

**BYLAWS  
OF  
THE TECHNOLOGY INVESTMENT TAX CREDIT COMMITTEE  
OF  
THE INDUSTRIAL TECHNOLOGY ENTERPRISE ADVISORY COUNCIL**

**ARTICLE 1: NAME, PURPOSE, OFFICE**

- Section 1. Name The name of the committee shall be the Technology Investment Tax Credit Committee (TITC Committee).
- Section 2. Purpose The Technology Investment Tax Credit Committee is organized pursuant to Ohio Revised Code § 122.151 in order to approve investor and company applications for the Technology Investment Tax Credit Program.
- Section 3. Principal Office The principal office of the Technology Investment Tax Credit Committee shall be located at 77 South High Street, 25 Floor, Columbus, Ohio, 43215.

**ARTICLE 2: MEMBERSHIP**

- Section 1. Membership shall consist of three members of the Industrial Technology Enterprise Advisory Council, as prescribed by Ohio Revised Code § 122.151 (C). Temporary TITC Committee membership of up to three members of the Industrial Technology Advisory Council is allowed to fill temporary vacancies on the Committee for a specific meeting.

**ARTICLE 3: THE TITC COMMITTEE**

- Section 1. General Powers The TITC Committee shall exercise all powers and perform all duties described in the provisions of the Ohio Revised Code §§ 122.15-122.154, including reviewing and approving or disapproving investor and entity applications for the TITC program.
- Section 2. Quorum At least two (2) voting members of the TITC Committee shall constitute a quorum. A majority vote of the TITC Committee members, at least two (2) voting members, is necessary to take action on any matter.
- Section 3. Notice to Members The TITC Committee members shall receive at least seventy-two (72) hours notice of all TITC Committee meetings.
- Section 4. Chairperson of the Committee The Chairperson of the TITC Committee shall be the member of the TITC Committee appointed by the Industrial Technology Enterprise Advisory Council Chairperson to serve as the TITC Committee Chair. The Chairperson shall convene TITC Committee meetings and shall preside over them.

- Section 5. Vice-Chairperson In the absence of the Chairperson, the Vice-Chairperson shall preside at TITC Committee meetings.
- The Vice-Chairperson shall perform the duties as the Chairperson provided that those duties shall not conflict with Ohio Revised Code § 122.15.
- The Vice-Chairperson shall be elected by a majority of the TITC Committee.
- Section 6. Vacancies Vacancies shall be filled in the same manner as the original appointments were filled.

#### ARTICLE 4: MEETINGS

- Section 1. Regular Meetings The TITC Committee shall hold regular monthly meetings normally scheduled at 11:30 AM on the first Thursday of each month, excluding public holidays. This meeting time may be altered at the convenience of the Committee members, subject to the Public Notice requirements.
- Section 2. Special Meetings Special meetings of the TITC Committee may be called at the request of the Chairperson or a majority of the TITC Committee.
- Section 3. Public Notice The public shall be notified of the time and place of all meetings of the TITC Committee via press notifications and postings on a government web page. The public shall be notified of the time, place, and purpose of all special meetings no later than twenty-four (24) hours prior to the meeting via press notifications.

#### ARTICLE 5: PUBLIC COMMUNICATIONS

- Section 1. In accordance with Ohio Sunshine Laws, all documents produced by the Committee are public records unless a statutory exception exists to prohibit their release. In order to facilitate prompt dissemination of TITC Committee-related records, all requests for TITC Committee-related records shall be directed to TITC Staff at the Ohio Department of Development, who will fulfill the request consistent with the requirements of Ohio Sunshine Laws.

#### ARTICLE 6: CONFLICTS

- Section 1. If any provision of these Bylaws conflicts with any provision contained in the Ohio Revised Code, the Ohio Revised Code shall prevail.

#### ARTICLE 7: AMENDMENTS

Section 1.

These Bylaws may be amended when necessary by a majority of the Committee, provided that no amendment shall conflict with provisions of the Ohio Revised Code. Proposed amendments to these Bylaws must be submitted to the Chairperson to be sent out with regular TITC Committee announcements. The Chairperson shall ensure that the TITC Committee members receive copies of proposed amendments no later than twenty-four (24) hours prior to a meeting.

ARTICLE 8: TITC PROGRAM SPECIFIC RULES

Section 1. Entity and Investor Applications

All Entity and Investment applications must be initially submitted to an Edison Center not later than three (3) days prior to the submission deadline published by the Ohio Department of Development (ODOD). An Edison Center representative shall set forth a recommendation and sign all Investor and Entity applications and forward them to the Technology Division of the ODOD (TITC Staff) for presentation to the TITC Committee.

Entity (Company) applicants are encouraged to give a brief presentation explaining the company and how it meets the TITC program's statutory requirements at the TITC Committee meeting at which its application will be considered.

TITC Staff must receive all applications to be considered at a given meeting no later than the deadline announced by ODOD, which shall be no sooner than five (5) days before the announced TITC Committee meeting. Exact deadline date and time will be posted by TITC Staff on the TITC public website. Except for applications that are late due to errors by TITC Staff or an Edison Center, late applications will be held for the following month's regular TITC Committee meeting.

Incomplete applications will not be presented to the TITC Committee for review. TITC Staff will attempt to work with applicants to complete incomplete or inaccurate information prior to submission to the TITC Committee for review. TITC Staff will review and make a recommendation for each application at the TITC Committee meeting.

First-time Entity applications, if approved, will be approved for a term of 12 months.

Investor applications, if approved, will be approved for a term of 120 days from the date of approval. Following the actual investment, the investor must submit a completed Certificate Request within the 120 day period after the application approval date in order to receive his/her/its tax credit certificate. Should TITC Staff fail to receive the completed Certificate Request within such 120 day period, the approval is cancelled.

Section 2. Requalification Applications

A previously approved Entity whose qualification period is about to expire or expired within the prior 60 days, or a previously approved entity that has undergone or anticipates undergoing a name change or a change of entity format with no change of ownership, eg., change from a limited liability company to a corporation, may submit a requalification form directly to the TITC Staff (not the Edison Center).

TITC Staff must receive all requalification applications to be considered at a given meeting no later than submission deadline for Entity and Investor applications as announced by ODOD. Exact deadline date and time will be posted by TITC Staff on the TITC public website. Late requalification applications will be held for the following regular TITC Committee meeting.

Incomplete requalification applications will not be presented to the TITC Committee for review. TITC Staff will attempt to work with applicants to complete incomplete or inaccurate requalification applications prior to submission to the TITC Committee for review. TITC Staff will review and make a recommendation for each requalification application.

Prior to the expiration of an Entity's approval term, TITC Staff will notify such Entity by letter at the notice address provided in Entity's application. It shall be the Entity's responsibility to notify TITC Staff of any change of address. To extend the approval term, the entity must submit a requalification form to TITC Staff within 60 days of the expiration of its approval term in order to be continuously qualified. An entity that does not submit a requalification form to TITC Staff within 60 days of the expiration of its approval term must submit a new entity application including the fee for new applications. Requalification requests will be heard at the next TITC meeting following receipt of the requalification form.

Section 3. Proof of Investment

Following approval by the TITC Committee, an approved investor must present a tax credit Certificate Request, in order to receive a Tax Credit Certificate. Each Proof of Investment document must be dated within the TITC Committee approved investment window (120 days from approval) and must include all of the following:

1. Proof of cash flow from the investor;
2. Proof of cash receipt and investment deposit by the company;
3. Proof of equity ownership resulting from the cash flow;
4. Notarized letter from the Entity stating the investment details and that the investment meets the statutory requirements of the program; and,
5. Notarized tax credit Certificate Request from the Investor.

If the equity investment results from the conversion of a debt obligation to an equity position in the Entity (or conversion of convertible debt), the Entity and Investor must provide documentation acceptable to TITC Staff that substantially proves the equity investment occurred in the required timeframe as outlined for a cash investment above.

In the event that an Entity must obtain investment funds before the TITC Committee approves the Investor application, a specific-use TITC investment related escrow account may be established for the deposit of the funds. In cases where an escrow account is used, a statement from the financial institution holding the funds must be included, stating all of the details of the account, including withdrawal authorization as well as confirmations of each withdrawal and deposit relating to the investment.

Section 4.

Investor  
Exclusions &  
Definitions

Neither an “employee with proprietary decision-making authority” nor his or her spouse, parent, child or sibling is eligible for the program as an investor. (See Ohio Revised Code §122.151 (A)(8).)

“Employee with proprietary decision-making authority” is defined as a corporate officer, partner or board member that receives monetary compensation from an entity. (See Ohio Revised Code §122.151(A)(8).)

“Insiders” are not eligible for the program as investors. (See Ohio Revised Code §122.15 (E).)

To determine if an individual is an Insider, calculate the sum of the percentage ownership of the individual and the percentage ownership of the individual’s dependents, where “dependents” is defined as persons claimed as dependents on the individual’s federal tax return in the prior year. If the calculated sum is greater than or equal to five percent (5%), then the individual is deemed an Insider and is not eligible for the program.

An Investor that is not an individual is an “Insider” if the percentage ownership by that Investor in the TITC-approved-Entity is greater than or equal to 5%.

In the case of a potential investment from a partnership group, trust, or any other entity that is not an individual, the source of funds must be reasonably associated with the investor-applicant. If a group, trust or other entity wishes to allocate its tax credit among individual investors, each investor must submit an application. In all cases, the TITC Investor applicant and his/her/its social security number or federal ID number (as listed on the application) will be the same entity and tax ID number listed on the Tax Credit Certificate.