

# The Timeline of the Implementation and Failure of the Loan Guaranty to 38 Studios

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Prepared for the House Oversight Committee  
October 27, 2015



## Document One: Nondisclosure Agreements

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**Who:** Gordon Fox, William Murphy

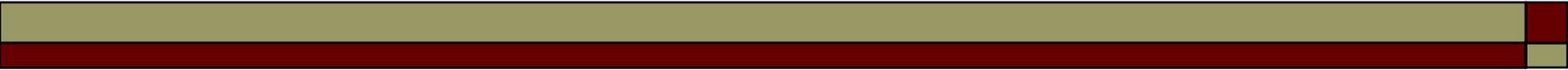
**What:** List

**When:** October 8, 2009

**Summary:** An accounting of  
nondisclosure agreements

**Importance:** Shows that Gordon Fox and  
William Murphy had contact with  
38 Studios as early as 10/08/2009

**Notable:** Michael Corso also signed a  
nondisclosure agreement on the  
same day.



## Document Two: Meeting at the State House

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**Who:** William Murphy, Gordon Fox,  
Curt Schilling, Tom Zaccagnino,  
Michael Corso

**What:** Deposition

**When:** Fall 2009

**Summary:** Fox, Schilling, Zaccagnino,  
and Corso meet in the State House,  
Murphy stops in.

**Importance:** Early meeting involving  
Fox, Corso and 38 Studios and Fox  
leadership.

**Notable:** Murphy, unaware of the  
meeting, stopped in Fox's office to  
say good night and Murphy was  
asked to arrange a meeting with  
Schilling and the Massachusetts  
House Speaker.

## Document Three: Fundraiser at Curt Schilling Home

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**Who:** Gordon Fox, Donald Carcieri, Curt Schilling

**What:** Emails

**When:** March 2, 2010

**Summary:** Curt Schilling held a fundraiser for a documentary and invited Carcieri and Fox.

**Importance:** This the first meeting of Carcieri and Schilling. Schilling told Carcieri about his company and the potential to move it to Providence.

**Notable:** EDC board members Karl Wadenstein, Shivan Subramanian and Paul Choquette were also on the list. There was no evidence in the depositions or exhibits that any of the board members attended.



## Document Four: Schilling and EDC Meet

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**Who:** Michael Corso, Tom Zaccagnino,  
Schilling, Stokes, Fox

**What:** Email

**When:** March 17, 2010

**Summary:** Stokes sets up second meeting with Schilling, includes Rob Stolzman and Michael Saul.

**Importance:** This is a record of the early meetings with the EDC and 38 Studios. It is also important to note that Stokes cc'ed Gordon Fox on his email.

**Notable:** Schilling appreciates “the time and effort already provided by the state of Rhode Island, from the speaker on down.”



## Document Five: Stolzman pitches real estate

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**Who:** Rob Stolzman, Michael Corso

**What:** Email

**When:** March 26, 2010

**Summary:** Stolzman pitches building owned by his inlaws to Corso for 38 Studios offices.

**Importance:** Early edits to term sheet.

**Notable:** “I’d love to show you and whomever from 38 Studios the building. If I can be helpful with this it would be great to help a company and my in-laws.”



## Document Six: Early Term Sheet

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**Who:** Zaccagnino, Corso, Stolzman,  
Stokes

**What:** Email

**When:** March 26, 2010

**Summary:** Stolzman thanks Corso for  
the comments on the draft term  
sheet.

**Importance:** Marked up edits to early  
term sheet.

**Notable:** “Job Training Grants and  
Credits of up to \$5,000 per year per  
employee will be made available”  
This was not in the final term sheet.



## Document Seven: Visit to 38 Studios

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**Who:** Rob Stolzman, Mike Corso

**What:** email

**When:** March 28, 2010

**Summary:** Early discussions of term sheet. Stolzman is checking with Corso to see if Gordon Fox is visiting Maynard the next day.

**Importance:** Early term sheet, working to include legislative leadership.

**Notable:** Also confirming EDC staff will be visiting Maynard. “I think Mike Saul and I are the only two attending from the RIEDC.”

# Document Eight

## Early discussion of legislation

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**Who:** Rob Stolzman, Stokes, Hashway, Saul

**What:** Email

**When:** March 31, 2010

**Summary:** The Jobs Grown Guaranty Program will be included in the FY 10 supplemental budget.

**Importance:** Decision to include program in the FY 10 supplemental budget.

**Notable:** “Gordon and Steve C want to put the “moral ob program” in the FY’10 supplemental budget, which currently might be heard as early as next week.”

“Gordon and Steve see this as a ‘digital media’ industry program with \$75 of \$125 ‘committed’ to 38 Studios and the rest to be worked out on...”



## Document Nine: Early due diligence planning

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**Who:** Michael Saul, Michael Corso

**What:** Email

**When:** March 31, 2010

**Summary:** Planning early due diligence meeting.

**Importance:** Saul wants a walk-through of the company projections.

**Notable:** Also looking to discuss “feasibility on Big Huge/EA projections.”

# Document Ten

## Memo updating governor

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**Who:** Rob Stolzman, Keith Stokes,  
Michael Saul, Fred Hashway

**What:** Email

**When:** March 31, 2010

**Summary:** Email with memo to governor  
and draft Kushner and term sheet  
attached.

**Importance:** In his memo to the  
governor, Stokes acknowledges that  
the company need \$75 million in  
addition to the equity already  
committed to complete both the  
RPG and MMOG.

**Notable:** Stolzman notes that he will be  
under pressure to circulate drafts  
from Chairman Costantino and  
Michael Corso.



## Document Eleven

### Stolzman email to governor's office

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**Who:** Robert Stolzman, Andrew Hodgkin

**What:** Email

**When:** April 1, 2010

**Summary:** Stolzman sends memo to Hodgkin with an update on legislative process

**Importance:** Updating governor's office on legislation and term sheet

**Notable:** “at the suggestion of House Finance Chairman Costantino, the Kushner draft reflects a larger authorization for this as a Job Creation Guaranty Program”



## Document Twelve

### Scheduling hearing on JCGP

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**Who:** Stolzman, Costantino, Stokes

**What:** Email

**When:** April 2, 2010

**Summary:** Chairman schedules hearing on EDC issues to include JCGP

**Importance:** April 6 hearing is scheduled and tied to 38 Studios request.

**Notable:** “Assuming the due diligence checks out as we hope it will, the entry fee for this opportunity for RI is relatively low since it is based on credit enhancement rather than direct loans, grants, tax credits or tax reductions.”



## Document Thirteen

### JCGP will be in Supplemental Budget

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**Who:** Keith Stokes, Michael Saul,  
Robert Stolzman, Fred Hashway

**What:** Email

**When:** April 2, 2010

**Summary:** Costantino let Stokes know that JCGP will be in the supplemental budget. Stokes is concerned it is too soon.

**Importance:** Stokes believes the speaker directed the chairman to include the JCGP in the budget.

**Notable:** “I will speak with Gordon and Mike Corso tonight with a request that we may not go the supplemental budget route.... The question is, will a month + delay lose the interest 38?”



## Document Fourteen

### Stokes Memo to Board

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**Who:** Keith Stokes, EDC Board

**What:** Email

**When:** April 5, 2010

**Summary:** Stokes sent memo on JCGP  
to the EDC Board

**Importance:** Stokes informs the Board about the JCGP program, does not include any information about 38 Studios.

**Notable:** “The General Assembly has asked us to propose a program that would respond to the need for credit enhancement in these growth areas and at these levels.”



## Document Fifteen

### Stolzman Handwritten notes

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**Who:** Robert Stolzman, Fred Hashway, Michael Corso, Tom Zaccagnino and two others

**What:** Handwritten notes from meeting with EDC and 38 Studios

**When:** April 6, 2010

**Summary:** Meeting planning due diligence.

**Importance:** Notes that Wells will = validation for due diligence.

**Notable:** “We need to talk to Steve Costantino ... let 38 studios use other available tax incentives for building”



## Document Sixteen

### Supplemental budget

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**Who:** Keith Stokes, Michael Corso

**What:** Email

**When:** April 7, 2010

**Summary:** Email about supplemental budget.

**Importance:** Stokes asks Corso, not EDC staff, to contact the speaker to be sure the JCGP is in the supplemental budget.

**Notable:** “You may want to contact Gordon to make sure our article is placed in the supplemental budget”

# Document Seventeen

## Term Sheet Draft

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Who: Michael Saul, Maureen  
Gurghigian

What: Email

When: April 8, 2010

Summary: Early draft of term sheet

**Importance:** In this early draft forwarded to Gurghigian, an independent financial review is a condition to closing the loan.

**Notable:** “ b) An independent financial review and analysis of the company’s financial projections; current contracts and obligations with gaming industry partners such as EA; and any other related or requested documents or information of the company.”

# Document Eighteen

## Recommendation of Wells for underwriting

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**Who:** Saul, Corso, Stolzman, Hashway, Stokes

**What:** Email

**When:** April 9, 2010

**Summary:** States need to get Wells on state underwriter list.

**Importance:** Saul discusses Wells presentation.

**Notable:** “Wells understands that they will need to convince the EDC board that 38 Studios business model and projections are what will sell the bond vs. credit enhancement.”

“One issue that will remain a challenge is the amount of the bond moral obligation as a % of the total program. The amount is around \$85 million as a result of the gross up for the deferred P & I period, plus a reserve plus fees”



## Document Nineteen

### Meeting at 38 Studios

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**Who:** Robert Stolzman, Steve Lane, Michael Corso, Tom Zaccagnino, Curt Schilling, Jen Maclean, Fred Hashway

**What:** Meeting notes, deposition

**When:** April 9, 2010

**Summary:** Notes of meeting at 38 Studios and Lane's deposition.

**Importance:** Lane states that he and Verrechia were the only board members invited to meeting. At the meeting Stolzman notes the company needs between \$75 million and \$100 million.

**Notable:** Stolzman notes \$85 million (gross up) for 450 jobs equals \$170,000 per job.

## Document Twenty

### Strategy Analytics

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**Who:** Mark Lamarre, Rick Wester and Tom Zaccagnino

**What:** Email

**When:** April 15, 2010

**Summary:** Suggested engagement terms for Wells Fargo.

**Importance:** Special structuring fee of \$300,000 upon completion of RI backed bonds. This is in addition to the normal underwriter's fee.

**Notable:** “Conceptually I have endeavored to

- recognize the fact that 38 Studios is not cash-rich at the current time
- aligning our interests with yours, meaning strive to close financing at the most expeditious pace and at the lowest cost.”

# Document Twenty One

## To-do list

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**Who:** Thomas Zaccagnino, Rob Stolzman, Fred Hashway

**What:** Email

**When:** April 20, 2010

**Summary:** Extensive to-do list to complete before the Board meeting.

**Importance:** Wells has been working for weeks on its due diligence. It has made great progress. There are two bullet points asking about Wells being the underwriter.

**Notable:** “Wells as an approved Bond underwriter/issuer – has this been completed yet...we are moving full steam with them and really need this to be taken care of.

-Wells as the lead underwriter/issuer – per our concall with Wells I want to confirm that Wells will be the lead underwriter and seller and that they will no be sharing the role with anyone else.. Please confirm.”



## Document Twenty Two

### Strategy Analytics proposal

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**Who:** Micheal Saul, Tom Zaccagnino,  
Michael Corso, Rob Stolzman, Fred  
Hashway, Tim Cole

**What:** Email

**When:** April 22, 2010

**Summary:** Saul is forwarding initial  
proposal from Strategy Analytics.

**Importance:** Initial proposal from  
Strategy Analytics included a due  
diligence exercise.

**Notable:** “Conduct a due diligence  
exercise on 38 Studios, including  
where they are at in the completion  
stage of their MMOG initiative, an  
understanding of their capital  
requirements and uses, and a multi-  
year pro forma exercise on capital  
requirements.”



## Document Twenty Three

### 38 Studios financial projections

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**Who:** Michael Saul, Rob Stolzman, Fred Hashway, Tim Cole, Sean Esten

**What:** Email

**When:** April 27, 2010

**Summary:** 38 Studios six-year financial projections.

**Importance:** Accounts for \$75 million in outside debt as cash. These financial projections were not updated throughout the time of the loan transaction.

**Notable:** Title of document is “in-state loan view” Page 4 shows the \$75 million as cash.



## Document Twenty Four

### Strategy Analytics statement of work

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**Who:** Michael Saul, Tom Zaccagnino,  
Robert Stolzman

**What:** email

**When:** April 28, 2010

**Summary:** Forwarding revised proposal for Strategy Analytics, does not contain due diligence on 38 Studios.

**Importance:** Changes include “provide due diligence support on a possible investment in 38 studios as an initial anchor studio in RI” is no longer included. Now “Provide economic impact due diligence on a possible investment on 38 Studios...”

**Notable:** Saul comments “it addresses overlapping scope issues and gets 38 a significantly fee reduction.”

# Document Twenty Five

## Preparing for Board meeting

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**Who:** Tom Zaccagnino, Robert Stolzman, Mike Saul, Keith Stokes, Mike Corso

**What:** Email

**When:** May 5, 2010

**Summary:** Zaccagnino's notes on Stolzman's to-do list.

**Importance:** Finalizing the steps to reach Board approval. Zaccagnino is still pushing for Wells to be approved for the bond offering and for no minority underwriter to be required.

**Notable:** “In addition, we need to finalize the term sheet and define the “gross up” amount.” Mike Saul's handwritten notes include “not a lot” and a mention of the film tax credits.

## Document Twenty Six

### Corso engagement letter

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**Who:** Mike Corso, Jen MacLean

**What:** Email

**When:** May 11, 2010

**Summary:** Corso sends MacLean a draft of the engagement letter.

**Importance:** Describes generally the consulting services provided by Corso. He will advise customer on a potential relocation or the possibility to remain in Massachusetts and available financial assistance. Contract describes the fees in warrants (equity).

**Notable:** “The above do not replace customary investment banking, Broker/dealer, attorney, accountant, lobbyist of bank advisors.



## Document Twenty Seven

### JCGP bill introduced

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**Who:** Robert Stolzman, Daniel Waugh,  
Keith Stokes, Mike Saul, Fred  
Hashway, Sean Esten

**What:** Email

**When:** May 20, 2010

**Summary:** Stolzman updates the group  
on the legislative process.

**Importance:** The chairman introduced  
the bill and will try to have the  
House pass it on Tuesday.

**Notable:** “After much scuffling last  
evening, the House Finance Chair  
introduced a bill... for the  
Kushner.....”

# Document Twenty Eight

## Wells Fargo Engagement letter

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**Who:** Rick Wester, Mark Lamarre

**What:** Email and deposition

**When:** May 24, 2010

**Summary:** Wells Fargo engagement letter, contains language for alternative financing fee of \$300,000.

**Importance:** Wells Fargo was paid \$300,000 at closing in addition to the fees included in the bond documents.

**Notable:** Wester stated “We structured it that way to avoid paying a typical exit fee, which you pay no matter what. We don’t want to raise equity, okay, well, fine, you know, we put time into this, we owe it.”

# Document Twenty Nine

## Strategy Analytics report

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**Who:** Jason Della Rocca, Barry Gilbert

**What:** Email

**When:** June 1, 2010

**Summary:** Della Rocca and Gilbert discuss EDC presentation.

**Importance:** Della Rocca expresses reservations on 38 Studios as an anchor tenant to start a gaming cluster.

**Notable:** “Hmm, I suppose it is too bold to say that if all they ever do is hand over \$60M to 38, their cluster will go nowhere ;)”

# Document Thirty

## Strategy Analytics report

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**Who:** Jason Della Rocca, Sean Esten,  
Robert Stolzman

**What:** Deposition and Affidavit

**When:** June 1, 2010

**Summary:** Notes from a conference call  
with Strategy Analytics, Perimeter  
Partners and EDC.

**Importance:** Sean Esten testified in a  
affidavit and Jason Della Rocca  
stated in his deposition that Della  
Rocca told EDC he would not  
support a moral obligation bond of  
\$75 million to 38 Studios.

**Notable:** “Something to the effect  
said... ‘Would you do this deal?’ To  
which ... I said , ‘No.’”



## Document Thirty One

### Corso contract

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**Who:** Michael Corso, Jen MacLean

**What:** Email

**When:** June 9, 2010

**Summary:** Negotiating Mike Corso's contract.

**Importance:** 38 Studios and Corso are still negotiating payment for his services.

**Notable:** "I am more than flexible on the cash/warrant structure instead of all warrants, but with the cash fee being no less than 5%."

# Document Thirty Two

## EDC Presentation

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**Who** Tim Cole, Mike Saul

**What:** Email

**When:** June 12, 2010

**Summary:** Tim Cole forwarded some “down side” projection slides to Mike Saul.

**Importance:** This down side projection was not included in the final presentation.

**Notable:** Risk of Investment Scenarios

1. Inability to generate cluster growth in RI
2. Company underperformance
3. Inability to meet all bond covenants
4. Bankruptcy



## Document Thirty Three EDC Board Presentation

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**Who:** Mike Saul, EDC Board

**What:** Email

**When:** July 15, 2010

**Summary:** The PowerPoint presented by Mike Saul at the July 15, 2010, meeting.

**Importance:** This was delivered in executive session to the board.

**Notable:** The down side graphic proposed by Tim Cole is not included.



## Document Thirty Four

### 38 Studios reacts to Board meeting

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**Who:** Tom Zaccagnino, Mike Saul

**What:** Email

**When:** June 15, 2010

**Summary:** Zaccagnino informs Saul of 38 Studios Board reaction to the EDC proposal.

**Importance:** The 38 Studios board finds the change of the terms of the moral obligation bond concerning.

**Notable:** “We have been open book about our risks and requirements from the beginning. Specifically, we were upfront about the requirement to be fully capitalized with the 75 MM at closing.”

# Document Thirty Five

## Discussion of Bond Fees

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**Who:** Maureen Gurghigian

**What:** Notes

**When:** June 17, 2010

**Summary:** Notes of phone call with 38 Studios.

**Importance:** Shows company was still hoping for \$75 million gross from the loan guaranty.

**Notable:** Tom Z – Reserve fund is new to the company, Also need some clarity re: closing costs to be grossed up to net out to the \$75 mm.”



## Document Thirty Six

### Outlining process for bond approval

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**Who:** Antonio Afonso, Mike Saul,  
Robert Stolzman, Fred Hashway

**What:** Email

**When:** June 19, 2010

**Summary:** Afonso outlines the approval process for the bond. Further discussion 38 Studios concerns down the email chain.

**Importance:** The inducement resolution is simply a statement of official intent to proceed to negotiate the terms for final approval.

**Notable:** Saul comments in the chain “EDC will do its best to maximize 38’s net, however we made it clear that \$75 million is the maximum credit enhancement.”

# Document Thirty Seven

## Term sheet

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**Who:** Jen MacLean, Tom Zaccagnino

**What:** Email

**When:** July 1, 2010

**Summary:** Jen MacLean expresses concerns with stating the net proceeds are enough to fund development of the MMOG.

**Importance:** During the negotiations of the final inducement resolution, MacLean expresses discomfort with stating the proceeds of the bond will be enough to fund the MMOG.

**Notable:** Tom Z. responds “This is an estimate and what we have been saying from day one, doesn’t mean things can’t change...” MacLean responded “as long as we don’t legally represent otherwise, that’s fine.”

# Document Thirty Eight

## Term sheet

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**Who:** Tom Zaccagnino, Rick Wester, Jen MacLean, Mike Corso

**What:** Email

**When:** July 1, 2010

**Summary:** Rick Wester also expressed concerns about stating the net proceeds are enough to fund development completion of Copernicus.

**Importance:** Staff leadership showing concerns with signing term sheet. Tom Zaccagnino dismisses them saying that it is understood that estimates change.

**Notable:** Also notes that the state guaranty fee would be 1.12M a year as the document is written.



## Document Thirty Nine

### Gallogly Concerns

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**Who:** Maureen Gurghigian, Rosemary Booth Gallogly, Jamia McDonald, Keith Stokes, Mike Saul

**What:** Email

**When:** July 12, 2010

**Summary:** Gallogly has serious concerns after reviewing the term sheet and asks for more information.

**Importance:** Gallogly requests information, including business plan and history of capital provided by principals and others.

**Notable:** Asks for a report from an independent advisor indicating that this \$75 million investment is worthy of our consideration.

# Document Forty

## 38 Studios finances

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**Who:** Rick Wester, Tom Zaccagnino

**What:** Email

**When:** July 7, 2010

**Summary:** Zaccagnino asking how far they can stretch the bridge loan to cover payroll.

**Importance:** 38 Studios was very low on cash while negotiating the terms of the bond. Wester doubted they could get through the September 15 payroll.

**Notable:** “Baltimore will still have about \$900K that we could leverage. So this would get us through the end of August. I don’t think we can get through Sept. 15<sup>th</sup>...”

# Document Forty One

## Michael Corso's payment

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**Who:** Jen MacLean, Alex Aber, Rick Wester, Earl Mellot

**What:** Email

**When:** July 8, 2010

**Summary:** Discussing Corso's payment at the bond closing

**Importance:** Corso's compensation is based on the percentage of proceeds from the debt financing sponsored by the RIEDC.

**Notable:** When Aber comments that "even if 38 Studios can only draw, say, \$10M on October 1, 2010...., Mr. Corso would be entitled to receive all \$3,750,00? MacLean responded "I suspect we'll have to just bite the bullet on it, but it doesn't hurt to ask."



## Document Forty Two

### Gallogly memo to governor

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**Who:** Rosemary Booth Gallogly,  
Michael Saul

**What:** Email

**When:** July 12, 2010

**Summary:** Saul responds to Gallogly's  
requests

**Importance:** Sends PowerPoint  
presentations from Board meeting  
and 38 Studios financials.

**Notable:** “EDC has not as yet drafted  
policies related to the recently  
approved Job Creation Guaranty  
Program.”



## Document Forty Three

### Gallogly memo to governor

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**Who:** Rosemary Booth Gallogly,  
Andrew Hodgkin, Jamia McDonald

**What:** Email

**When:** July 14, 2010

**Summary:** Gallogly outlines her concerns with the 38 Studios moral obligation.

**Importance:** Gallogly tries to inform governor of her concerns.

**Notable:** “EDC has not adopted rules and regulations, or general policies on the criteria upon which decisions would be made.”

“One could question if our share of the financing is appropriate for such a hit driven business venture (\$40 million equity/\$75 million State of RI taxpayers)

# Document Forty Four

## Barclays call

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**Who:** Maureen Gurghigian

**What:** Notes on phone call

**When:** July 14, 2010

**Summary:** Notes on a call with Scott Levy in Barclays Media Group.

**Importance:** Notes that the state credit enhancement is very important to bond.

**Notable:** “Moral Obligations tend to be an enhancement of ... credit with revenue streams. In this case the moral obligation is the whole thing.”

# Document Forty Five

## Raimondo warning

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**Who:** Gina Raimondo, Keith Stokes,  
Robert Stolzman, Mike Saul, Fred  
Hashway

**What:** Email

**When:** July 16, 2010

**Summary:** Raimondo warns against  
moral obligation bond for 38  
Studios.

**Importance:** Raimondo warns that it is a high-risk investment and is unsure if debt is the right instrument. If it were a compelling investment, it would have been well-funded already.

**Notable:** Stolzman to Stokes: “This is a red flag... It may be they simply confirm the level of risk you have already presented to the board, in which event you’ve already educated them on the deal. But if they present new... Risk element, you my wish to revisit some of the terms.”



## Document Forty Six

### Completion bond not an option

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**Who:** Keith Stokes, EDC Board

**What:** Email

**When:** July 22, 2010

**Summary:** Keith Stokes sent out a memo to the board explaining why a completion bond was not an option but project monitoring would offer appropriate safeguards.

**Importance:** Board wanted a completion bond requirement in term sheet, but Stokes discovered that a completion bond is not available because of the time and investment required to develop an MMOG game.

**Notable:** “We have modified the Term Letter reflecting that the deal would not close unless and until we have reached a satisfactory agreement with 38 Studios and a third-party monitoring entity...”



## Document Forty Seven Stokes Reacts to Caprio

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**Who:** Stokes, Stolzman

**What:** Email

**When:** August 31, 2010

**Summary:** When Caprio urged bond rating agencies to withhold their rating on the 38 Studios bond, Keith Stokes responded by stating “RIEDC has a legal, business and moral obligation to move forward...”

**Importance:** Stokes forwarded the statement to the board, but Stolzman disagrees.

**Notable:** “FYI, I don’t think that we have a legal obligation to close, and admitting to such may not be sound from a legal standpoint.”



## Document Forty Eight

### Project monitoring agreement

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**Who:** Rob Stolzman, Jen MacLean,  
Gavian Whishow, Tom Zaccagnino

**What:** Email

**When:** September 14, 2010

**Summary:** Suggesting language in the  
project monitoring statement of  
work.

**Importance:** Stolzman is trying to be  
sure that IBM will share its  
information on 38 Studios with EDC

**Notable:** “may” must be replaced with  
“shall”



## Document Forty Nine Project Monitoring Agreement

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**Who:** Sam Hudson, Christina Alejandre

**What:** email

**When:** September 10, 2010

**Summary:** Comments on project monitoring statement of work.

**Importance:** 38 Studios discussing statement of work.

**Notable:** “..bottom line, you need to get the bond issue in place so I think most of what EDC would want will be fine with you. IBM is actually cutting its nose to spite its face – its liability to EDC is much higher under this arrangement”



## Document Fifty

### Project monitoring

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**Who:** Christina Alejandre, Jacob Wood

**What:** Email

**When:** 9/15/2010

**Summary:** Discussion of language for Project monitoring agreement.

**Importance:** Jacob Wood expresses concerns with EDC wanting “shall” vs. “may.”

**Notable:** “If we change “may” to “shall” we are on the hook to make sure that we don’t start any meeting or deliver any goods or services without them in the room or in the loop.”