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James Jackson Chief Operating Officer Strive 1221 Innovation Drive Suite 121 Whitewater, WI 53190

Re:

Slipstream Application Capital Catalyst Fund

Dear James:

At this time, there appears to be lots of confusion regarding the grant/equity request that Slipstream LLC (Slipstream) made to the Whitewater Community Development Authority (CDA). I wanted to try to put everything in writing so that all parties are working with the same information.

Earlier this year, Jeff Knight and I meet with representatives of Slipstream to talk about the new Capital Catalysts Fund program. At that meeting, Slipstream requested a \$10,000 grant as well as an equity investment from the CDA. At that time, all parties were under the impression that the CDA could offer an equity investment. Subsequent to that time, via work with the Quarles and Brady Law Firm, we have determined that the completion on an equity investment would take some additional time and understanding of allowable State Statutes.

As part of the application process, Slipstream provided the CDA with materials regarding their product and financial history and projections. The CDA has utilized this information to base its decisions on the grant and equity investment.

At their May meeting, the CDA Board met in closed session to discuss your request. Returning to open session, the body approved a grant of \$10,000 and an equity investment of \$100,000. The equity invest was designated as a loan that could be converted into an equity position once the process for this type of investment was defined.

At this time the grant award has been completed and the check has been issued. Therefore, this portion of the process with the exception of the necessary reporting has been completed.

Because of the difficulty in completing an equity investment from our standpoint, the CDA offered a loan that could be converted into an equity position in the short term future. This was done to allow the CDA to provide the funding quickly and to still meet the intent to the Capital Catalyst Fund. At the request of Slipstream the application was changed to become a loan only under the program. You had indicated that Slipstream had a concern in their desire to raise additional investments if the CDA was shown as an equity participant in the company. Both parties also felt that the loan process would help to distribute the funds in a timelier manner.

In developing the appropriate documents for the loan, the CDA determined that it would require both a General Business Security Agreement (GBSA) and personal guarantees from the principals in the company. In general, the CDA must follow certain precautions to protect its investments. Under other programs, this is the standard by which the CDA operates. While, this program is new and your business is both a start-up and is producing an intellectual product, the guarantees have reached us to a point of potential impasse. The GBSA development and requirement appears to be an agreeable term. However, the personal guarantees may prove to be impractical to obtain.

On July 5, 2013 the CDA board again met to discuss the change request from a loan/equity request to being a straight loan request. The Board approved the request in open session. The Board indicated that either the Capital Catalyst fund or the Revolving Loan Fund could be used as the source of funds from the CDA.

At this time, I believe that we have two options on proceeding with the \$100,000 allocation. They are:

Option #1 The CDA would grant a loan to Slipstream for the term of 1 year at 4% interest. The CDA would use a different funding source internally rather than the Capital Catalyst fund. Under the terms of this program, we would need to be able to verify the creation of and maintaining of at least 5 full time positions. The program allows for a loan of \$20,000 per each FTE position created.

Option #2 The CDA would again offer a loan that would be converted into an equity position within Slipstream. In doing so, the need for a personal guarantee is no longer required. We feel that the equity of the company is sufficient to protect our investment. This process may take some additional time as we determine the method by which we can complete an equity investment.

I hope this brief summary places everyone on the same page. Please let me know how you wish to proceed.

Sincerely,

Patrick Cannon Executive Director

CC: Jeff Knight Mitch Simon Choton Basu