AGENDA

I.  Call to Order  John Noland

II.  Approval of Minutes from October 22, 2012 Meeting  John Noland

III.  Resolutions and Consents Approving The Emerge Center Transaction, Including Approval of:

   a.  Restated Operating Agreement, NMTC Indemnity Agreement, Syndication Fee Agreement and Placement Fee Agreement

   b.  QLICI and Loan Documents

   c.  All Agreements, Documents, Certificates and other Instruments to carry out the foregoing Action Item: Approval of Resolutions and Consents Approving The Emerge Center Transaction

IV.  New Business  John Noland

V.  Public Comment  John Noland

VI.  Adjournment  John Noland