noticed right away was that practically everything in our room was marked “Made in Vermont.” This included the wood table in the living room (as well as virtually all the furniture), the wool blanket on the bed (we had passed the manufacturer, the Johnson Mill Company, on the way up), the soap in the bathroom, the steel vases, the concrete inlays of tabletops, etc.

Job creation is, of course, one of the central concerns in any due diligence evaluation of an EB-5 regional center project. Every EB-5 Pilot Program investor’s principal (\$500,000, or \$1,000,00 for non-TEA projects) must generate at least 10 direct or indirect full-time jobs (to persons lawfully in the U.S., by the way). Persons hired by Jay Peak Resort as a result of the EB-5 project, whether they be construction workers or maids or ski instructors, are examples of “direct” jobs. Persons hired by Johnson’s Mill Company as a result of Jay Peak’s increased demand for wool blankets are “indirect” jobs. The conventional wisdom among immigration attorneys has been that it is better for an EB-5 project to rely entirely or predominantly on indirect jobs, because this allows the regional center to avoid the legal and administrative burden of identifying actual workers with W-2 forms or pay stubs at the time of I-829 filing. Because indirect jobs depend on an economist’s projections of jobs created based on a government approved input-output model such as RIMS II or IMPLAN, the regional center can claim to investors “all we have to do is spend the money according to the economist’s assumptions, and the USCIS will agree that your jobs have been created.” As we have seen recently with the “tenant occupancy” dispute, however, the government may change the rules in the middle of the game, and announce that it will no longer count certain jobs based on an economist’s projections, even though it had done so in the past. Relying on direct jobs in whole or in part certainly carries an extra administrative burden as well as the risk that the jobs do not materialize in sufficient numbers, but a project that successfully creates large numbers of its own (not tenants’) jobs is bound to have fewer job creation questions at the I-829 stage of USCIS review, thus increasing the likelihood that its investors’ I-829 petitions will be approved.

In this regard, Jay Peak is on solid ground, since its Phase I project did not seek to include indirect jobs in the job creation calculation, and all its Phase I investors whose cases have been adjudicated thus far (35 of 36) have been approved based entirely on direct jobs created by the project. Later projects have relied on both direct and indirect jobs.

I have in the past noticed vulnerability in Jay Peak's job-creation strategy in the past, however: the job creation plan rarely includes a substantial buffer of excess jobs to be created above the number of jobs needed for all investors in the project. This is not a problem as long as the project proceeds apace, but if the project runs into substantial delays there might not be enough total jobs to go around for all investors at the I-829 stage. The financial and legal issues are inherently connected here (as is often the case in EB-5 project due diligence analyses), as even the best legal strategy can be undermined if financial or management problems result in failure to meet milestones upon which the economist's job creation projections were predicated. So far, Jay Peak Resort has an excellent record of meeting or exceeding project plans, and has often added the Resort's own funds to exceed project goals. The decision by the Resort to spend an additional one million dollars of its own money on a retractable roof for the waterpark is just one such instance.

Bill Stenger admitted to a "small problem" in current project development, however, as environment permits for construction planned for this summer were taking longer than expected. With only a three to four month construction window in northern Vermont, an entire year could be lost if permit problems extend into the summer. Mr. Stenger noted that Vermont state leadership had "engaged with the problem lately," and Stenger was optimistic, if still concerned, that construction will start on time in the early part of summer 2012. It's definitely an issue to watch.

The weekend we were in Jay Peak Resort the weather was unseasonably warm, with temperatures hovering in the 50s (this past week, though, temperatures were in the 30s again). The 2011/2012-winter season was short, with temperatures higher and snowfall down around 35% (although Jay Peak compensated somewhat by anticipating the warmer weather and producing 20% more manufactured snow), which led some to speculate that Jay Peak Resort was experiencing financial difficulties due to the warm winter, and this was what led Rapid USA Visas to jump ship.

I regard it as fortuitous that I visited Jay Peak Resort during such a warm weekend, because it would be a test of Jay Peak's primary strategic goal of using EB-5 money to create an all-season resort that did not depend entirely on skiing. On the weekend I was at Jay Peak, only 17 of the Jay Peak's total of 76 ski trails were open. On a good "powder day", March 10 of this year, for example, Jay Peak's records show 4750 skiers and 2200 people in the waterpark, with 100% room occupancy. There were only 2140 skiers at the resort on March 24, a Saturday, when I was there, but the rest of the place - the waterpark, the ice rink, the restaurants, the bar, the arcade,

etc. were jumping with activity. The waterpark is particularly impressive. It has features and attractions geared to various age groups, and a retractable roof – on one day it was so warm, we saw it in action – and was packed or nearly packed all three times I visited it (so much so, that I didn't elect to try it in the flesh, although my wife and son spent several hours in the pool, slides, simulated surf wave, and the AquaLoop). I was struck by the number of families, including families with young children, that were at the resort. My 7-year-old son learned both to ski and to ice skate for the first time while at Jay Peak, and he was one of the older children taking instruction. There were also, many, many Canadians at the resort (an advantage Jay Peak has when compared to its more southerly competitors in Vermont such as Stowe and Sugarbush). Montreal is just 90 miles away, and its residents are big users of Jay Peak Resort and are expected to be important consumers of fractional shares in residences created with EB-5 money once these go to market later this year.

Other examples of diversification include birthday parties (there were several in evidence when we were there), weddings (44 booked already for this year), the new conference room and the Jay Peak Championship Gold Course (twice voted the best public course in Vermont by Golf Week magazine). This week the Women's National Hockey Teams of Canada, Sweden and Slovakia will be training at Jay Peak Resort's Ice Haus for the Women's World Hockey Championships to be held in Burlington in April.

Jay Peak Resorts Sales and Labor report for 1Q2012 compared with 1Q2011 shows Jay Peak Resort's Skier Visits up 14.25%, Rental Room Occupancy up 12.5%. It also shows 110,916 paid visits to the waterpark, which was not yet open in 1Q2011.

Total Resort Sales for the 1st Quarter increased from \$9,689,484 to \$14,651,589.05 in 1Q2012, for an increase of 51.21%. Labor costs increased from \$1,847,201.32 to \$2,712,499.83, due primarily to new hiring. Total Expenses in 1Q2012 were \$3,377,416.63. For the comparable period in 2011, expenses were \$2,330,109.03.

The data also show sales of \$890,540 for the week of March 18 through 24 compared to \$589,335 in revenue a year ago, when Jay Peak had far more snow but fewer "beds" and no waterpark.

Jay Peak Resort's internal documents predict for the current fiscal year, the first with the Hotel Jay phase amenities and suites open, that revenue will exceed \$30 million.

Bill Stenger stated during his interview that the Resort is currently in the planning stage of an audit of the Resort's finances by an independent accounting firm. A likely completion and release date was not available at the time of our discussion.

It was very clear during my stay at Jay Peak Resort that Bill Stenger is a very hands-on owner/operator. I spotted him before our first meeting darting into the kitchen

of one of the Resort's restaurants to solve a problem. While touring the facilities, he would address every worker by first name (he apparently interviews every new hire, from what a ski instructor told my wife), check operations, issue orders or suggestions, and even pause at one point to gather and throw out empty plastic cups that a bartender hadn't yet cleared. It's plain from conversations with the Resort's staff that morale is high and that Mr. Stenger is held in high esteem. Worker attrition is not a problem.

One concern I had now that Rapid USA has left the picture is whether Jay Peak, Inc. will be able to effectively market EB-5 projects and manage investor relations. Stenger's response was that the Resort already has a nucleus of "good people who are well experienced in the EB-5 program" and that the Resort will be hiring additional in-house help. I was surprised to find out that there was little in the way of an overseas network of agents that Rapid USA Visas might take away with it. Most referrals to Jay Peak projects apparently come from U.S. immigration attorneys, according to Stenger.

I've always been concerned about Jay Peak's exit strategy. Loan-based EB-5 investments have a clear exit point when the loan is repaid by the borrower, whereupon the general partner returns investment principal to the immigrant investors. Equity-based investments don't have the same fixed point for exit, but in virtually every project the general partner enters the project with the intention to sell the project equity in its entirety once the property becomes profitable and a market develops for resale. Jay Peak is different. The plan is for investors to sell fractional shares in the part of the resort that was developed with their money. Bill Stenger predicts that Phase I investors will be able to sell shares and secure return of their investment principal starting in September of this year. I asked Mr. Stenger if he could point to any fractional shares of comparable properties on the market now to give investors a sense that there will in fact be a market for fractional sales in Jay Peak residences, and, if so, what the market value will likely be. Stenger had to admit that there were no good comparables on the market now, mostly because, in his opinion, other ski resorts in Vermont are not readily compared to Jay Peak due to the differences in location and facilities and the fact that the other resorts do not have Jay Peak's sizable Canada market to draw from. Jay Peak currently has only 4 properties for sale. I spoke to a Jay Peak Real Estate agent who quoted me a purchase price of \$365,000 for a 3 bedroom lodge, but this residence, along with the others for sale, are older residences of lower quality than the properties built with EB-5 money. Stenger claims that there is a waiting list for fractional sales for the new properties (fractional shares have not been previously offered by Jay Peak). He also claimed that local banks will provide mortgages for fractional shares for Jay Peak residences, a vital component of any future sales effort. I called two banks in northern Vermont, Union Bank and TD Bank, and both said that they offered mortgages on fractional shares in Vermont ski resorts such as the Trapp Family Lodge at Stowe, Vermont, and at Smuggler's Notch in Lamoille, Vermont.

As it happens, the exit strategy issue may be a moot point as regards Phase I investors. Stenger volunteered during our discussions that the revenue trends on Phase I residences are looking so good "that we are seriously considering buying out the Phase I investors ourselves." It remains to be seen whether Jay Peak Resort will have the funds and desire to purchase back properties funded by later phases of the development project.

The State of Vermont Regional Center functions differently from most other regional centers in one sense. Although the Regional Center controls and supervises each individual project, the projects themselves are managed by different teams of owners and managers. Jay Peak, as with all projects under Vermont's supervision, is a standalone EB-5 project, not the Regional Center itself, and is not associated with Sugarbush Resort, Seldon Technologies Clean Water Products, or any other EB-5 project in Vermont.

James Candido, the principal overseer of State of Vermont EB-5 projects, stated to me that he inspects Jay Peak's financial records at least four times per year and that he has not seen any financial irregularities or problems in Jay Peak's finances. He noted that Jay Peak Resort was selected as the first Vermont EB-5 project because of Bill Stenger's "30 years of demonstrated business acumen." He emphasized that the State of Vermont is particularly careful in overseeing Jay Peak projects because it is hoping to leverage Jay Peak Resort's success with development and job creation into promoting additional EB-5 projects in Vermont, several of which are in development or already online. Candido noted that the State turns down or discourages 95% of Vermont businessmen pitching projects to the Vermont Regional Center.

---end of article text---

I welcome any and all comments, critiques and additional information from the EB-5 community and readers of this blog.

PLEASE NOTE: Although I perform due diligence evaluations for EB-5 projects for my clients and for other immigration attorney's clients, this article is not a comprehensive due diligence project review, or equivalent, and should not be relied upon for investment decisions.

## Miller, Lawrence

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**From:** Miller, Lawrence  
**Sent:** Wednesday, April 11, 2012 8:32 AM  
**To:** Candido, James; Kessler, John  
**Cc:** Camp, Lori  
**Subject:** RE: Jay Peak EB-5 Investment

Let's get together for a half hour to discuss. Lori, please find a time in the next couple days.

--

Lawrence Miller, Secretary  
Agency of Commerce and Community Development  
State of Vermont  
National Life Building, 6th Floor  
Montpelier, VT 05620-0501  
(802) 828-5204 office  
(802) [REDACTED] cell  
lawrence.miller@state.vt.us

*The mission of the Agency of Commerce and Community Development is to help Vermonters improve their quality of life and build strong communities.*

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**From:** Candido, James  
**Sent:** Wednesday, April 11, 2012 7:43 AM  
**To:** Miller, Lawrence  
**Subject:** FW: Jay Peak EB-5 Investment

Sent from my Verizon Wireless Phone

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**From:** Michael Gibson <[michael@usadvisors.org](mailto:michael@usadvisors.org)>  
**Sent:** Wednesday, April 11, 2012 1:31 AM  
**To:** Kessler, John <[John.Kessler@state.vt.us](mailto:John.Kessler@state.vt.us)>  
**Cc:** Candido, James <[James.Candido@state.vt.us](mailto:James.Candido@state.vt.us)>  
**Subject:** Re: Jay Peak EB-5 Investment

John,  
Good to hear back from you and good luck with all of the moving. Maybe I am missing something but I think that you all are missing the big picture. This is what I am seeing:

You have a developer who is selling time share, fractional ownership to unsophisticated investors who do not currently realize that their investment is worthless (or significantly reduced in value) and did so by paying an unregistered broker in the marketing and sale of securities. What I think will happen is that if a year or two, you will have investors who will want their investment returned and when they go to sell the timeshare interest on the open market through a Time Share broker, they will find that it returns a small fraction of the original investment (if that) and being that there are so many, you will find experienced litigators in NYC, LA and Boston who will sue to recover what they can.

Jay's market value, based on revenue and discounted cash flow, will be a fraction of the total invested so they will not be able to settle or provide relief and then they will go to the deeper pockets and that would be the State of Vermont who supervised the activities of Jay Peak and the way the funds were marketed and sold to the investors. Again, since you are very much on the record as supporting Jay's activities and the way that the funds were raised, my questions continue to be, and still go unanswered:

1. Did Jay engage and pay an unregistered broker in the marketing, sales and solicitation involving the sales of securities?
2. Did Jay file the required Form D in Edgar outlining the payments of commissions to agents following the completed Reg. D raise?
3. What was VACCD's role in the supervision of the way these securities were marketed and agents, "finders" and attorneys were compensated? Does it concern VACCD that none of these people were registered to market or sell securities?

I get that from the perspective of the State of Vermont you all are not that concerned with how Jay raised the funds or what ends up happening to the investors, but I think that you will find that many others, including those that make a living suing issuers on behalf of investors so if only to address that audience is there any definitive guidance or answers that you can provide on my questions? We are publishing a follow-up to our original piece and I would like to have someone from the State respond to my questions. Bill is on the record saying that Rapid Visas did not need to be registered as a Broker as they were not paid commissions, is that your stance as well? Is there any official comment on how the securities were (and continue to be with both Seldon and Von Trapp) marketed and sold by unregistered persons? Have any of you found a Form D filed?

Assuming that there may even be the question that not all U.S. or Vermont securities laws were followed, are there any changes in policies or procedures for how you oversee the way developers and others raise and market funds under the EB-5 program?

My sense from VACCD is that the whole issue with Rapid was just a personal disagreement and everything is fine, sunshine and blue skies in VT. Have you all actually priced the ownership interests of the FN's in their investments? Everyone in Florida knows that timeshare returns almost no value to the purchaser, are you not concerned that investors will be even a little bit upset when they ask for their money back and are given ski passes instead?

I know that you have a million things going on and all of this noise must seem like a nuisance, but with such a high profile (I am not sure that you realize what a high profile this project is) and with a Senator who Chairs the Judiciary Committee I can't imagine that you are not treating the POSSIBILITY that not all securities laws were followed and that some internal standards and procedures might not have to be tightened up a bit. The investors have three years statute of limitations from when the discovery of the violations occurred, so this is not going away anytime soon and I am really amazed that you still have Rapid marketing and selling securities for Seldon under your supervision. That to me makes no sense as there is no need to even take the chance and I cannot understand why that relationship is allowed to continue, but as I said, it really does not matter as the investors have plenty of time to litigate no matter what you do right now.

If someone could take a few minutes to answer my questions on the above that would be very helpful, and apologies for the lecture, but the State of Vermont, I feel, is not providing a good example to the rest of the industry in promoting best practices on how to raise the funds in accordance with U.S. securities laws and I hope that you can understand why I think that is important.

Best wishes,

Michael

Michael Gibson, Managing Director

Registered Investment Advisor CRD #157403

[michael@usadvisors.org](mailto:michael@usadvisors.org) [LinkedIn](#) [@EB5Info](#) [Facebook](#)

[USAdvisors.org](#): The Source for Information on the U.S. EB-5 Visa Program

[OverseasFunding.com](#): The Source for Information on International Capital Acquisition

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EB-5 Visa Information  
The Source for Information on the U.S. EB-5 Visa Program

On Tue, Apr 10, 2012 at 5:47 PM, Kessler, John <[John.Kessler@state.vt.us](mailto:John.Kessler@state.vt.us)> wrote:

Hi Michael

Thank you for forwarding all the information on EB5 marketing and financing. I wish I could say traveling had kept me from getting back to you sooner, but instead I was moving – third time in 10 months! I'm bruised and sore from carrying too many awkward heavy things up and down stairs form one late 19<sup>th</sup> century home to another.

EB5 in Vermont has received some attention from media outlets recently. Not sure how educational it has been, but I do remember being amazed over a year ago when I overheard two parking lot attendants at Sugarbush talking about EB5 while on my way to the slopes. It may not yet be a household name, but seems more people are hearing about it.

James and I are keeping up on the various reports we hear, including yours, of course. I don't have anything to report on regarding John Cronin, but I see you attempted to connect him with an attorney for a Jay Peak investor. As I explained in my earlier email, there are certain limits to what James and I can do for the Vermont Regional Center, and naturally we pay attention to USCIS and other informational resources, such as AILA. We'll continue to keep up, and hope that, on balance, more attention to EB5 leads to greater awareness and support when it comes time for program renewal.

I appreciate hearing from you and receiving additional program information. Please feel free to send anything you think would add to our work on the Vermont Regional Center.

JK

*John W. Kessler*

General Counsel

Agency of Commerce and Community Development

National Life Bldg., 6th Floor

Montpelier, VT 05620

(802) 828-5202

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**From:** Michael Gibson [mailto:[michael@usadvisors.org](mailto:michael@usadvisors.org)]

**Sent:** Thursday, April 05, 2012 10:48 AM

**To:** Kessler, John

**Subject:** Fwd: Jay Peak EB-5 Investment

Hi John,

Great to hear from you, and I apologize for not writing sooner, I have been away from the office traveling. I hear what you are saying, that you do some supervisory activity, if I am correct, but not on the securities issues on how the funds were raised. I think that is a big problem, but I may be wrong. Obviously neither Bill or Rapid will cooperate with us, we have been trying for years to obtain information for our clients with no success so I suppose that it is up to the VACCD to see that everything conducted in the offering was in accordance with U.S. laws.

I am forwarding this to you to keep you in the loop with my conversation with John Cronin, the truth will come out eventually if there were violations in the way the funds were raised and the fact that we can't seem to find any Form D's which are required by law only deepens our concerns, as well as the way that Bill characterizes the relationship with Rapid Visas. I am not sure why no one else in Montpelier is concerned with these issues as even the suspicion that the relationship may have been inappropriate or that it was not monitored to see if it complied with State Blue Sky and Federal securities laws would be a concern to me given the vast sums of funds being raised and how prominently the State of Vermont featured in all of the promotional activities. I want to be fair in how we portray the relationship that Jay had with Rapid and hope that VACCD can shed some light for us on that so that we accurately convey the facts to the press and our readers.

If you have any further questions for me please let me know.

Best wishes,

Michael

Michael Gibson, Managing Director

Registered Investment Advisor CRD #157403

[michael@usadvisors.org](mailto:michael@usadvisors.org) [LinkedIn](#) [@EB5Info](#) [Facebook](#)

USAdvisors.org: The Source for Information on the U.S. EB-5 Visa Program

OverseasFunding.com: The Source for Information on International Capital Acquisition

cell : [REDACTED] | office : 239.465.4160 | Skype: usadvisors.org

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----- Forwarded message -----

From: **Michael Gibson** <[michael@usadvisors.org](mailto:michael@usadvisors.org)>

Date: Thu, Apr 5, 2012 at 10:32 AM

Subject: Re: Jay Peak EB-5 Investment

To: "Cronin, John" <[John.Cronin@state.vt.us](mailto:John.Cronin@state.vt.us)>

Hi John,

I have a Vermont TV Station calling me shortly to discuss Jay and our concerns, have you had a chance to review them?

Also, I spoke with an attorney from a prestigious firm in Houston who is willing to provide you with investor documents. They have clients in several of Jay's offerings and are willing to share that information with you, would you like an introduction?

last, have you seen this:

<http://www.7dvt.com/2012vermont-cb-5-visas>

*Gibson has also suggested that Hulme and Stenger may have violated federal securities laws, arguing Jay paid a commission to Rapid USA for each investor recruited, though Hulme is not licensed to sell securities. Stenger argues that Hulme got an "administrative fee" — 85 percent of the extra \$35,000 to \$50,000 Jay charges each investor for advertising, processing and legal expenses — not a commission.*

*"There is absolutely no foundation to that," Stenger says. "They do not have to be a licensed dealer-broker, because we're not paying them a commission."*

*According to Stenger, Gibson is merely retaliating against Jay Peak because the resort has refused to share proprietary information with Gibson's firm or participate in his various business ventures.*

According to our understanding, if the fee was paid upfront and not connected to the sale of the security, then he is correct, it could be called whatever he likes. Once the fee is paid UPON the sale of the security, ie. after the transaction has occurred and was contingent upon the sale, then he cannot call it what he likes, it is a commission. What is your understanding and have you looked into the timeline of when these fees were paid?

Any success in finding the Form Ds?

<http://www.jdsupra.com/post/documentViewer.aspx?fid=33271499-d783-4f7a-9e9e-024a61a1fa52>

[http://blogs.findlaw.com/in\\_house/2012/03/is-your-finders-fee-agreement-unenforceable.html?features](http://blogs.findlaw.com/in_house/2012/03/is-your-finders-fee-agreement-unenforceable.html?features)

[http://www.furnarischer.com/finders\\_fee.html](http://www.furnarischer.com/finders_fee.html)

<http://www.insidecounsel.com/2011/12/28/regulatory-your-finders-fee-agreement-may-not-be-e>

[http://www.hg.org/articles/article\\_1603.html](http://www.hg.org/articles/article_1603.html)

In order to determine whether a person or entity acts as a broker, the SEC looks at the activities that the person or entity actually performs. The SEC sets forth three questions, and if the person or entity answers any with a "yes" answer, they may need to register as a broker. The questions the SEC recommends using in this determination are:

- Do you participate in important parts of a securities transaction, including solicitation, negotiation, or execution of the transaction?
- Does your compensation for participation in the transaction depend upon the amount or outcome of the transaction? In other words, do you receive transaction-based compensation?
- Do you handle the securities or funds of others?

Recently, the SEC elaborated on the scope of the definition of a broker. A person effects transactions in securities by participating in such transactions "at key points in the chain of distribution." Such participation includes assisting an issuer to structure prospective securities transactions, and participating in the order-taking or order-routing process. Factors indicating that a person is "engaged in the business" include: receiving transaction-related compensation; holding oneself out as a broker, as executing trades, or as assisting in settling securities transactions; participating in the securities business with some degree of regularity; and soliciting securities transactions. BondGlobe, Inc., 2001 SEC No-Act. Lexis 140 (February 6, 2001).

#### The Finder Exception to the SEC's Broker-Dealer Registration Requirements

In the 1970's, the SEC took the position that in certain circumstances a finder does not actually engage in the purchase and sale of securities and, consequently, should not be considered a broker. "[W]e have indicated that an intermediary who did nothing more than bring merger or acquisition-minded people or entities together and did not participate in negotiations or settlements between them probably would not be a broker in securities and not subject to the registration requirements of Section 15 of the Exchange Act." Henry C. Goppelt dba May-Pac Management Company, 1974 SEC No-Act. LEXIS 2,415 at 2-3 (May 13, 1974).

The SEC narrowly tailored the circumstances in which a finder is not considered a broker. If the finder takes too active of a role in the investment transaction, the finder will be considered a broker by the SEC. "On the other hand, an intermediary who plays an integral role in negotiating and effecting mergers or acquisitions that involve transactions in securities generally would be deemed to be a broker and

required to register with the Commission.”

The SEC required a finder to register as a broker-dealer when it appeared that the finder did more than merely act as a finder in bringing together parties to transactions involving the purchase and sale of securities. The SEC noted that the finder:

- proposed to negotiate agreements involving transactions in securities;
- engaged in further activities to consummate the transactions, such as assisting the client in providing background and other financial information, arranging meetings, formulating offers and assembling incidental documents;
- advised the selling client on any offer received; and
- received a commission based on the total consideration received by the seller.

Involvement in negotiations and the transaction.

In the mid-1980's, the SEC took a broader, more permissible view of finders, exemplified by a no-action letter to Dominion Resources, Inc. in 1985. The staff specifically points to the following set of proposed finder activities as acceptable finder activities:

- analyze the financial needs of an issuer;
- recommend or design financing methods and securities to fit the issuer's needs;
- recommend a bond lawyer, underwriters, or broker-dealers for the distribution or marketing of the securities in the secondary market;
- participate in negotiations;
- introduce an issuer to a commercial bank to act as the initial purchaser of securities and as a stand-by purchaser if the securities could not be readily marketed by a broker-dealer;
- recommend a commercial bank or other financial institution to provide a letter of credit or other credit support for the securities; and
- receive a negotiated fee that would generally not be payable unless the financing closed successfully and that would not be based on the successful issuance of securities to the public.

The SEC advised Dominion Resources that:

[The finder] will not bid on any issues of securities nor will it underwrite, trade or hold funds or securities of the issuer. Representatives of [the finder] will be available, as requested by the issuer, for consultation regarding the terms of the financing, preparation of the official statement and other matters leading to the closing, and in such capacity as consultant, may participate in discussions and meetings prior to the closing among the issuer, issuer's counsel, bond counsel, the underwriter or broker-dealer, authority counsel, and any commercial bank standby purchasers. At any meetings prior to and including the closing, [the finder] will provide financial advice consistent with its role as a consultant, but will have no authority to represent any of the parties in the negotiations or to bind them to the terms of any agreement. While [the finder] might, upon occasion, as part of the

consultative, advisory and negotiating process articulate, explain or defend negotiating proposals or positions that have been adopted by its client or that [the finder] had recommended for its client's adoption, [the finder should,] under all circumstances, act only on behalf of its client and subject to the discretion of its client and [should] not act as an independent middleman generally between the parties. Dominion Resources, Inc., 1985 SEC No-Act. LEXIS 2,511 at 5-6 (August 22, 1985).

Following its position in its 1985 no-action letter to Dominion Resources, Inc., the SEC did not require broker-dealer registration of a finder, acting as a business broker, whose activities consisted mainly of selling businesses that were going concerns. International Business Exchange Corporation, 1986 SEC No-Act. LEXIS 3,065 at 1-2. The SEC based its decision on the following factors:

- the finder had a limited role in negotiations between the purchaser and seller;
- the businesses represented by the finder were going concerns and not "shell"

corporations;

- only assets were advertised or otherwise offered for sale by the finder;
- transactions effected by means of securities conveyed all of a business's equity securities to a single purchaser or group of purchasers formed without the assistance of the finder;
- the finder did not advise the two parties whether to issue securities or assess the value of any securities sold;
- the finder's compensation did not vary according to the form of conveyance (i.e., securities rather than assets); and
- the finder did not assist purchasers in obtaining financing, except to the extent of providing a list of potential lenders, such as banking and venture capital firms, that expressed an interest in extending credit, at the request of the purchaser or seller. Id. at 5-6; see also Victoria Bancroft, 1987 SEC No-Act. LEXIS 2,517 at 3 (August 9, 1987).

Thus, the SEC deemed a finder who had never negotiated the terms and conditions of acquisitions to be made for securities issued by the acquiring company not to be a broker.

International Business Exchange Corporation, 1986 SEC No-Act. LEXIS 3,065 at 1-2.

However, during the early 1990's, the SEC noted that a finder that was "actively involved in securities transactions, by negotiating their terms, providing advice regarding their terms [and] providing other assistance" would be required to register as a broker-dealer. Davenport Management, Inc., SEC No-Action Letter, [1993 Transfer Binder] Fed. Sec. L. Rep. (CCH) 76,643 at 77,737 (April 13, 1993). See, e.g., Fulham & Co., 1972 SEC No-Act. LEXIS 4,548 at 1-2 (December 20, 1972) (noting that a finder was considered a broker because the finder arranged the structure of the offerings and in some cases negotiated on behalf of the issuer of the securities).

Recently, the SEC has narrowed its view of what role a finder may play in a transaction.

In March, 2000, the SEC reversed the no-action position taken in its 1985 no-action letter to Dominion Resources, explaining that "in the intervening years since its 1985 no-action letter, technological advances, including the advent of the Internet, as well as other developments in the securities markets, have allowed more and different types of persons to become involved in the provision of securities-related services," and noting that the staff has taken more narrow views of finders in recent years. Dominion Resources, Inc., 2000 SEC No-Act. LEXIS 304 at 3 (March 7, 2000). In the 2000 no-action letter to Dominion Resources, Inc., the staff clearly points out that it has reversed its position and no longer finds that an entity conducting the activities described in the August 22, 1985 letter to Dominion Resources would be exempt from registration as a broker-dealer under Section 15 of the Exchange Act. Dominion Resources, Inc., 2000 SEC No-Act. LEXIS 304 at 3 (March 7, 2000). In reversing its grant of no-action relief, the staff specifically points to the same proposed finder activities as it had in its 1985 no-action letter:

- analyze the financial needs of an issuer;
- recommend or design financing methods and securities to fit the issuer's needs;
- recommend a bond lawyer, underwriters, or broker-dealers for the distribution or marketing of the securities in the secondary market;
- participate in negotiations;
- introduce an issuer to a commercial bank to act as the initial purchaser of securities and as a stand-by purchaser if the securities could not be readily marketed by a broker-dealer;
- recommend a commercial bank or other financial institution to provide a letter of credit or other credit support for the securities; and
- receive a negotiated fee that would generally not be payable unless the financing closed successfully and that would not be based on the successful issuance of securities to the public. Dominion Resources, Inc., 2000 SEC No-Act. LEXIS 304 at 1-2.

Receipt of commissions.

The SEC also considers the fee arrangement of the finder in reviewing any registration requirements. In the past, the SEC has generally taken the position that if the finder receives a commission based on the consideration of the transaction, the finder is not exempt from registration as a broker. Fulham & Co., 1972 SEC No-Act. LEXIS 4,548 at 1-2 (December 20, 1972). However, in the 1985 no-action letter to Dominion Resources, the staff did not object to fees charged by the finder for its consultative and coordinating services which were negotiated with the issuer and were related to the overall size of the financing that the client wished to arrange, and generally were not payable unless the financing closed successfully. The staff added that the finder's fees were not based upon successful issuance of securities to the public or affected by secondary trades thereafter. Dominion Resources, Inc., 1985 SEC No-Act. LEXIS 2,511 at 7 (August 22, 1985).

Recently, however, the SEC has narrowed its position regarding finder's fees to disallow all transaction-related compensation. The staff reversed its position regarding no-action relief for Dominion Resources, Inc., noting that because the finder planned to receive a negotiated fee that would generally not be payable unless the financing closed successfully, the finder is not exempt from broker registration. Dominion Resources, Inc., 2000 SEC No-Act. at 2 (March 7, 2000). The SEC's current view regarding a finder's receipt of commissions is that if a finder's fee is contingent upon the consummation of the transaction, the finder is not exempt from registration as a broker. BondGlobe, Inc., 2001 SEC No-Act. Lexis 140 (February 6, 2001).

The SEC has not required the registration of a finder when the finder's compensation is not contingent upon a transaction. For example, the SEC did not require registration when a finder's compensation did not vary or depend on the size or success of a securities offering or transaction, and the price for goods and services provided by the finder to program participants did not vary from that charged to non-participants. Stockback.com, LLC, 2000 SEC No-Act. LEXIS 762 at 3 (July 28, 2000).

#### Consequences of Failing to Properly Register as a Broker-Dealer

The failure of a broker to register with the SEC could subject the broker to monetary penalties and to certain injunctive actions by the SEC, pursuant to Section 21 of the Exchange Act. The SEC is authorized to seek civil injunctions in federal district court against persons violating or about to violate the provisions of the Exchange Act, including the broker registration requirements. The SEC may seek civil money penalties as well. The SEC also has the authority, after notice and opportunity for hearing, to issue a cease-and-desist order in response to a violation of these provisions. In addition, the SEC is authorized to refer the matter to the Attorney General for prosecution. Finally, failure to register when required is grounds for denial by the SEC of a later application for broker registration. The "Finder's" Exception From Federal Broker-Dealer Registration, John Polanin, Jr., 40 Cath. U.L. Rev. 787 (1991), 792-793.

Best wishes,

Michael

Michael Gibson, Managing Director

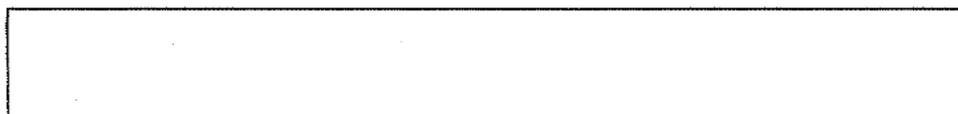
Registered Investment Advisor CRD #157403

[michael@usadvisors.org](mailto:michael@usadvisors.org) [LinkedIn](#) [@EB5Info](#) [Facebook](#)

USAdvisors.org: [The Source for Information on the U.S. EB-5 Visa Program](#)

OverseasFunding.com: [The Source for Information on International Capital Acquisition](#)

cell : [REDACTED] | office : [239.465.4160](tel:239.465.4160) | Skype: [usadvisors.org](https://www.skype.com/user/usadvisors.org)



On Thu, Mar 29, 2012 at 4:00 PM, Cronin, John <[John.Cronin@state.vt.us](mailto:John.Cronin@state.vt.us)> wrote:

Terenik-

Thank you for reaching out to me. To be very clear the Vermont Securities Division is not conducting an investigation of Jay Peak. We are gathering information regarding some of their offerings.

I am interested in the offering documents provided to your client. If you have a copy and are willing to provide it I would appreciate it.

Thanks,  
John

John R. Cronin, C.F.E.  
Securities Director  
[john.cronin@state.vt.us](mailto:john.cronin@state.vt.us)  
[802-828-4857](tel:802-828-4857)

Please note my new e-mail address.

-----Original Message-----

From: Terenik Koujakian [mailto:[██████████](mailto:██████████)]  
Sent: Thursday, March 29, 2012 3:39 PM  
To: Cronin, John  
Subject: Jay Peak EB-5 Investment

John,

Michael Gibson gave me your contact information.

I have a client who invested in Jay Peak for an EB-5 visa. The I-526 was just recently approved.

However, Michael sent me an email from Rapid USA regarding Jay Peak, which caused my client serious concern.

Please call me at [██████████](tel:██████████) or provide me a telephone number where I can reach you to discuss Jay Peak.

--

Thanks,  
Terenik Koujakian

## Miller, Lawrence

---

**From:** Miller, Lawrence  
**Sent:** Friday, April 20, 2012 3:46 PM  
**To:** Candido, James  
**Subject:** RE: Mt. Snow

Yes, please. When are you leaving today?

--

Lawrence Miller, Secretary  
Agency of Commerce and Community Development  
National Life Building, Sixth Floor  
Montpelier VT 05620-0501  
(802) 828-5204 office  
(802) [REDACTED] cell  
[lawrence.miller@state.vt.us](mailto:lawrence.miller@state.vt.us)

---

**From:** Candido, James  
**Sent:** Friday, April 20, 2012 3:24 PM  
**To:** MoultonPowden, Pat; Miller, Lawrence  
**Subject:** Mt. Snow

I just received a call from Mt. Snow that they are in the process of getting together their materials for an EB-5 submission to us and are going to be working with Douglas Hulme and RapidUSA Visa. I thought it might make sense to get together and chat about the submission.

James

James W. Candido  
Vermont Agency of Commerce and Community Development  
National Life Building  
Montpelier, VT 05620-0501  
(802) 828-3637  
(802) [REDACTED] CELL  
(802) 828-3258 FAX

## Miller, Lawrence

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**From:** Miller, Lawrence  
**Sent:** Friday, April 27, 2012 1:25 PM  
**To:** Candido, James; MoultonPowden, Pat  
**Cc:** Camp, Lori  
**Subject:** RE: Call with Secretary Miller

Open for now.

--

Lawrence Miller, Secretary  
Agency of Commerce and Community Development  
State of Vermont  
National Life Building, 6th Floor  
Montpelier, VT 05620-0501  
(802) 828-5204 office  
(802) [REDACTED] cell  
[lawrence.miller@state.vt.us](mailto:lawrence.miller@state.vt.us)

*The mission of the Agency of Commerce and Community Development is to help Vermonters improve their quality of life and build strong communities.*

---

**From:** Candido, James  
**Sent:** Friday, April 27, 2012 1:19 PM  
**To:** Miller, Lawrence; MoultonPowden, Pat  
**Cc:** Camp, Lori  
**Subject:** FW: Call with Secretary Miller

I can't do Thursday but does Friday work?

James W. Candido  
Vermont Agency of Commerce and Community Development  
National Life Building  
Montpelier, VT 05620-0501  
(802) 828-3637  
(802) [REDACTED] CELL  
(802) 828-3258 FAX

---

**From:** Douglas Hulme [mailto:[REDACTED]]  
**Sent:** Thursday, April 26, 2012 4:37 PM  
**To:** Candido, James  
**Subject:** Re: Call with Secretary Miller

Dear James,

Tomorrow is not convenient and I am traveling the beginning half of next week. Could we schedule the call for later next week, either Thursday, May 3 or Friday, May 4, preferably in the afternoon on either day.

Best wishes,

Douglas

RAPID USA

On Wed, Apr 25, 2012 at 4:09 PM, Candido, James <[James.Candido@state.vt.us](mailto:James.Candido@state.vt.us)> wrote:

Douglas,

Lawrence wants to discuss in detail the reasons for the departure from the Jay Peak project and your direct concerns about the project that led to the company's departure. Go over some of the marketing exercises you currently are employing with Vermont projects. Since you guys are operating in Vermont still, within the VT ACCD Regional Center, and are a representative of sorts of the RC, we feel these questions need to be answered. Friday late morning will work (around 11AM) or early afternoon. Please let me know what will work, and feel free to have whomever you feel is necessary on your end of the call.

James

**James W. Candido**

Vermont Agency of Commerce and Community Development

National Life Building

Montpelier, VT 05620-0501

(802) 828-3637

(802) [REDACTED] CELL

(802) 828-3258 FAX

---

**From:** Douglas Hulme [mailto:[\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Wednesday, April 25, 2012 4:02 PM  
**To:** Candido, James

**Subject:** Re: Call with Secretary Miller

Hi James,

Thank you for your email. Could you please let me know the topics for discussion and, subject to same, convenient times for the call.

Await hearing from you.

Best wishes,

Douglas

RAPID USA

On Tue, Apr 24, 2012 at 2:52 PM, Candido, James <[James.Candido@state.vt.us](mailto:James.Candido@state.vt.us)> wrote:

Douglas,

I just left you a message but Secretary Miller would like to set up a phone call with you on some of the recent developments with working within the Regional Center. Please let me know a time that would work as soon as you are available to make this happen. Thanks you,

James

James W. Candido

Vermont Agency of Commerce and Community Development

National Life Building

Montpelier, VT 05620-0501

(802) 828-3637

(802) [REDACTED] CELL

(802) 828-3258 FAX

--

Douglas Hulme FCCA  
Chartered Certified Accountant  
RAPID USA  
[www.eb5vermont.com](http://www.eb5vermont.com)  
[www.visausa.com](http://www.visausa.com)  
[239.594.5400](tel:239.594.5400)

--

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[239.594.5400](tel:239.594.5400)

**Miller, Lawrence**

---

**From:** Miller, Lawrence  
**Sent:** Tuesday, May 01, 2012 11:36 AM  
**To:** Candido, James  
**Subject:** Re: Call with Secretary Miller

Thanks. Don't forget the TP's. Since I will be coming from chaos down here.

Lawrence Miller  
Secretary of Commerce and Community Development  
(802) [REDACTED]

Sent from my mobile, please excuse typo's and brevity.

-----Original message-----

**From:** "Candido, James" <[James.Candido@state.vt.us](mailto:James.Candido@state.vt.us)>  
**To:** "Camp, Lori" <[Lori.Camp@state.vt.us](mailto:Lori.Camp@state.vt.us)>  
**Cc:** "Miller, Lawrence" <[Lawrence.Miller@state.vt.us](mailto:Lawrence.Miller@state.vt.us)>, "MoultonPowden, Pat" <[Pat.MoultonPowden@state.vt.us](mailto:Pat.MoultonPowden@state.vt.us)>  
**Sent:** Tue, May 1, 2012 12:46:16 GMT+00:00  
**Subject:** FW: Call with Secretary Miller

We are good for a call with Rapid USA at 2:30 on Friday...

James W. Candido  
Vermont Agency of Commerce and Community Development  
National Life Building  
Montpelier, VT 05620-0501  
(802) 828-3637  
(802) [REDACTED] CELL  
(802) 828-3258 FAX

---

**From:** [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Monday, April 30, 2012 6:20 PM  
**To:** Candido, James  
**Subject:** Re: Call with Secretary Miller

That's fine  
Sent via BlackBerry by AT&T

---

**From:** "Candido, James" <[James.Candido@state.vt.us](mailto:James.Candido@state.vt.us)>  
**Date:** Mon, 30 Apr 2012 14:26:01 -0400  
**To:** Douglas Hulme <[\[REDACTED\]](mailto:[REDACTED])>  
**Subject:** RE: Call with Secretary Miller

Douglas, Are we set for a 2:30 call this Friday?

James W. Candido  
Vermont Agency of Commerce and Community Development  
National Life Building  
Montpelier, VT 05620-0501

(802) 828-3637  
(802) [REDACTED] CELL  
(802) 828-3258 FAX

---

**From:** Douglas Hulme [mailto:[REDACTED]]  
**Sent:** Thursday, April 26, 2012 4:37 PM  
**To:** Candido, James  
**Subject:** Re: Call with Secretary Miller

Dear James,

Tomorrow is not convenient and I am traveling the beginning half of next week. Could we schedule the call for later next week, either Thursday, May 3 or Friday, May 4, preferably in the afternoon on either day.

Best wishes,

Douglas  
RAPID USA

On Wed, Apr 25, 2012 at 4:09 PM, Candido, James <[James.Candido@state.vt.us](mailto:James.Candido@state.vt.us)> wrote:  
Douglas,

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James

James W. Candido  
Vermont Agency of Co

## Miller, Lawrence

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**From:** MoultonPowden, Pat  
**Sent:** Thursday, May 03, 2012 2:23 PM  
**To:** Camp, Lori; Candido, James  
**Cc:** Miller, Lawrence  
**Subject:** RE: Call with Secretary Miller

James, please tell him to call Lawrence's number

---

**From:** Camp, Lori  
**Sent:** Thursday, May 03, 2012 2:20 PM  
**To:** Candido, James  
**Cc:** Miller, Lawrence; MoultonPowden, Pat  
**Subject:** RE: Call with Secretary Miller

I assume this might work better if he called into Lawrence's office. If you agree, tell him to call 802-828-██████ (my line) and I'll transfer him to Lawrence's direct line.

Lori Camp, Executive Assistant  
Secretary's Office  
Agency of Commerce and Community Development

---

**From:** Candido, James  
**Sent:** Thursday, May 03, 2012 2:04 PM  
**To:** Camp, Lori  
**Cc:** Miller, Lawrence; MoultonPowden, Pat  
**Subject:** FW: Call with Secretary Miller

---

**From:** Douglas Hulme [████████████████████]  
**Sent:** Thursday, May 03, 2012 1:56 PM  
**To:** Candido, James  
**Subject:** Re: Call with Secretary Miller

Good afternoon James,

Slight Change to call arrangements, I have just returned from meeting at California Service Center, and will be in Miami tomorrow.

I will therefore call you at your office number 802.828.3637 at 2.30pm, or any other number as may be convenient to you.

Please confirm,

Douglas

On Tue, May 1, 2012 at 8:56 AM, Candido, James <[James.Candido@state.vt.us](mailto:James.Candido@state.vt.us)> wrote:

Thanks Douglas, we will call your office number at 2:30 on Friday.

**James W. Candido**

Vermont Agency of Commerce and Community Development

National Life Building

Montpelier, VT 05620-0501

(802) 828-3637

(802) [REDACTED] CELL

(802) 828-3258 FAX

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**Sent:** Monday, April 30, 2012 6:20 PM

**To:** Candido, James

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**To:** Douglas Hulme <[REDACTED]>

**Subject:** RE: Call with Secretary Miller

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**James W. Candido**

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National Life Building

Montpelier, VT 05620-0501

(802) 828-3637

(802) [REDACTED] CELL

(802) 828-3258 FAX

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James

**James W. Candido**  
Vermont Agency of Commerce and Community Development  
National Life Building  
Montpelier, VT 05620-0501  
[\(802\) 828-3637](tel:(802)828-3637)  
[\(802\) 828-3258](tel:(802)828-3258) CELL  
[\(802\) 828-3258](tel:(802)828-3258) FAX

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**To:** Candido, James

**Subject:** Re: Call with Secretary Miller

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Douglas

RAPID USA

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James

James W. Candido

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Montpelier, VT 05620-0501

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--

Douglas Hulme FCCA

Chartered Certified Accountant

RAPID USA

[www.eb5vermont.com](http://www.eb5vermont.com)

[www.visausa.com](http://www.visausa.com)

239.594.5400

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Douglas Hulme FCCA

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**Miller, Lawrence**

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**From:** Miller, Lawrence  
**Sent:** Monday, May 21, 2012 11:36 AM  
**To:** 'bstenger@jaypeakresort.com'  
**Subject:** RE: RE:

I don't feel a need for any further information at this point Bill. Everyone is fully consistent with each other.

Lawrence Miller, Secretary  
Agency of Commerce and Community Development State of Vermont National Life Building, 6th Floor Montpelier, VT  
05620-0501  
(802) 828-5204 office  
(802) [REDACTED] cell  
[lawrence.miller@state.vt.us](mailto:lawrence.miller@state.vt.us)

The mission of the Agency of Commerce and Community Development is to help Vermonters improve their quality of life and build strong communities.

-----Original Message-----

**From:** Bill Stenger [<mailto:bstenger@jaypeakresort.com>]  
**Sent:** Thursday, May 17, 2012 3:29 PM  
**To:** Miller, Lawrence  
**Subject:** Re: RE:

Thanks for meeting yesterday. Will get Airport details to you soon. James briefed me somewhat on the Douglas call. I wanted to ask your perspective on it and if you want anything from me. I have a paper trail on all our interaction. If you would like that or anything else please let me know. Best regards. Bill -----Original Message-----

**Miller, Lawrence**

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**From:** Miller, Lawrence  
**Sent:** Friday, May 25, 2012 7:15 AM  
**To:** Raymond, Brent  
**Cc:** MoultonPowden, Pat; Kessler, John  
**Subject:** Re: EB5

lets get together briefly on the various requests and design a strategy to comprehensively respond quickly and efficiently.

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Lawrence Miller, Secretary  
VT Agency of Commerce and Community Development  
(802) [REDACTED]

On May 25, 2012, at 7:05 AM, "Raymond, Brent" <[Brent.Raymond@state.vt.us](mailto:Brent.Raymond@state.vt.us)> wrote:

I'll confirm today with John. Thanks, Brent

*Sent from my Verizon Wireless Droid*

-----Original message-----

**From:** "MoultonPowden, Pat" <[Pat.MoultonPowden@state.vt.us](mailto:Pat.MoultonPowden@state.vt.us)>  
**To:** "Raymond, Brent" <[Brent.Raymond@state.vt.us](mailto:Brent.Raymond@state.vt.us)>, "Kessler, John" <[John.Kessler@state.vt.us](mailto:John.Kessler@state.vt.us)>  
**Cc:** "Miller, Lawrence" <[Lawrence.Miller@state.vt.us](mailto:Lawrence.Miller@state.vt.us)>  
**Sent:** Fri, May 25, 2012 09:56:23 GMT+00:00  
**Subject:** Re: EB5

I think let her look. A FOIA will produce the docs and we have nothing to hid. ASSUMING the MOU's are public.  
Are they?

Patricia Moulton Powden  
Deputy Secretary  
Vermont Agency of Commerce and Community Development  
802-828-5200  
Sent from my iPhone

On May 24, 2012, at 6:27 PM, "Raymond, Brent" <[Brent.Raymond@state.vt.us](mailto:Brent.Raymond@state.vt.us)> wrote:

Freep EB5 request to review MOUs and other info. Time to talk tomorrow morning?

*Sent from my Verizon Wireless Droid*

-----Original message-----

**From:** "Remsen, Nancy" <[NREMSSEN@burlingt.gannett.com](mailto:NREMSSEN@burlingt.gannett.com)>  
**To:** "Raymond, Brent" <[Brent.Raymond@state.vt.us](mailto:Brent.Raymond@state.vt.us)>

**Sent:** Thu, May 24, 2012 19:51:21 GMT+00:00  
**Subject:** FW: EB5

Guess the address at the agency directory doesn't work.

Nancy Remsen  
Burlington Free Press

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From: Remsen, Nancy  
Sent: Thursday, May 24, 2012 3:32 PM  
To: [brent.raymond@thinkvermont.com](mailto:brent.raymond@thinkvermont.com)  
Subject: EB5

Hello Brent Raymond,

I am a reporter with the Burlington Free Press. I am interested in doing a story evaluating the EB5 program. My interest was piqued this spring by the publicity about the falling out between Rapid Visa USA and Jay Peak.

I wondered if it would be possible to look at all the memorandums of understanding the state has for projects and also the quarterly reports the projects submit. I can come to your office to look at these records. I'm not asking for copies at this time. I am looking for data on investors, details on projects, and data in jobs created, and any other information that would be a measure of the program.

If I need to make a formal freedom of information request to see these memorandums and quarterly reports, please advise me.

I am also interested in talking about how the program works. I have been doing a lot of reading online and have asked Sen. Patrick Leahy's staff for background materials.

Thank you for your time and consideration of my requests.  
I can be reached by phone at [REDACTED] or by email at [nremsen@burlingtonfreepress.com](mailto:nremsen@burlingtonfreepress.com)

Nancy Remsen  
Burlington Free Press