From: Bain, Sydni
To: Nicholson, Thomas; Chavis, Madelyn
Cc: Lundeen, TJ; Catalano, John
Subject: FW: [External] FOIA Request 4.7.2025
Date: Monday, April 7, 2025 1:56:00 PM
Attachments: FOIA SEC 4-7-25.pdf
image001.png
image002.png
image003.png
image004.png
image005.png
image006.png
image007.png
image008.png
image009.png

Good afternoon,
We received this FOIA request this afternoon.

Sydni Bain
Voter Education/Outreach Coordinator
South Carolina State Election Commission
#PrepForThePolls | #NoExcuseSC

(803) 734-0169
sbain@elections.sc.gov
www.scvotes.gov
1122 Lady St., Columbia, SC 29201

SOUTH CAROLINA
ELECTION COMMISSION

From: Alaina Moore <alaina@palmettostatewatchfoundation.com>
Sent: Monday, April 7, 2025 1:18 PM
To: Elections, SCEC <elections@elections.sc.gov>
Subject: [External] FOIA Request 4.7.2025

Good afternoon,

My name is Alaina Moore and I am a journalist with Palmetto State Watch Foundation. Attached to this email is a FOIA request that I also sent via the SEC's FOIA portal. Please confirm receipt of this email. If there is any additional information you may need to fulfill this request, feel free to reach out.

Sincerely,

Alaina

From: Alaina Moore
To: Elections, SCEC
Subject: [External] FOIA Request 4.7.2025
Date: Monday, April 7, 2025 1:20:56 PM
Attachments: FOIA SEC 4-7-25.pdf

Good afternoon,

My name is Alaina Moore and I am a journalist with Palmetto State Watch Foundation. Attached to this email is a FOIA request that I also sent via the SEC's FOIA portal. Please confirm receipt of this email. If there is any additional information you may need to fulfill this request, feel free to reach out.

Sincerely,

Alaina

From: McGill, Jenny
To: Ryan Tooley
Subject: RE: [External] RE: State Election Commission - Payment Terms for Budget Request
Date: Friday, January 24, 2025 11:12:00 AM

The interest amount in the first document is not included in the second.

From: Ryan Tooley <RyanTooley@schouse.gov>
Sent: Thursday, January 23, 2025 2:35 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Subject: [External] RE: State Election Commission - Payment Terms for Budget Request

Thanks Jenny!

Does the amount in the first attached include or not include the interest which is listed in the second document?

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, January 23, 2025 1:21 PM
To: Ryan Tooley <RyanTooley@schouse.gov>
Subject: State Election Commission - Payment Terms for Budget Request

Hey Ryan,

When I met with Chairman Bannister and Marc last week, they asked me about the payment terms for the state master lease program. This is related to our top priority budget request. I am attaching the payment terms, so you have this information if you need it. If you have questions, just let me know.

Thanks!

Jenny

Jenny Wooten McGill, Chief of Staff
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 Website: scVOTES.gov

From: Ryan Tooley
To: McGill, Jenny
Subject: [External] RE: State Election Commission - Payment Terms for Budget Request
Date: Thursday, January 23, 2025 2:35:18 PM

Thanks Jenny!

Does the amount in the first attached include or not include the interest which is listed in the second document?

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, January 23, 2025 1:21 PM
To: Ryan Tooley <RyanTooley@schouse.gov>
Subject: State Election Commission - Payment Terms for Budget Request

Hey Ryan,

When I met with Chairman Bannister and Marc last week, they asked me about the payment terms for the state master lease program. This is related to our top priority budget request. I am attaching the payment terms, so you have this information if you need it. If you have questions, just let me know.

Thanks!

Jenny

Jenny Wooten McGill, Chief of Staff
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 Website: scVOTES.gov

From:	McGill, Jenny
To:	RyanTooley@schouse.gov
Subject:	State Election Commission - Payment Terms for Budget Request
Date:	Thursday, January 23, 2025 1:21:00 PM
Attachments:	Schedule of Payments(200313104.1).docx 2025 Schedule of Payments v2-200594418-v2.docx

---

Hey Ryan,

When I met with Chairman Bannister and Marc last week, they asked me about the payment terms for the state master lease program. This is related to our top priority budget request. I am attaching the payment terms, so you have this information if you need it. If you have questions, just let me know.

Thanks!

Jenny

Jenny Wooten McGill, Chief of Staff
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 Website: scVOTES.gov

From:	Williams, LaToria
To:	Hairston, Jennifer
Subject:	RE: 3032753921
Date:	Wednesday, November 6, 2024 3:20:00 PM
Attachments:	image004.png image005.png image006.png

You are very welcome! Thank you!

From: Hairston, Jennifer <jhairston@cg.sc.gov>
Sent: Wednesday, November 6, 2024 3:10 PM
To: Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: 3032753921

Thanks so much.

Jennifer Hairston | Accounts Payable Manager
Phone • 803-734-2540 | Email • jhairston@cg.sc.gov

From: Williams, LaToria <lwilliams@elections.sc.gov>
Sent: Wednesday, November 6, 2024 2:56 PM
To: Hairston, Jennifer <jhairston@cg.sc.gov>
Subject: RE: 3032753921

The voting equipment was financed through the master lease program.

From: Hairston, Jennifer <jhairston@cg.sc.gov>
Sent: Wednesday, November 6, 2024 2:54 PM
To: Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: 3032753921

So you lease the voting machines?

Jennifer Hairston | Accounts Payable Manager
Phone • 803-734-2540 | Email • jhairston@cg.sc.gov

From: Williams, LaToria <lwilliams@elections.sc.gov>
Sent: Wednesday, November 6, 2024 2:53 PM
To: Hairston, Jennifer <jhairston@cg.sc.gov>
Subject: RE: 3032753921

Alright, I spoke with her yesterday, and she provided guidance on how to process the document.

Thank you,

LaToria Williams, CPM

Director of Administration and Finance

SOUTH CAROLINA
ELECTION COMMISSION

1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

every vote matters.
every vote counts.

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From: Hairston, Jennifer <jhairston@cg.sc.gov>
Sent: Wednesday, November 6, 2024 2:49 PM
To: Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: 3032753921

Gotcha. I think we are good if Kathy has approved. .

Jennifer Hairston | Accounts Payable Manager
Phone • 803-734-2540 | Email • jhairston@cg.sc.gov

From: Williams, LaToria <lwilliams@elections.sc.gov>
Sent: Wednesday, November 6, 2024 2:47 PM
To: Hairston, Jennifer <jhairston@cg.sc.gov>
Subject: RE: 3032753921

I believe this may be a sole source, though I'm not entirely certain. I will confirm. According to Kathy Johnson, a PO is not required under the master lease financing arrangements.

Thank you,

LaToria Williams, CPM

Director of Administration and Finance

SOUTH CAROLINA ELECTION COMMISSION

1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

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From: Hairston, Jennifer <jhairston@cg.sc.gov>
Sent: Wednesday, November 6, 2024 2:41 PM
To: Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: 3032753921

Was it approved by MMO? Did you get bids? Was it a sole source? Why isn't it on a PO?

Jennifer Hairston | Accounts Payable Manager
Phone • 803-734-2540 | Email • jhairston@cg.sc.gov

From: Williams, LaToria <lwilliams@elections.sc.gov>
Sent: Wednesday, November 6, 2024 2:40 PM
To: Hairston, Jennifer <jhairston@cg.sc.gov>
Subject: RE: 3032753921

Hey Jennifer,

I'm not entirely sure. To be honest, I wasn't involved in procuring this equipment. I do know they had a contract with ES&S before I started here.

Thank you,

LaToria Williams, CPM

Director of Administration and Finance

SOUTH CAROLINA ELECTION COMMISSION

1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

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From: Hairston, Jennifer <jhairston@cg.sc.gov>
Sent: Wednesday, November 6, 2024 2:30 PM
To: Williams, LaToria <lwilliams@elections.sc.gov>
Subject: 3032753921

Hey-
Can you let me know if you all are exempt from the procurement process for election software? I am guessing you are, but I can't find the exemption.
Thanks,

Jennifer Hairston| Statewide Accounts Payable
South Carolina Comptroller General's Office
1200 Senate Street, 305 Wade Hampton Building
Columbia, SC 29201 | Phone: 803-734-2540
Email: jhairston@cg.sc.gov | Website: www.cg.sc.gov

From:	McGill, Jenny
To:	Nicholson, Thomas; Knapp, Howard
Subject:	For Review - Master Lease Draw Down Request 10.29.24
Date:	Tuesday, October 29, 2024 11:33:09 AM
Attachments:	Form of Disbursement Request_SEC Draw Down 10.29.24.docx State of South Carolina Invoice - #PR579423 - Excludes BB.pdf

---

Thomas,

Please take a look at the attached draw down request for the master lease program. Unless I am wrong, it does not appear that anyone from the SEC has to sign anything. We have to send these attachments to the STO and TD Bank. Once you let me know that you're good, I can send everything over.

Thanks,

Jenny

From:	Nicholson, Thomas
To:	Alan M. Lipsitz
Subject:	RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request
Date:	Monday, September 30, 2024 9:50:00 AM
Attachments:	image002.png image003.png image004.png

O.K.

Can you give me a quick ring at my direct, below?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 30, 2024 9:49 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

I will include it when I distributed all of the fuly-executed documents to the entire working group, ok?

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Monday, September 30, 2024 9:47 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

Assembling now. Were you going to send over a new "Exhibit A" for the equipment description?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 30, 2024 9:36 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

Please let me know when the signed original documents/opinion are ready for pick up (and also scan/email copies of them to me).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Monday, September 30, 2024 8:46 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>

Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

Thank you so much!…see below correction:

A. Howard M. Knapp is the duly elected or appointed and acting official of Lessee (each, an "Official" and collectively, the Officials) in the capacities set forth opposite his/her name, and that the signature set forth opposite each official name as shown on Exhibit A attached hereto, including facsimile signatures, are true and correct as of the date hereof

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 30, 2024 8:42 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request [IMAN-MNDOCUMENTS.FID222193]

I see a signature page you sent on the 17th; I'm talking about in the text of the certificate.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 30, 2024 8:34 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request [IMAN-MNDOCUMENTS.FID222193]

Where? I sent you a revised certificate on 9/17/24 at 2:27PM that should have fixed the issue.

Alan M. Lipsitz
Shareholder | Banking & Credit

P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 30, 2024 8:21 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

Alan –

Fyi the "incumbency certificate" has the wrong name on it.

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Friday, September 27, 2024 2:11 PM
To: alipsitz@maynardnexsen.com
Subject: FW: [External] RE: State Election Commission - Master Lease Program Financing Request
Importance: High

Alan –

See the attached. Here's why the number in the docs is $28,846,199.00. So, should be good.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, August 28, 2024 11:24 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Jackie,

Attached is the revised form with the updated legal costs.

Thank you!

Jenny

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Tuesday, August 27, 2024 4:16 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Perfect!

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Tuesday, August 27, 2024 4:11 PM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Jackie,

I apologize, I did not see that you needed us to revise the request form until today. I will take care of that and get it to you no later than tomorrow morning.

Thank you,

Jenny

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Tuesday, August 27, 2024 12:29 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] RE: State Election Commission - Master Lease Program Financing Request

Hi Jenny,

I'm just following up to see if you had any additional questions at this time.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201

803-734-1391 | jackie.hipes@sto.sc.gov

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Friday, August 23, 2024 3:51 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Hi Jenny,

I have just confirmed with Alan Lipsitz that the request form will need to be revised to include fees of $15,000 to be financed if you still wish to include the fees in the financing.

When I send out the RFP for financing, I will ask the bidders to provide 2 rates—one if no prepayment within the first 2 years and the other if the lease can be prepaid at par at any time and edit the bid form to reflect that.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Friday, August 23, 2024 12:14 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

That's not a problem. Do we need to update the request form at this time?

Thanks,

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, August 23, 2024 12:11 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: [External] RE: State Election Commission - Master Lease Program Financing Request

Thanks Jenny---we will review at a high level, but did notice in the Master Lease Program Financing Request that you included $7,500 for legal and other transactions cost. Our fees for a transaction of this size is not less than $12,500 (and possibly could be more depending on the ultimate structure and other factors).

Many thanks and look forward to working with you!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Friday, August 23, 2024 11:30 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>; Alan M. Lipsitz <alipsitz@maynardnexsen.com>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: State Election Commission - Master Lease Program Financing Request

Good morning, Jackie,

I am attaching the State Election Commission's Master Lease Program Financing Request along with the following attachments:

1. Analysis of Funding Alternatives memo from Senate Finance staff dated June 11, 2024
2. Vendor price proposal
3. Vendor change order
4. Equipment specification sheet for the DS 300 Scanners

It is our intention to pay the entire loan off before the 3-year term. We would like to include an option to pre-pay before the standard 2-year prepayment that is typically negotiated.

Upon your review, please let me know if you need anything else from us and what the next steps are. We look forward to working with you on this.

Thank you,

Jenny

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

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copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Alan M. Lipsitz
To:	Nicholson, Thomas
Subject:	RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request
Date:	Monday, September 30, 2024 9:49:19 AM
Attachments:	image002.png image003.png image004.png

I will include it when I distributed all of the fuly-executed documents to the entire working group, ok?

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 30, 2024 9:47 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

Assembling now. Were you going to send over a new “Exhibit A” for the equipment description?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 30, 2024 9:36 AM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

Please let me know when the signed original documents/opinion are ready for pick up (and also scan/email copies of them to me).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

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Sent: Monday, September 30, 2024 8:46 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

Thank you so much!…see below correction:

A. Howard M. Knapp is the duly elected or appointed and acting official of Lessee (each, an "Official" and collectively, the Officials) in the capacities set forth opposite his/her name, and that the signature set forth opposite each official name as shown on Exhibit A attached hereto, including facsimile signatures, are true and correct as of the date hereof

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Cc:	Chavis, Madelyn
Subject:	RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request
Date:	Monday, September 30, 2024 9:47:13 AM
Attachments:	image002.png image003.png image004.png

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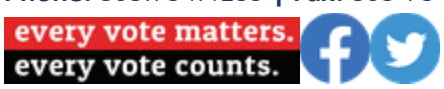

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General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Friday, September 27, 2024 2:11 PM
To: alipsitz@maynardnexsen.com
Subject: FW: [External] RE: State Election Commission - Master Lease Program Financing Request
Importance: High

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See the attached. Here’s why the number in the docs is $28,846,199.00. So, should be good.

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Sent: Wednesday, August 28, 2024 11:24 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
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Jackie,

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Thank you!

Jenny

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Director of Government Affairs & Policy

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Jackie D. Hipes | Director Debt Management Division
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Many thanks and look forward to working with you!

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From:	Alan M. Lipsitz
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn
Subject:	RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request
Date:	Monday, September 30, 2024 9:36:13 AM
Attachments:	image002.png image003.png image004.png

Please let me know when the signed original documents/opinion are ready for pick up (and also scan/email copies of them to me).

Alan M. Lipsitz
Shareholder | Banking & Credit
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MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Monday, September 30, 2024 8:46 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

Thank you so much!...see below correction:

A. Howard M. Knapp is the duly elected or appointed and acting official of Lessee (each, an "Official" and collectively, the Officials) in the capacities set forth opposite his/her name, and that the signature set forth opposite each official name as shown on Exhibit A attached hereto, including facsimile signatures, are true and correct as of the date hereof

Alan M. Lipsitz
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ALipsitz@maynardnexsen.com

1230 Main Street
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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request [IMAN-MNDOCUMENTS.FID222193]

I see a signature page you sent on the 17th; I'm talking about in the text of the certificate.

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Sent: Monday, September 30, 2024 8:34 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request [IMAN-MNDOCUMENTS.FID222193]

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Date:	Monday, September 30, 2024 8:45:57 AM
Attachments:	image002.png image003.png image004.png

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To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

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Sent: Friday, August 23, 2024 12:11 PM
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1230 Main Street
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Columbia, South Carolina 29201

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To:	Nicholson, Thomas
Cc:	Chavis, Madelyn
Subject:	RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request
Date:	Monday, September 30, 2024 8:45:56 AM
Attachments:	image002.png image003.png image004.png

Thank you so much!…see below correction:

A. Howard M. Knapp is the duly elected or appointed and acting official of Lessee (each, an "Official" and collectively, the Officials) in the capacities set forth opposite his/her name, and that the signature set forth opposite each official name as shown on Exhibit A attached hereto, including facsimile signatures, are true and correct as of the date hereof

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To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request [IMAN-MNDOCUMENTS.FID222193]

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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
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From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Friday, September 27, 2024 2:11 PM
To: alipsitz@maynardnexsen.com
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Attachments:	image002.png image003.png image004.png

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Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Perfect!

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

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From:	Alan M. Lipsitz
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn
Subject:	[External] RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 30, 2024 8:34:43 AM
Attachments:	image002.png image003.png image004.png

Where? I sent you a revised certificate on 9/17/24 at 2:27PM that should have fixed the issue.

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MAYNARDNEXSEN

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To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request

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Sent: Friday, September 27, 2024 2:11 PM
To: alipsitz@maynardnexsen.com
Subject: FW: [External] RE: State Election Commission - Master Lease Program Financing Request
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Subject: RE: Incumbency Cert - State Election Commission - Master Lease Program Financing Request
Date: Monday, September 30, 2024 8:21:33 AM
Attachments: image004.png
image005.png
image006.png

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Sent: Tuesday, August 27, 2024 12:29 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] RE: State Election Commission - Master Lease Program Financing Request

Hi Jenny,

I'm just following up to see if you had any additional questions at this time.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Friday, August 23, 2024 3:51 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Hi Jenny,

I have just confirmed with Alan Lipsitz that the request form will need to be revised to include fees of $15,000 to be financed if you still wish to include the fees in the financing.

When I send out the RFP for financing, I will ask the bidders to provide 2 rates—one if no prepayment within the first 2 years and the other if the lease can be prepaid at par at any time and edit the bid form to reflect that.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Friday, August 23, 2024 12:14 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

That's not a problem. Do we need to update the request form at this time?

Thanks,

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, August 23, 2024 12:11 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: [External] RE: State Election Commission - Master Lease Program Financing Request

Thanks Jenny---we will review at a high level, but did notice in the Master Lease Program Financing Request that you included $7,500 for legal and other transactions cost. Our fees for a transaction of this size is not less than $12,500 (and possibly could be more depending on the ultimate structure and other factors).

Many thanks and look forward to working with you!

Alan M. Lipsitz
Shareholder | Banking & Credit

P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Friday, August 23, 2024 11:30 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>; Alan M. Lipsitz <alipsitz@maynardnexsen.com>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: State Election Commission - Master Lease Program Financing Request

Good morning, Jackie,

I am attaching the State Election Commission's Master Lease Program Financing Request along with the following attachments:

1. Analysis of Funding Alternatives memo from Senate Finance staff dated June 11, 2024
2. Vendor price proposal
3. Vendor change order
4. Equipment specification sheet for the DS 300 Scanners

It is our intention to pay the entire loan off before the 3-year term. We would like to include an option to pre-pay before the standard 2-year prepayment that is typically negotiated.

Upon your review, please let me know if you need anything else from us and what the next steps are. We look forward to working with you on this.

Thank you,

Jenny

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

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From: Nicholson, Thomas
To: McGill, Jenny; Knapp, Howard
Cc: Chavis, Madelyn
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date: Friday, September 27, 2024 2:34:09 PM
Attachments: image002.png

Fyi I talked to Alan this afternoon to confirm a few things & point out that the Exhibit A to the "Equipment Lease / Purchase Agreement", which is ES&S' final proposal document, was missing the second page that states ES&S' grand total.

I told him we'll have original signature pages ready for him Monday morning.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:44 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

We really need originals, but we might be able to close if he actual signs the documents (not docusign or other electronically generated signature) and those pages are scanned/emailed to me. TD advised me that it is ok if we receive the original signature pages on Monday morning, but it likely will not be able to fund until Monday afternoon. Stay safe!!!!

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Friday, September 27, 2024 8:40 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan is it okay if Howie uses an electronic signature?

Get Outlook for iOS

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:31 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-

MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission

1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 | **Fax:** 803-734-9366 | **Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the

Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201

P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>;

ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From: Nicholson, Thomas
To: McGill, Jenny; Knapp, Howard
Cc: Chavis, Madelyn
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date: Friday, September 27, 2024 2:34:09 PM
Attachments: image002.png

Fyi I talked to Alan this afternoon to confirm a few things & point out that the Exhibit A to the "Equipment Lease / Purchase Agreement", which is ES&S' final proposal document, was missing the second page that states ES&S' grand total.

I told him we'll have original signature pages ready for him Monday morning.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:44 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

We really need originals, but we might be able to close if he actual signs the documents (not docusign or other electronically generated signature) and those pages are scanned/emailed to me. TD advised me that it is ok if we receive the original signature pages on Monday morning, but it likely will not be able to fund until Monday afternoon. Stay safe!!!!

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Friday, September 27, 2024 8:40 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan is it okay if Howie uses an electronic signature?

Get Outlook for iOS

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:31 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-

MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission

1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 | **Fax:** 803-734-9366 | **Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the

Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201

P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>;

ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From: Nicholson, Thomas
To: McGill, Jenny; Knapp, Howard
Cc: Chavis, Madelyn
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date: Friday, September 27, 2024 2:34:00 PM
Attachments: image002.png

Fyi I talked to Alan this afternoon to confirm a few things & point out that the Exhibit A to the "Equipment Lease / Purchase Agreement", which is ES&S' final proposal document, was missing the second page that states ES&S' grand total.

I told him we'll have original signature pages ready for him Monday morning.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:44 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

We really need originals, but we might be able to close if he actual signs the documents (not docusign or other electronically generated signature) and those pages are scanned/emailed to me. TD advised me that it is ok if we receive the original signature pages on Monday morning, but it likely will not be able to fund until Monday afternoon. Stay safe!!!!

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Friday, September 27, 2024 8:40 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan is it okay if Howie uses an electronic signature?

Get Outlook for iOS

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:31 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-

MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission

1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 | **Fax:** 803-734-9366 | **Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the

Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201

P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>;

ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Nicholson, Thomas
To:	alipsitz@maynardnexsen.com
Subject:	FW: [External] RE: State Election Commission - Master Lease Program Financing Request
Date:	Friday, September 27, 2024 2:10:00 PM
Attachments:	20240828112718600.pdf image004.png image005.png image006.png
Importance:	High

Alan –

See the attached. Here's why the number in the docs is $28,846,199.00. So, should be good.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, August 28, 2024 11:24 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Jackie,

Attached is the revised form with the updated legal costs.

Thank you!

Jenny

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201

P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Tuesday, August 27, 2024 4:16 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Perfect!

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Tuesday, August 27, 2024 4:11 PM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Jackie,

I apologize, I did not see that you needed us to revise the request form until today. I will take care of that and get it to you no later than tomorrow morning.

Thank you,

Jenny

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Tuesday, August 27, 2024 12:29 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: ALipsitz@maynardnexsen.com; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp,

Howard <hknapp@elections.sc.gov>
Subject: FW: [External] RE: State Election Commission - Master Lease Program Financing Request

Hi Jenny,

I'm just following up to see if you had any additional questions at this time.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Friday, August 23, 2024 3:51 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

Hi Jenny,

I have just confirmed with Alan Lipsitz that the request form will need to be revised to include fees of $15,000 to be financed if you still wish to include the fees in the financing.

When I send out the RFP for financing, I will ask the bidders to provide 2 rates—one if no prepayment within the first 2 years and the other if the lease can be prepaid at par at any time and edit the bid form to reflect that.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Friday, August 23, 2024 12:14 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: State Election Commission - Master Lease Program Financing Request

That's not a problem. Do we need to update the request form at this time?

Thanks,

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, August 23, 2024 12:11 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: [External] RE: State Election Commission - Master Lease Program Financing Request

Thanks Jenny---we will review at a high level, but did notice in the Master Lease Program Financing Request that you included $7,500 for legal and other transactions cost. Our fees for a transaction of this size is not less than $12,500 (and possibly could be more depending on the ultimate structure and other factors).

Many thanks and look forward to working with you!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Friday, August 23, 2024 11:30 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>; Alan M. Lipsitz <alipsitz@maynardnexsen.com>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: State Election Commission - Master Lease Program Financing Request

Good morning, Jackie,

I am attaching the State Election Commission's Master Lease Program Financing Request along with the following attachments:

1. Analysis of Funding Alternatives memo from Senate Finance staff dated June 11, 2024
2. Vendor price proposal

3. Vendor change order
4. Equipment specification sheet for the DS 300 Scanners

It is our intention to pay the entire loan off before the 3-year term. We would like to include an option to pre-pay before the standard 2-year prepayment that is typically negotiated.

Upon your review, please let me know if you need anything else from us and what the next steps are. We look forward to working with you on this.

Thank you,

Jenny

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

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From: Nicholson, Thomas
To: alipsitz@maynardnexsen.com
Cc: Chavis, Madelyn
Subject: FW: State Election Commission - Master Lease Program Financing Request
Date: Friday, September 27, 2024 1:40:56 PM
Attachments: image001.png
image002.png
image003.png
SEC Signed Master Lease Program Financing Request.pdf
Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf
ES&S Proposal_Final.pdf
SEC Signed ES&S Signed Changed Order #7.pdf
DS300_One-Sheet.pdf
image004.png
image005.png
image006.png

See below & attached.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Friday, August 23, 2024 11:30 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>; alipsitz@maynardnexsen.com
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: State Election Commission - Master Lease Program Financing Request

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Upon your review, please let me know if you need anything else from us and what the next steps are. We look forward to working with you on this.

Thank you,

Jenny

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas
To: alipsitz@maynardnexsen.com
Cc: Chavis, Madelyn
Subject: FW: State Election Commission - Master Lease Program Financing Request
Date: Friday, September 27, 2024 1:38:00 PM
Attachments: image001.png
image002.png
image003.png
SEC Signed Master Lease Program Financing Request.pdf
Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf
ES&S Proposal_Final.pdf
SEC Signed ES&S Signed Changed Order #7.pdf
DS300_One-Sheet.pdf
image004.png
image005.png
image006.png

See below & attached.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Friday, August 23, 2024 11:30 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>; alipsitz@maynardnexsen.com
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: State Election Commission - Master Lease Program Financing Request

Good morning, Jackie,

I am attaching the State Election Commission's Master Lease Program Financing Request along with the following attachments:

1. Analysis of Funding Alternatives memo from Senate Finance staff dated June 11, 2024
2. Vendor price proposal
3. Vendor change order
4. Equipment specification sheet for the DS 300 Scanners

It is our intention to pay the entire loan off before the 3-year term. We would like to include an option to pre-pay before the standard 2-year prepayment that is typically negotiated.

Upon your review, please let me know if you need anything else from us and what the next steps are. We look forward to working with you on this.

Thank you,

Jenny

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From:	Nicholson, Thomas
To:	Knapp, Howard; McGill, Jenny
Cc:	Chavis, Madelyn
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 9:31:17 AM
Attachments:	image002.png

Ok thanks

Get Outlook for iOS

From: Knapp, Howard <hknapp@elections.sc.gov>
Sent: Friday, September 27, 2024 9:14:25 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

The signed pages are on your chair.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>

Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp,

Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250

Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>

Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201

803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for

financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	Nicholson, Thomas; McGill, Jenny
Cc:	Chavis, Madelyn
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 9:14:31 AM
Attachments:	image002.png

The signed pages are on your chair.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30,

TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	Nicholson, Thomas; McGill, Jenny
Cc:	Chavis, Madelyn
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 9:14:31 AM
Attachments:	image002.png

The signed pages are on your chair.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30,

TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	Nicholson, Thomas; McGill, Jenny
Cc:	Chavis, Madelyn
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 9:14:31 AM
Attachments:	image002.png

The signed pages are on your chair.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30,

TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	Nicholson, Thomas; McGill, Jenny
Cc:	Chavis, Madelyn
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 9:14:31 AM
Attachments:	image002.png

The signed pages are on your chair.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30,

TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Knapp, Howard
To:	Nicholson, Thomas; McGill, Jenny
Cc:	Chavis, Madelyn
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 9:14:31 AM
Attachments:	image002.png

The signed pages are on your chair.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30,

TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Knapp, Howard
To:	Nicholson, Thomas; McGill, Jenny
Cc:	Chavis, Madelyn
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 9:14:00 AM
Attachments:	image002.png

The signed pages are on your chair.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30,

TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
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Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Nicholson, Thomas
To:	Alan M. Lipsitz; McGill, Jenny
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 8:39:50 AM
Attachments:	image002.png

Alan is it okay if Howie uses an electronic signature?

Get Outlook for iOS

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:31 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be

deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas

<tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please

advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 | **Fax:** 803-734-9366 | **Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the

equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria

<lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com

Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Nicholson, Thomas
To:	Alan M. Lipsitz; McGill, Jenny
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 8:39:49 AM
Attachments:	image002.png

Alan is it okay if Howie uses an electronic signature?

Get Outlook for iOS

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:31 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be

deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas

<tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please

advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 | **Fax:** 803-734-9366 | **Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the

equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria

<lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST

ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com

Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Nicholson, Thomas
To:	Alan M. Lipsitz; McGill, Jenny
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 8:39:44 AM
Attachments:	image002.png

Alan is it okay if Howie uses an electronic signature?

Get Outlook for iOS

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 27, 2024 8:31 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be

deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas

<tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please

advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 | **Fax:** 803-734-9366 | **Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the

equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria

<lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com

Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 8:31:48 AM
Attachments:	image002.png Howard Knapp"s Signature Pages.PDF Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc

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Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but

please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393

Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 8:31:47 AM
Attachments:	image002.png Howard Knapp"s Signature Pages.PDF Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc

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Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but

please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393

Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Friday, September 27, 2024 8:31:37 AM
Attachments:	image002.png Howard Knapp"s Signature Pages.PDF Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc

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Please let me know when the documents and opinion will be signed and ready for pick up…I am assuming that will not occur today due to the weather but we really need them as soon as possible (I am checking with TD to make sure it is ok receiving them first thing Monday morning).

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Monday, September 23, 2024 12:04 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but

please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393

Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Nicholson, Thomas
To:	McGill, Jenny
Cc:	Chavis, Madelyn; Knapp, Howard
Subject:	RE: With Howie"s Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 7:03:04 PM
Attachments:	image002.png

I'll do it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:54 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: With Howie's Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Thomas,

I am attaching Howie's signature pages with his electronic signature per his instruction. As an FYI, there are 28 signature pages.

You will still need to sign the PDF that has your signature pages and the general counsel opinion (attached but unsigned). Let me know if you need me to do anything else.

Will you be able to send all 3 signed documents to Alan tomorrow, or would you like to send them to me, and I will send them? Either way is fine with me.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>

Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700

Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the

equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Nicholson, Thomas
To:	McGill, Jenny
Cc:	Chavis, Madelyn; Knapp, Howard
Subject:	RE: With Howie"s Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 7:03:04 PM
Attachments:	image002.png

I'll do it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

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Subject: With Howie's Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Thomas,

I am attaching Howie's signature pages with his electronic signature per his instruction. As an FYI, there are 28 signature pages.

You will still need to sign the PDF that has your signature pages and the general counsel opinion (attached but unsigned). Let me know if you need me to do anything else.

Will you be able to send all 3 signed documents to Alan tomorrow, or would you like to send them to me, and I will send them? Either way is fine with me.

Thanks!

Jenny

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Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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Sent: Tuesday, September 17, 2024 10:59 AM
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Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
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Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
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Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700

Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the

equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
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Fax: 803.734.9366

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Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
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Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Nicholson, Thomas
To:	McGill, Jenny
Cc:	Chavis, Madelyn; Knapp, Howard
Subject:	RE: With Howie"s Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 7:02:00 PM
Attachments:	image002.png

I'll do it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:54 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: With Howie's Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Thomas,

I am attaching Howie's signature pages with his electronic signature per his instruction. As an FYI, there are 28 signature pages.

You will still need to sign the PDF that has your signature pages and the general counsel opinion (attached but unsigned). Let me know if you need me to do anything else.

Will you be able to send all 3 signed documents to Alan tomorrow, or would you like to send them to me, and I will send them? Either way is fine with me.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>

Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
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Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

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Suite 700

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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the

equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	McGill, Jenny
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn; Knapp, Howard
Subject:	With Howie"s Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:56:04 PM
Attachments:	image002.png Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc HMK Signed Howard Knapp"s Signature Pages.pdf

Thomas,

I am attaching Howie's signature pages with his electronic signature per his instruction. As an FYI, there are 28 signature pages.

You will still need to sign the PDF that has your signature pages and the general counsel opinion (attached but unsigned). Let me know if you need me to do anything else.

Will you be able to send all 3 signed documents to Alan tomorrow, or would you like to send them to me, and I will send them? Either way is fine with me.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager

Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the

Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to

flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer

1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	McGill, Jenny
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn; Knapp, Howard
Subject:	With Howie"s Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:56:04 PM
Attachments:	image002.png Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc HMK Signed Howard Knapp"s Signature Pages.pdf

Thomas,

I am attaching Howie's signature pages with his electronic signature per his instruction. As an FYI, there are 28 signature pages.

You will still need to sign the PDF that has your signature pages and the general counsel opinion (attached but unsigned). Let me know if you need me to do anything else.

Will you be able to send all 3 signed documents to Alan tomorrow, or would you like to send them to me, and I will send them? Either way is fine with me.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager

Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the

Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to

flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
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From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer

1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

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Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

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Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	McGill, Jenny
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn; Knapp, Howard
Subject:	With Howie"s Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:53:00 PM
Attachments:	image002.png Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc HMK Signed Howard Knapp"s Signature Pages.pdf

Thomas,

I am attaching Howie's signature pages with his electronic signature per his instruction. As an FYI, there are 28 signature pages.

You will still need to sign the PDF that has your signature pages and the general counsel opinion (attached but unsigned). Let me know if you need me to do anything else.

Will you be able to send all 3 signed documents to Alan tomorrow, or would you like to send them to me, and I will send them? Either way is fine with me.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
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Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager

Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the

Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to

flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer

1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	McGill, Jenny
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn; Knapp, Howard
Subject:	With Howie"s Signature FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:53:00 PM
Attachments:	image002.png Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc HMK Signed Howard Knapp"s Signature Pages.pdf

Thomas,

I am attaching Howie's signature pages with his electronic signature per his instruction. As an FYI, there are 28 signature pages.

You will still need to sign the PDF that has your signature pages and the general counsel opinion (attached but unsigned). Let me know if you need me to do anything else.

Will you be able to send all 3 signed documents to Alan tomorrow, or would you like to send them to me, and I will send them? Either way is fine with me.

Thanks!

Jenny

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Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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Sent: Tuesday, September 17, 2024 10:59 AM
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Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
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Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

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To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

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Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager

Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the

Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to

flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer

1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is

intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Chavis, Madelyn
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:24:56 PM
Attachments:	image002.png

I think I am coming in, but either way, yes, use my electronic signature

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

This message originates from the South Carolina State Election Commission. If you have received this message in error, we would appreciate it if you would immediately notify the South Carolina State Election Commission by sending a reply e-mail to the sender of this message. Thank you.

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:21:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Howie if you not coming in, can we use your electronic signature?

Get Outlook for iOS

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02:26 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through

her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM

To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Chavis, Madelyn
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:24:56 PM
Attachments:	image002.png

I think I am coming in, but either way, yes, use my electronic signature

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

This message originates from the South Carolina State Election Commission. If you have received this message in error, we would appreciate it if you would immediately notify the South Carolina State Election Commission by sending a reply e-mail to the sender of this message. Thank you.

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:21:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Howie if you not coming in, can we use your electronic signature?

Get Outlook for iOS

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02:26 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through

her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM

To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Chavis, Madelyn
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:24:56 PM
Attachments:	image002.png

I think I am coming in, but either way, yes, use my electronic signature

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

This message originates from the South Carolina State Election Commission. If you have received this message in error, we would appreciate it if you would immediately notify the South Carolina State Election Commission by sending a reply e-mail to the sender of this message. Thank you.

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:21:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Howie if you not coming in, can we use your electronic signature?

Get Outlook for iOS

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02:26 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through

her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM

To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Chavis, Madelyn
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:24:56 PM
Attachments:	image002.png

I think I am coming in, but either way, yes, use my electronic signature

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

This message originates from the South Carolina State Election Commission. If you have received this message in error, we would appreciate it if you would immediately notify the South Carolina State Election Commission by sending a reply e-mail to the sender of this message. Thank you.

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:21:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Howie if you not coming in, can we use your electronic signature?

Get Outlook for iOS

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02:26 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through

her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM

To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Knapp, Howard
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Chavis, Madelyn
Subject:	Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Thursday, September 26, 2024 6:24:51 PM
Attachments:	image002.png

I think I am coming in, but either way, yes, use my electronic signature

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

This message originates from the South Carolina State Election Commission. If you have received this message in error, we would appreciate it if you would immediately notify the South Carolina State Election Commission by sending a reply e-mail to the sender of this message. Thank you.

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:21:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: Re: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Howie if you not coming in, can we use your electronic signature?

Get Outlook for iOS

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, September 26, 2024 6:02:26 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through

her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM

To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM

To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From: Nicholson, Thomas
To: McGill, Jenny; Knapp, Howard
Cc: Chavis, Madelyn
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date: Thursday, September 26, 2024 6:03:33 PM
Attachments: image002.png
Form of Disbursement Request(200335610.1).docx

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart

Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>

Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
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Columbia, South Carolina 29201

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Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time,

rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From: Nicholson, Thomas
To: McGill, Jenny; Knapp, Howard
Cc: Chavis, Madelyn
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date: Thursday, September 26, 2024 6:03:33 PM
Attachments: image002.png
Form of Disbursement Request(200335610.1).docx

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart

Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>

Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time,

rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From: Nicholson, Thomas
To: McGill, Jenny; Knapp, Howard
Cc: Chavis, Madelyn
Subject: FW: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date: Thursday, September 26, 2024 6:02:00 PM
Attachments: image002.png
Form of Disbursement Request(200335610.1).docx

Remember we've got to get this done. Howie are you coming in at all tomorrow? I'll be coming in for a while.

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart

Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>

Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time,

rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From: Lundeen, TJ
To: Naomi Popa
Subject: RE: [External] Follow-up Q"s
Date: Tuesday, September 24, 2024 3:08:00 PM
Attachments: image001.png
image002.png
image004.png
image005.png
image006.png
image007.png
image008.png
image009.png
image010.png
image011.png
image012.png

Naomi,
We are acquiring the funds through the State Treasurer's Office Master Lease Program. The total cost of the upgrade is approximately $28.8 million.

Scanners: 3,240
BMDs: 1,063
Epollbook/check in devices: 453

TJ Lundeen
Director of Public Information and Outreach
South Carolina State Election Commission
#PrepForThePolls | #NoExcuseSC

803-734-9060
tlundeen@elections.sc.gov
www.scvotes.gov
1122 Lady St., Columbia, SC 29201

SOUTH CAROLINA
ELECTION COMMISSION

From: Naomi Popa <Naomi.Popa@wistv.com>
Sent: Tuesday, September 24, 2024 2:48 PM
To: Lundeen, TJ <tlundeen@elections.sc.gov>
Subject: [External] Follow-up Q's

Hello,

It was a pleasure meeting you today, thank you for the time you took out of your day to meet with me!
I have just a few follow up questions, if you don't know the answers that's perfectly fine.

1: You said the cost is estimated at $30 million dollars but where is that money coming from directly?
2: How many scanners were bought? and how many does each polling location get or does it depend on county size?

Naomi Popa
Lexington County Reporter/MMJ
DESK: 803-758-1253
CELL: 803-608-0262

WIS 10 | gray

SEPTEMBER
IS
CHILDHOOD CANCER
AWARENESS MONTH
gray

From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 12:04:19 PM
Attachments:	image002.png

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-

MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz

Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)

Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp,

Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 12:04:19 PM
Attachments:	image002.png

Friday is fine.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-

MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz

Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)

Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp,

Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is

From:	McGill, Jenny
To:	Alan M. Lipsitz; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 12:01:57 PM
Attachments:	image002.png

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I

distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz

<ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through

her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	McGill, Jenny
To:	Alan M. Lipsitz; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 12:01:57 PM
Attachments:	image002.png

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I

distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz

<ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through

her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	McGill, Jenny
To:	Alan M. Lipsitz; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 12:01:00 PM
Attachments:	image002.png

Alan,

Howie is at a conference until Thursday of this week. Will it be okay if we get you his signature pages by Friday? Or is that too late? We can figure something out if we need to get you the signatures sooner.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 23, 2024 10:40 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I

distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz

<ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through

her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 10:42:07 AM
Attachments:	image002.png Form of Disbursement Request(200335610.1).docx

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201

3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't

understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF

has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,

TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
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Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 10:42:01 AM
Attachments:	image002.png Form of Disbursement Request(200335610.1).docx

Good morning Jenny,

I am waiting on signature pages from you. Once we receive your signature pages and Thomas's opinion (and the signature pages of TD and the STO), we will distributed fully-executed copies of the documents to the entire working group and ask all parties to sign off (hoping to do that on Wednesday or Thursday of this week). Closing is essentially a non-event…on the morning of 9/30, TD will wire the entire amount of the Lease to the STO to be deposited in the acquisition fund… once the STO confirms receipt of those funds, we will send an email to the working group announcing that we are closed. You do not need to send anyone to a closing meeting.

After closing and as and when you need money to pay for equipment, the Commission will need to submit a disbursement request to the STO (in the form attached) executed by the Commission and TD.

Happy to hop on a call to walk through the documents and any questions you may have.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Monday, September 23, 2024 10:25 AM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201

3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't

understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF

has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>

Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

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To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,

TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	McGill, Jenny
To:	Alan M. Lipsitz; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 10:25:23 AM
Attachments:	image002.png

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259

ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis,

Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250

Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
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Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
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From:	McGill, Jenny
To:	Alan M. Lipsitz; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 10:25:23 AM
Attachments:	image002.png

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259

ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis,

Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250

Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
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Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

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Sent: Thursday, August 29, 2024 9:41 AM
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Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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and any attachments to it. Thank you.

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From:	McGill, Jenny
To:	Alan M. Lipsitz; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 10:25:23 AM
Attachments:	image002.png

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259

ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
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Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
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Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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To: Stewart, Sara <sstewart@irf.sc.gov>
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

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P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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and any attachments to it. Thank you.

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From:	McGill, Jenny
To:	Alan M. Lipsitz; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	RE: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 23, 2024 10:25:00 AM
Attachments:	image002.png

Good morning, Alan,

Catching up from last week. Are you still waiting on the signature pages from us?

Is there anything else you need from us? And how does closing work? Do we send people in person for a closing meeting? Any info you can send about the closing would be helpful so that I can get it on our calendars.

Thanks!

Jenny

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 2:27 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: [External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259

ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis,

Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250

Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

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Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

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We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
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803-734-1391 | jackie.hipes@sto.sc.gov

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To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Harrell, Elizabeth
To:	Chavis, Madelyn; Nicholson, Thomas
Subject:	FW: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]
Date:	Wednesday, September 18, 2024 3:44:16 PM
Attachments:	Equipment Lease Purchase Agreement-200313095-v1.docx Litera Compare Redline - TD Bank - Equipment Lease Purchase Agreement-6425650-v2 and Equipment Lease Purchase Agreement-200313095-v1.pdf Acquisition Fund Agreement(63415836.3)(200313098.1).docx Schedule of Payments(200313104.1).docx Master Lease Closing Certificates(63376997.4)(200313100.1).docx Arbitrage Certificate(63377000.3)(200313105.1).doc Form 8038-G - Information Return for Tax-Exempt Governmental Bonds(63378284.1)(200313106.1).pdf General Counsel Opinion(200313112.1).doc Disbursement Request No.1(63419345.2)(200313099.1).docx External RE Master Lease--signature pages IMAN-MNDOCUMENTS.FID222193.msg External Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg External RE Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 17, 2024 1:03 PM
To: Harrell, Elizabeth <EHarrell@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

Just keeping you in the loop on this; I noticed not everybody's consistently on all these emails. Just in case Howie's looking for something etc

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 13, 2024 8:40 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>; Laquitara, Loriann <Loriann.Laquitara@td.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

Good morning All,

Attached please find initial drafts of the lease documents (and for the TD Team, a redline of the Equipment Lease/Purchase Agreement comparing to TD's form).

Please contact me at your convenience with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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Date:	Wednesday, September 18, 2024 3:44:16 PM
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From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 17, 2024 1:03 PM
To: Harrell, Elizabeth <EHarrell@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

Just keeping you in the loop on this; I noticed not everybody's consistently on all these emails. Just in case Howie's looking for something etc

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 13, 2024 8:40 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>; Laquitara, Loriann <Loriann.Laquitara@td.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

Good morning All,

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Please contact me at your convenience with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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From:	Harrell, Elizabeth
To:	Chavis, Madelyn; Nicholson, Thomas
Subject:	FW: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]
Date:	Wednesday, September 18, 2024 3:40:00 PM
Attachments:	Equipment Lease Purchase Agreement-200313095-v1.docx Litera Compare Redline - TD Bank - Equipment Lease Purchase Agreement-6425650-v2 and Equipment Lease Purchase Agreement-200313095-v1.pdf Acquisition Fund Agreement(63415836.3)(200313098.1).docx Schedule of Payments(200313104.1).docx Master Lease Closing Certificates(63376997.4)(200313100.1).docx Arbitrage Certificate(63377000.3)(200313105.1).doc Form 8038-G - Information Return for Tax-Exempt Governmental Bonds(63378284.1)(200313106.1).pdf General Counsel Opinion(200313112.1).doc Disbursement Request No.1(63419345.2)(200313099.1).docx External RE Master Lease--signature pages IMAN-MNDOCUMENTS.FID222193.msg External Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg External RE Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg

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From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 17, 2024 1:03 PM
To: Harrell, Elizabeth <EHarrell@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: FW: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

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Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 13, 2024 8:40 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>; Laquitara, Loriann <Loriann.Laquitara@td.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

Good morning All,

Attached please find initial drafts of the lease documents (and for the TD Team, a redline of the Equipment Lease/Purchase Agreement comparing to TD's form).

Please contact me at your convenience with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	[External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 2:30:47 PM
Attachments:	image002.png Howard Knapp"s Signature Pages.PDF Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	[External] Master Lease--CORRECTED signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 2:30:38 PM
Attachments:	image002.png Howard Knapp"s Signature Pages.PDF Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.2).doc

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute (but please do not insert any dates), scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
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Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
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Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

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Subject: RE: [External] RE: Master Lease Request for Proposal

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We look forward to working with you.

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Importance: High

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Best,
Maggie

Maggie Morris I Vice President - Regional Manager
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Phone: (301) 289-3527 I Cell [redacted]
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Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Sent: Thursday, August 29, 2024 10:41 AM
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Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Nicholson, Thomas
To:	Harrell, Elizabeth
Cc:	Chavis, Madelyn
Subject:	FW: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 1:03:58 PM
Attachments:	Equipment Lease Purchase Agreement-200313095-v1.docx Litera Compare Redline - TD Bank - Equipment Lease Purchase Agreement-6425650-v2 and Equipment Lease Purchase Agreement-200313095-v1.pdf Acquisition Fund Agreement(63415836.3)(200313098.1).docx Schedule of Payments(200313104.1).docx Master Lease Closing Certificates(63376997.4)(200313100.1).docx Arbitrage Certificate(63377000.3)(200313105.1).doc Form 8038-G - Information Return for Tax-Exempt Governmental Bonds(63378284.1)(200313106.1).pdf General Counsel Opinion(200313112.1).doc Disbursement Request No.1(63419345.2)(200313099.1).docx External RE Master Lease--signature pages IMAN-MNDOCUMENTS.FID222193.msg External Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg External RE Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg

Just keeping you in the loop on this; I noticed not everybody's consistently on all these emails. Just in case Howie's looking for something etc

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 13, 2024 8:40 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>; Laquitara, Loriann <Loriann.Laquitara@td.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

Good morning All,

Attached please find initial drafts of the lease documents (and for the TD Team, a redline of the Equipment Lease/Purchase Agreement comparing to TD's form).

Please contact me at your convenience with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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From:	Nicholson, Thomas
To:	Harrell, Elizabeth
Cc:	Chavis, Madelyn
Subject:	FW: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 1:03:56 PM
Attachments:	Equipment Lease Purchase Agreement-200313095-v1.docx Litera Compare Redline - TD Bank - Equipment Lease Purchase Agreement-6425650-v2 and Equipment Lease Purchase Agreement-200313095-v1.pdf Acquisition Fund Agreement(63415836.3)(200313098.1).docx Schedule of Payments(200313104.1).docx Master Lease Closing Certificates(63376997.4)(200313100.1).docx Arbitrage Certificate(63377000.3)(200313105.1).doc Form 8038-G - Information Return for Tax-Exempt Governmental Bonds(63378284.1)(200313106.1).pdf General Counsel Opinion(200313112.1).doc Disbursement Request No.1(63419345.2)(200313099.1).docx External RE Master Lease--signature pages IMAN-MNDOCUMENTS.FID222193.msg External Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg External RE Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg

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Thomas W. Nicholson
General Counsel

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P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 13, 2024 8:40 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>; Laquitara, Loriann <Loriann.Laquitara@td.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

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Please contact me at your convenience with questions or comments.

Best,

Alan

Alan M. Lipsitz
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P: (803) 253-8259
ALipsitz@maynardnexsen.com

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To:	Harrell, Elizabeth
Cc:	Chavis, Madelyn
Subject:	FW: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 1:03:00 PM
Attachments:	Equipment Lease Purchase Agreement-200313095-v1.docx Litera Compare Redline - TD Bank - Equipment Lease Purchase Agreement-6425650-v2 and Equipment Lease Purchase Agreement-200313095-v1.pdf Acquisition Fund Agreement(63415836.3)(200313098.1).docx Schedule of Payments(200313104.1).docx Master Lease Closing Certificates(63376997.4)(200313100.1).docx Arbitrage Certificate(63377000.3)(200313105.1).doc Form 8038-G - Information Return for Tax-Exempt Governmental Bonds(63378284.1)(200313106.1).pdf General Counsel Opinion(200313112.1).doc Disbursement Request No.1(63419345.2)(200313099.1).docx External RE Master Lease--signature pages IMAN-MNDOCUMENTS.FID222193.msg External Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg External RE Master Lease-TD EquipmentState Election Commission IMAN-MNDOCUMENTS.FID222193.msg

Just keeping you in the loop on this; I noticed not everybody's consistently on all these emails. Just in case Howie's looking for something etc

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Friday, September 13, 2024 8:40 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>; Laquitara, Loriann <Loriann.Laquitara@td.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: [External] Master Lease-TD Equipment/State Election Commission [IMAN-MNDOCUMENTS.FID222193]

Good morning All,

Attached please find initial drafts of the lease documents (and for the TD Team, a redline of the Equipment Lease/Purchase Agreement comparing to TD's form).

Please contact me at your convenience with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	[External] RE: Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 12:52:27 PM
Attachments:	image002.png

With apologies…the signature packet I distributed was incorrect so please disregard it. I will send you a revise signature packets shortly.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 12:17 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute, scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz

Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they

are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	[External] RE: Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 12:52:22 PM
Attachments:	image002.png

With apologies…the signature packet I distributed was incorrect so please disregard it. I will send you a revise signature packets shortly.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 12:17 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute, scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz

Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they

are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

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Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

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Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: RE: [External] RE: Master Lease Request for Proposal

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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
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From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	[External] RE: Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 12:52:21 PM
Attachments:	image002.png

With apologies…the signature packet I distributed was incorrect so please disregard it. I will send you a revise signature packets shortly.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 17, 2024 12:17 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Sharon L. Perkins <SPerkins@maynardnexsen.com>
Subject: Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute, scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz

Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
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To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they

are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

---

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM

To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
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To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From: Alan M. Lipsitz
To: McGill, Jenny; Nicholson, Thomas
Cc: Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject: [External] Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]
Date: Tuesday, September 17, 2024 12:21:07 PM
Attachments: image002.png
Howard Knapp Signature Pages.PDF
Thomas Nicholson Signature Pages.PDF
General Counsel Opinion(200313112.1).doc

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute, scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

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1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
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Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

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The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
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Alan, see below.

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Thomas W. Nicholson
General Counsel

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From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
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Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

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Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
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1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From: Alan M. Lipsitz
To: McGill, Jenny; Nicholson, Thomas
Cc: Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject: [External] Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]
Date: Tuesday, September 17, 2024 12:21:02 PM
Attachments: image002.png
Howard Knapp Signature Pages.PDF
Thomas Nicholson Signature Pages.PDF
General Counsel Opinion(200313112.1).doc

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute, scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

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To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
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Good Morning,

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need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
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Underwriting Field Services Manager
Insurance Reserve Fund
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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

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Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
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Columbia, South Carolina 29201

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Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

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Hello Team,

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Best,

Alan

Alan M. Lipsitz
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Columbia, South Carolina 29201

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Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>

Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
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From:	Alan M. Lipsitz
To:	McGill, Jenny; Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn; Sharon L. Perkins
Subject:	[External] Master Lease--signature pages [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 12:20:57 PM
Attachments:	image002.png Howard Knapp Signature Pages.PDF Thomas Nicholson Signature Pages.PDF General Counsel Opinion(200313112.1).doc

Hello All,

In anticipation of a September 30 closing, attached please find the Commission's signature pages to the lease documents and a draft of Thomas's opinion (Thomas, please contact me with questions—if it is acceptable as it, please run 3 originals on your letterhead). Please be so kind as to execute, scan/email your executed pages to Sharon Perkins (CCd above) and me and call/email me when the originals are ready for pick up and we will send a courier.

Please also contact me if you have any questions or comments to the full set of the documents I distributed on Friday.

Many thanks and please do not hesitate to contact me with questions or comments.

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: Alan M. Lipsitz
Sent: Tuesday, September 17, 2024 10:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello All,

Just checking in on the status of the liability and property insurance certificates…please advise.

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 12:08 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan,

Below and attached are the answers to the questions you sent over. The attached spreadsheet lists out all counties, when they are scheduled to get their equipment, and how much equipment they are getting. It also has the warehouse location for where the equipment will be stored when not in use.

1. The authorized signer for the Election Commission (name and title) – Howard M. Knapp, Executive Director
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. W9 – Attached

Please let us know if you need anything else.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 3:43 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I'll be available tomorrow anytime between 10 and 12. Want to say 10:30 AM?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Tuesday, September 10, 2024 3:34 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

I am tied up today but maybe we can chat tomorrow morning between 10am-Noon….I didn't understand that the counties would be taking ***title*** to the equipment so that could cause some issues. I also received the following questions from the lessor TD—hopefully we can discuss these when we chat:

The authorized signer for the Election Commission (name and title)
Billing location
Location of the equipment if available

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street

Suite 700
Columbia, South Carolina 29201

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 12:02 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Alan, see below.

Can we get on a phone call this afternoon about this? I'm not sure how to characterize the current deal for insurance purposes. SEC is purchasing the equipment, but it's being delivered into the custody of the counties, who thereafter are expected to assume title & ownership of it.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will

need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
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ALipsitz@maynardnexsen.com

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We look forward to working with you.

Thanks,

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Importance: High

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Maggie

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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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GM Jackie,
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Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
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803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Nicholson, Thomas
To:	Stewart, Sara
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Flynn, Anne Macon; Chisholm, Kay; DeLong, Dale; Williams, LaToria
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 11:48:08 AM
Attachments:	image001.png image005.png

Thank you Sara!

We will let you know if we need anything else.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 17, 2024 9:20 AM
To: Williams, LaToria <lwilliams@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Importance: High

Good Morning,

I have attached the endorsement for the addition of equipment as well as the certificates requested. Please let me know if the third party needs any more information.

Please be aware that our Data Processing policy does NOT cover Cyber Liability. If you do not already have a Cyber Liability policy in place, then you may reach out to Alana Williams in State Procurement at awilliams@sfaa.sc.gov . The State has already procured Broker Services for Cyber Liability coverage. Below is the link for that procurement.

https://procurement.sc.gov/contracts/search?v=20862-9919-0-0

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Williams, LaToria <lwilliams@elections.sc.gov>
Sent: Monday, September 16, 2024 3:28 PM
To: Stewart, Sara <sstewart@irf.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good afternoon Sara,

Please proceed with making the necessary changes and bill us for the additional $77,173.46 premium.

Thank you,

LaToria Williams, CPM
Director of Administration and Finance
SOUTH CAROLINA ELECTION COMMISSION
1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

every vote matters.
every vote counts.

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From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 16, 2024 11:59 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

LaToria,

I would need your approval to make this change as adding that equipment will create $77,173.46 in premium due.

Thanks,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 16, 2024 11:45 AM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print

the correct ballots to be used by voters.

Thomas W. Nicholson
General Counsel

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1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201

803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

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Sent: Thursday, August 29, 2024 9:41 AM
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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE

FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Nicholson, Thomas
To:	Stewart, Sara
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Flynn, Anne Macon; Chisholm, Kay; DeLong, Dale; Williams, LaToria
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 11:48:08 AM
Attachments:	image001.png image005.png

Thank you Sara!

We will let you know if we need anything else.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
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Importance: High

Good Morning,

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Please be aware that our Data Processing policy does NOT cover Cyber Liability. If you do not already have a Cyber Liability policy in place, then you may reach out to Alana Williams in State Procurement at awilliams@sfaa.sc.gov . The State has already procured Broker Services for Cyber Liability coverage. Below is the link for that procurement.

https://procurement.sc.gov/contracts/search?v=20862-9919-0-0

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
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Fax (803)737-0393
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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good afternoon Sara,

Please proceed with making the necessary changes and bill us for the additional $77,173.46 premium.

Thank you,

LaToria Williams, CPM
Director of Administration and Finance
SOUTH CAROLINA ELECTION COMMISSION
1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

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every vote counts.

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From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 16, 2024 11:59 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

LaToria,

I would need your approval to make this change as adding that equipment will create $77,173.46 in premium due.

Thanks,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 16, 2024 11:45 AM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print

the correct ballots to be used by voters.

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Sent: Tuesday, September 10, 2024 8:00 AM
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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Sent: Monday, September 9, 2024 4:11 PM
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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
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Fax: 803.734.9366

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Sent: Monday, September 9, 2024 2:45 PM
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

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1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201

803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Sent: Thursday, August 29, 2024 9:41 AM
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Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE

FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Stewart, Sara
To:	Williams, LaToria; Nicholson, Thomas
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Flynn, Anne Macon; Chisholm, Kay; DeLong, Dale
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 9:22:23 AM
Attachments:	0004 005 2024-09-17 0903.pdf image001.png image005.png 0003 004 2024-09-17 0903.pdf 003 2024-09-17 0903.pdf
Importance:	High

Good Morning,

I have attached the endorsement for the addition of equipment as well as the certificates requested. Please let me know if the third party needs any more information.

Please be aware that our Data Processing policy does NOT cover Cyber Liability. If you do not already have a Cyber Liability policy in place, then you may reach out to Alana Williams in State Procurement at awilliams@sfaa.sc.gov . The State has already procured Broker Services for Cyber Liability coverage. Below is the link for that procurement.

https://procurement.sc.gov/contracts/search?v=20862-9919-0-0

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Williams, LaToria <lwilliams@elections.sc.gov>
Sent: Monday, September 16, 2024 3:28 PM
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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good afternoon Sara,

Please proceed with making the necessary changes and bill us for the additional $77,173.46 premium.

Thank you,

LaToria Williams, CPM

Director of Administration and Finance

SOUTH CAROLINA ELECTION COMMISSION

1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

every vote matters.
every vote counts.

This message is intended exclusively for the individual or entity to which it is addressed. This communication may contain information that is proprietary, privileged, confidential, or otherwise legally protected or exempt from disclosure. If you are not the named addressee, please be aware that you are not authorized to read, print, retain, copy, forward, or disseminate this message or any portion thereof. If you have received this message in error, please notify the sender immediately, either by telephone (803-734-9060) or by email, and delete any and all copies of this message and any attachments thereto.

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 16, 2024 11:59 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

LaToria,

I would need your approval to make this change as adding that equipment will create $77,173.46 in premium due.

Thanks,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014

Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

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Office: 803.734.9063
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

_____
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General Counsel

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any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

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Underwriting Field Services Manager
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Sara –

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Thomas W. Nicholson
General Counsel

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Good Afternoon,

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Sara Stewart
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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
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From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
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From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM

To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the

30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
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Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214

Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Stewart, Sara
To:	Williams, LaToria; Nicholson, Thomas
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Flynn, Anne Macon; Chisholm, Kay; DeLong, Dale
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 17, 2024 9:22:17 AM
Attachments:	0004 005 2024-09-17 0903.pdf image001.png image005.png 0003 004 2024-09-17 0903.pdf 003 2024-09-17 0903.pdf
Importance:	High

Good Morning,

I have attached the endorsement for the addition of equipment as well as the certificates requested. Please let me know if the third party needs any more information.

Please be aware that our Data Processing policy does NOT cover Cyber Liability. If you do not already have a Cyber Liability policy in place, then you may reach out to Alana Williams in State Procurement at awilliams@sfaa.sc.gov . The State has already procured Broker Services for Cyber Liability coverage. Below is the link for that procurement.

https://procurement.sc.gov/contracts/search?v=20862-9919-0-0

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Williams, LaToria <lwilliams@elections.sc.gov>
Sent: Monday, September 16, 2024 3:28 PM
To: Stewart, Sara <sstewart@irf.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good afternoon Sara,

Please proceed with making the necessary changes and bill us for the additional $77,173.46 premium.

Thank you,

LaToria Williams, CPM

Director of Administration and Finance

SOUTH CAROLINA ELECTION COMMISSION

1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

every vote matters.
every vote counts.

This message is intended exclusively for the individual or entity to which it is addressed. This communication may contain information that is proprietary, privileged, confidential, or otherwise legally protected or exempt from disclosure. If you are not the named addressee, please be aware that you are not authorized to read, print, retain, copy, forward, or disseminate this message or any portion thereof. If you have received this message in error, please notify the sender immediately, either by telephone (803-734-9060) or by email, and delete any and all copies of this message and any attachments thereto.

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 16, 2024 11:59 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

LaToria,

I would need your approval to make this change as adding that equipment will create $77,173.46 in premium due.

Thanks,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014

Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 16, 2024 11:45 AM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

_____
Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on

any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063

Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

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Sent: Monday, September 9, 2024 12:55 PM
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Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

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Yes, we want the rate that includes the option to be able to prepay.

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Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

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We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
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Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: RE: [External] RE: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

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Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

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TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the

30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214

Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From: McGill, Jenny
To: Jessica Wigington
Cc: Rick Harmon; Jake Scoggins
Subject: Re: [External] Master Lease Option
Date: Monday, September 16, 2024 4:18:58 PM

Hi Jessa,

Yes, the commission did approve for the agency to move forward with the master lease program option at that meeting.

I am out of the office this afternoon, but if any other questions come up I'll be back tomorrow morning and happy to answer.

Thank you!

Jenny

Get Outlook for iOS

From: Jessica Wigington <JessicaWigington@scsenate.gov>
Sent: Monday, September 16, 2024 3:20 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Rick Harmon <RickHarmon@scsenate.gov>; Jake Scoggins <JakeScoggins@scsenate.gov>
Subject: [External] Master Lease Option

Good afternoon, Jenny,

I hope you have had a great summer thus far. Whenever you get a moment, did the Commission approve the master lease option during the August 21 meeting? A member has inquired about its status.

Thank you,

Jessa Wigington
Budget Analyst
Senate Finance Committee | South Carolina Senate
Gressette Building, Suite 108 | 1101 Pendleton Street, Columbia, SC 29201
Tel: 803-212-6651 | Fax: 803-212-6690 | jessicawigington@scsenate.gov

From:	Williams, LaToria
To:	Stewart, Sara; Nicholson, Thomas
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Flynn, Anne Macon; Chisholm, Kay; DeLong, Dale
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 16, 2024 3:27:38 PM
Attachments:	image009.png image010.png

Good afternoon Sara,

Please proceed with making the necessary changes and bill us for the additional $77,173.46 premium.

Thank you,

LaToria Williams, CPM

Director of Administration and Finance

SOUTH CAROLINA ELECTION COMMISSION

1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

every vote matters.
every vote counts.

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From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 16, 2024 11:59 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

LaToria,

I would need your approval to make this change as adding that equipment will create $77,173.46 in premium due.

Thanks,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 16, 2024 11:45 AM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

Thomas W. Nicholson
General Counsel

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1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp,

Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson

General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Sent: Thursday, August 29, 2024 9:41 AM
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Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

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Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
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From:	Williams, LaToria
To:	Stewart, Sara; Nicholson, Thomas
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Flynn, Anne Macon; Chisholm, Kay; DeLong, Dale
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 16, 2024 3:27:38 PM
Attachments:	image009.png image010.png

Good afternoon Sara,

Please proceed with making the necessary changes and bill us for the additional $77,173.46 premium.

Thank you,

LaToria Williams, CPM

Director of Administration and Finance

SOUTH CAROLINA ELECTION COMMISSION

1122 Lady St, Suite 500, Columbia, SC 29201
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Sent: Monday, September 16, 2024 11:59 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>; Flynn, Anne Macon <aflynn@irf.sc.gov>; Chisholm, Kay <kchisholm@irf.sc.gov>; DeLong, Dale <ddelong@irf.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

LaToria,

I would need your approval to make this change as adding that equipment will create $77,173.46 in premium due.

Thanks,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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Sent: Monday, September 16, 2024 11:45 AM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara:

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4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp,

Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson

General Counsel

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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

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From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
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Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Sent: Thursday, August 29, 2024 9:41 AM
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Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Stewart, Sara
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria; Flynn, Anne Macon; Chisholm, Kay; DeLong, Dale
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 16, 2024 11:59:48 AM
Attachments:	STEWART-P80-1177-01-010KK5J2KVDQW6E.pdf image001.png

LaToria,

I would need your approval to make this change as adding that equipment will create $77,173.46 in premium due.

Thanks,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 16, 2024 11:45 AM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have

indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

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Sincerely,

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
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Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

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Hello Team,

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We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
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Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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Importance: High

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Maggie

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To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 9:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	Stewart, Sara
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria; Flynn, Anne Macon; Chisholm, Kay; DeLong, Dale
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 16, 2024 11:59:48 AM
Attachments:	STEWART-P80-1177-01-010KK5J2KVDQW6E.pdf image001.png

LaToria,

I would need your approval to make this change as adding that equipment will create $77,173.46 in premium due.

Thanks,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 16, 2024 11:45 AM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have

indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission

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Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

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Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
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From: Nicholson, Thomas
To: Stewart, Sara
Cc: Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date: Monday, September 16, 2024 11:45:05 AM
Attachments: image001.png

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

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4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
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Sent: Tuesday, September 10, 2024 1:27 PM
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

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Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart

Underwriting Field Services Manager
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
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1230 Main Street
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From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time,

rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

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Subject: RE: [External] RE: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
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The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From: Nicholson, Thomas
To: Stewart, Sara
Cc: Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date: Monday, September 16, 2024 11:45:05 AM
Attachments: image001.png

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>

Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

Thomas W. Nicholson
General Counsel

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P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart

Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
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Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
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Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
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Importance: High

Good Morning Jackie and Team,
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Best,
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Thanks, Maggie! Yes, the closing will be on Sept. 30.

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Date: Monday, September 16, 2024 11:45:05 AM
Attachments: image001.png

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>

Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

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Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart

Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>

Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
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Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time,

rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From: Nicholson, Thomas
To: Stewart, Sara
Cc: Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date: Monday, September 16, 2024 11:45:04 AM
Attachments: image001.png

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

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4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

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General Counsel

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

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Sincerely,

Sara Stewart

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
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Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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rates locked through closing on Monday, September 30.

We look forward to working with you.

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Jackie D. Hipes | Director Debt Management Division
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Importance: High

Good Morning Jackie and Team,
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Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>;

Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From: Nicholson, Thomas
To: Stewart, Sara
Cc: Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date: Monday, September 16, 2024 11:44:00 AM
Attachments: image001.png

Sara:

The State Election Commission will be responsible for the equipment for the duration of the lease agreement. The equipment includes:

1. Ballot Scanners and Tabulators. This equipment scans voted ballots, creating an image of the ballot but also converting the information recorded on the ballot into electronically stored data.

2. Ballot Marking Devices. Voters insert ballot cards they have been issued into these devices, which then present the voter with candidate choices in election contests, referendum questions for which they are to make a choice, or both. Once voters have indicated their choices and reviewed the ballot, the BMD prints the ballot which the voter then carries to a ballot scanner to be scanned and stored in a ballot box.

3. Electronic Pollbooks and Ballot Card Printers. This equipment is used by pollworkers to process voters arriving at the polling place. It contains the pollbook, the list of voters eligible to vote in the election at that precinct. This equipment does have wireless capability, as the pollbook data can be updated while deployed at polling places. When voters appear at the polling place, their identity is confirmed using the pollbook and they are issued an appropriate ballot printed by the ballot card printer.

4. Miscellaneous associated equipment such as stands, containers, printers etc.

Let us know if you need more information!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Tuesday, September 10, 2024 1:27 PM
To: Stewart, Sara <sstewart@irf.sc.gov>

Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart

Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>

Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

MAYNARDNEXSEN

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time,

rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
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Subject: Master Lease Request for Proposal

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From: Nicholson, Thomas
To: McGill, Jenny
Subject: RE: Follow up answers from SEC re: Master Lease
Date: Wednesday, September 11, 2024 11:52:45 AM

Go ahead.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 11:43 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: RE: Follow up answers from SEC re: Master Lease

We just got the W9. Let me know if you want me to send the follow up items or if you want to.

Thanks!

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 11:41 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: Follow up answers from SEC re: Master Lease

Thomas,

Below and attached are the items I have that can be sent to Alan re: the master lease follow up. Do you want to look over the spreadsheet before I send it?

1. Who will sign the lease, their name and title: Howard M. Knapp, Executive Director, State Election Commission
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. Storage location of equipment and schedule – Attached.
4. Minutes from meeting approving the SEC to move forward with master lease program – We will send next week, once approved.
5. W-9 – waiting to get from LaToria

Thanks!

Jenny

From: Nicholson, Thomas
To: McGill, Jenny
Subject: RE: Follow up answers from SEC re: Master Lease
Date: Wednesday, September 11, 2024 11:52:00 AM

Go ahead.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 11:43 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: RE: Follow up answers from SEC re: Master Lease

We just got the W9. Let me know if you want me to send the follow up items or if you want to.

Thanks!

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 11:41 AM
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Subject: Follow up answers from SEC re: Master Lease

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2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. Storage location of equipment and schedule – Attached.
4. Minutes from meeting approving the SEC to move forward with master lease program – We will send next week, once approved.
5. W-9 – waiting to get from LaToria

Thanks!

Jenny

From: McGill, Jenny
To: Nicholson, Thomas
Subject: RE: Follow up answers from SEC re: Master Lease
Date: Wednesday, September 11, 2024 11:42:47 AM

We just got the W9. Let me know if you want me to send the follow up items or if you want to.

Thanks!

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 11:41 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: Follow up answers from SEC re: Master Lease

Thomas,

Below and attached are the items I have that can be sent to Alan re: the master lease follow up. Do you want to look over the spreadsheet before I send it?

1. Who will sign the lease, their name and title: Howard M. Knapp, Executive Director, State Election Commission
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. Storage location of equipment and schedule – Attached.
4. Minutes from meeting approving the SEC to move forward with master lease program – We will send next week, once approved.
5. W-9 – waiting to get from LaToria

Thanks!

Jenny

From: McGill, Jenny
To: Nicholson, Thomas
Subject: RE: Follow up answers from SEC re: Master Lease
Date: Wednesday, September 11, 2024 11:42:00 AM

We just got the W9. Let me know if you want me to send the follow up items or if you want to.

Thanks!

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, September 11, 2024 11:41 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: Follow up answers from SEC re: Master Lease

Thomas,

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1. Who will sign the lease, their name and title: Howard M. Knapp, Executive Director, State Election Commission
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. Storage location of equipment and schedule – Attached.
4. Minutes from meeting approving the SEC to move forward with master lease program – We will send next week, once approved.
5. W-9 – waiting to get from LaToria

Thanks!

Jenny

From: McGill, Jenny
To: Nicholson, Thomas
Subject: Follow up answers from SEC re: Master Lease
Date: Wednesday, September 11, 2024 11:41:39 AM
Attachments: SEC Statewide Equipment Schedule Tracker.xlsx

Thomas,

Below and attached are the items I have that can be sent to Alan re: the master lease follow up. Do you want to look over the spreadsheet before I send it?

1. Who will sign the lease, their name and title: Howard M. Knapp, Executive Director, State Election Commission
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. Storage location of equipment and schedule – Attached.
4. Minutes from meeting approving the SEC to move forward with master lease program – We will send next week, once approved.
5. W-9 – waiting to get from LaToria

Thanks!

Jenny

From: McGill, Jenny
To: Nicholson, Thomas
Subject: Follow up answers from SEC re: Master Lease
Date: Wednesday, September 11, 2024 11:40:00 AM
Attachments: SEC Statewide Equipment Schedule Tracker.xlsx

Thomas,

Below and attached are the items I have that can be sent to Alan re: the master lease follow up. Do you want to look over the spreadsheet before I send it?

1. Who will sign the lease, their name and title: Howard M. Knapp, Executive Director, State Election Commission
2. Billing location: 1122 Lady Street, Suite 500, Columbia, SC 29201
3. Storage location of equipment and schedule – Attached.
4. Minutes from meeting approving the SEC to move forward with master lease program – We will send next week, once approved.
5. W-9 – waiting to get from LaToria

Thanks!

Jenny

From: Nicholson, Thomas
To: Stewart, Sara
Cc: Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date: Tuesday, September 10, 2024 1:26:00 PM
Attachments: image001.png

Sara –

We are working on a full answer for you. In the meantime, I would guess a data processing policy would be most appropriate; the equipment includes ballot scanners used to record and store information marked on individual ballots; electronic ballot marking devices used by voters to record and review their choices on ballots, and electronic poll book equipment used to identity and print the correct ballots to be used by voters.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Tuesday, September 10, 2024 8:00 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp,

Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

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From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of

$28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

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To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager
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The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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and any attachments to it. Thank you.

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From:	Stewart, Sara
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 10, 2024 8:00:18 AM
Attachments:	image001.png

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

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General Counsel

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Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz

Shareholder | Banking & Credit
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Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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We look forward to working with you.

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Importance: High

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TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
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803-734-1391 | jackie.hipes@sto.sc.gov

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Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Confidentiality Notice - The information contained in this e-mail and any attachments to it is intended only for the named recipient and may be legally privileged and include confidential information. If you are not the intended recipient, be aware that any disclosure, distribution or copying of this e-mail or its attachments is prohibited. If you have received this e-mail in error, please notify the sender immediately of that fact by return e-mail and permanently delete the e-mail and any attachments to it. Thank you.

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From:	Stewart, Sara
To:	Nicholson, Thomas
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Tuesday, September 10, 2024 8:00:18 AM
Attachments:	image001.png

Good Morning,

We cannot produce a property certificate at this time as this equipment is not currently covered on any policy. Who will be responsible for the equipment? Will the Election Commission be requiring the Counties to cover their portion of the equipment? If it is the Election Commission, then we will need to add the equipment in the amount of $28,831,199. I will need an explanation of the equipment. Is the equipment able to wirelessly upload information from a voting site? This further information will assist me in determining if the equipment should be covered under an inland marine policy or a data processing policy.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 4:11 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The “Master Lease App” PDF has an abbreviated reference to equipment, the “E280” PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
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Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp,

Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz

Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

1230 Main Street
Suite 700
Columbia, South Carolina 29201

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
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Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded

TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
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1200 Senate Street, Suite 214
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Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

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To:	Stewart, Sara
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 9, 2024 4:11:42 PM
Attachments:	Master Lease App 08-28-2024.pdf E280 - Master Lease_Request for Proposals_08.29.2024.pdf image001.png

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

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General Counsel

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Office: 803.734.9063
Fax: 803.734.9366

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Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

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Sincerely,

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Underwriting Field Services Manager
Insurance Reserve Fund
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Hours 8am- 4:30 PM M-F

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Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

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General Counsel

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Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

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Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
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MAYNARDNEXSEN

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Sent: Thursday, September 5, 2024 4:01 PM
To: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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Sent: Thursday, September 5, 2024 3:58 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <jackie.hipes@sto.sc.gov>
Subject: FW: [External] RE: Master Lease Request for Proposal

Hello Team,

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Best,

Alan

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Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
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We look forward to working with you.

Thanks,

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Importance: High

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Best,
Maggie

Maggie Morris I Vice President - Regional Manager

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4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

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margaret.morris@td.com

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Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division

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From:	Nicholson, Thomas
To:	Stewart, Sara
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 9, 2024 4:11:42 PM
Attachments:	Master Lease App 08-28-2024.pdf E280 - Master Lease_Request for Proposals_08.29.2024.pdf image001.png

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
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Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart

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(803)737-0014
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Hours 8am- 4:30 PM M-F

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Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

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Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
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Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
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1230 Main Street
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Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
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Thanks, Maggie! Yes, the closing will be on Sept. 30.

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Thanks!

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Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

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FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

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Importance: High

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Best,
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Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
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Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

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Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

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Good afternoon, Maggie

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We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
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Best,
Maggie

Maggie Morris I Vice President - Regional Manager

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4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

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To:	Stewart, Sara
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard; Williams, LaToria
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 9, 2024 4:10:00 PM
Attachments:	Master Lease App 08-28-2024.pdf E280 - Master Lease_Request for Proposals_08.29.2024.pdf image001.png

Sara –

Thanks Sara, we will include Latoria on any subsequent emails.

Please see the attached. Hopefully, these will give you what you need. The "Master Lease App" PDF has an abbreviated reference to equipment, the "E280" PDF includes a more extensive description. Please let us know if you need anything further or have any questions!

Thomas W. Nicholson
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Fax (803)737-0393
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To: Lundeen, TJ
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date: Monday, September 9, 2024 3:57:07 PM
Attachments: image002.png

FYI

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Columbia, South Carolina 29201

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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Sent: Thursday, September 5, 2024 9:45 AM
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Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,
TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
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GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be

Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

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Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
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From: Williams, LaToria
To: Lundeen, TJ
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date: Monday, September 9, 2024 3:56:00 PM
Attachments: image002.png

FYI

From: Stewart, Sara <sstewart@irf.sc.gov>
Sent: Monday, September 9, 2024 2:45 PM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; Williams, LaToria <lwilliams@elections.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Good Afternoon,

I have attached LaToria to this email as she is our contact and requests should be directed through her. I would need to know for what property they are needing a certificate and the amount of which would need to be stated. Please provide.

Sincerely,

Sara Stewart
Underwriting Field Services Manager
Insurance Reserve Fund
(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Monday, September 9, 2024 2:33 PM
To: Stewart, Sara <sstewart@irf.sc.gov>
Cc: Chavis, Madelyn <mchavis@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: FW: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

_____

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Alan M. Lipsitz <ALipsitz@maynardnexsen.com>
Sent: Monday, September 9, 2024 12:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]

Hello Team,

Attached please find a Program Counsel Opening Letter (outlining my Firm's role) and a draft of the Closing Checklist…please contact me with any questions.

We would suggest you contact the SFAA (insurance reserve fund) to process the required insurance certificates at your very first convenience.

Finally, please confirm who will be signing the documents on behalf of the Commission-- we are assuming it will be Howard Knapp, Executive Director, and provide me the name of the person, if any, that is the Secretary of the Commission.

FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

Alan M. Lipsitz
Shareholder | Banking & Credit
P: (803) 253-8259
ALipsitz@maynardnexsen.com

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Cc: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: RE: [External] RE: Master Lease Request for Proposal

Yes, we want the rate that includes the option to be able to prepay.

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Hello Team,

Please advise which rate option the Commission elects—I am assuming the Commission wants to flexibility to prepay at par (the interest rate is 0.02% higher than the rate if prepayments were only allowed after 2 years).

Best,

Alan

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We look forward to working with you.

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Importance: High

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Best,
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Maggie Morris I Vice President - Regional Manager
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Thanks, Maggie! Yes, the closing will be on Sept. 30.

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GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be

Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

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Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer

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From:	Stewart, Sara
To:	Nicholson, Thomas; Williams, LaToria
Cc:	Chavis, Madelyn; McGill, Jenny; Knapp, Howard
Subject:	RE: [External] Master Lease Request for Proposal [IMAN-MNDOCUMENTS.FID222193]
Date:	Monday, September 9, 2024 2:45:22 PM
Attachments:	image002.png

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Sincerely,

Sara Stewart
Underwriting Field Services Manager
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(803)737-0014
Fax (803)737-0393
Hours 8am- 4:30 PM M-F

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Sara –

Please see below, and page two of the attached. Could you provide us with current certificates of insurance as described?

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201

P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

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FYI, we plan to distribute drafts of the lease documents within the next couple of days.

Many thanks!

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Best,
Maggie

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Do not hesitate to contact me with questions.

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Sent: Thursday, September 5, 2024 3:41 PM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; Alan M. Lipsitz <ALipsitz@maynardnexsen.com>; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

Good afternoon, Maggie

The South Carolina Office of the State Treasurer, on behalf of the South Carolina Elections Commission, is pleased to award TD Equipment Finance, Inc. the financing in the amount of $28,846,199.00 at a rate of 3.27% with no prepayment and 3.29% with prepayment at par any time, rates locked through closing on Monday, September 30.

We look forward to working with you.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Sent: Thursday, September 5, 2024 9:45 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal
Importance: High

Good Morning Jackie and Team,

TDEF is pleased to provide a response to your request for financing for the South Carolina State Elections Commission. If there are any questions, please don't hesitate to reach out. If awarded TDEF, is ready to close on 9/30/24. We look forward to hearing from you!
Best,
Maggie

Maggie Morris I Vice President - Regional Manager
TD Equipment Finance, Inc.
4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705
Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

Internal

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 29, 2024 10:43 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: RE: [External] RE: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

Thanks, Maggie! Yes, the closing will be on Sept. 30.

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

Internal

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Sent: Thursday, August 29, 2024 10:41 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com; Carson, Kelly A <Kelly.Carson@td.com>; Doyle, Kevin <Kevin.Doyle2@td.com>
Subject: [External] RE: Master Lease Request for Proposal

GM Jackie,
TDEF has received & is reviewing. We plan on providing a response. On pg 2 Closin is indicated to be Sept 30,2024, on the Financing Request Form, funds are needed Oct 1, 2024. Will closing be the 30th?
Thanks!

Maggie Morris I Vice President - Regional Manager

TD Equipment Finance, Inc.

4061 Powder Mill Rd, Suite 420 I Calverton, MD 20705

Phone: (301) 289-3527 I Cell [redacted]
margaret.morris@td.com

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To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Cc: McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal

CAUTION: EXTERNAL MAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
ATTENTION : COURRIEL EXTERNE. NE CLIQUEZ PAS SUR DES LIENS ET N'OUVREZ PAS DE PIÈCES JOINTES AUXQUELS VOUS NE FAITES PAS CONFIANCE

The South Carolina Office of the State Treasurer, on behalf of the South Carolina State Elections Commission, is pleased to submit the attached South Carolina Master Lease Program request for financing in the amount of $28,846,199.00.

Note that the application requests a quote for a 3-year term based on no prepayment within the first two years; however, the agency also requests a quote based on the prepayment of the lease at par at any time. Space has been provided on the bid form for both rates.

Please include a detailed amortization schedule with your response. Responses are required by Thursday, September 5, 2024 no later than 11 A.M.

Please also confirm receipt and your intent to respond.

Do not hesitate to contact me with questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

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From:	McGill, Jenny
To:	Nicholson, Thomas; Knapp, Howard
Subject:	RE: Master Lease Request for Proposal-Responses
Date:	Thursday, September 5, 2024 11:51:27 AM
Attachments:	BOA-SC Elections Commission_Sept.5.2024.pdf TD-REV 1 TDEF Response to STO SC State Elections Commission.pdf Truist-SC Elections Commission ML bid form.pdf US Bank-South Carolina Election Commission Bid Response 0924.pdf Wells Fargo E280 - Master Lease_Request for Proposals_08.29.2024 Bid Form WF.pdf
Importance:	High

Are y'all good with me responding to them to say we are okay with moving forward with TDEF?

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, September 5, 2024 11:36 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal-Responses
Importance: High

Good morning, Jenny

Attached are the bids received from BOA, TDEF, Truist, US Bank, and Wells Fargo. JP Morgan confirmed that they were not bidding.

TD Equipment Finance has the lowest rates for both the non-prepayment option (3.27%) and the prepayment option (3.29%).

After receiving your agreement, we will move forward with making the award to TDEF.

Please let us know your decision as soon as possible as we need to make the award today (the same day the bids are due).

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From:	McGill, Jenny
To:	Nicholson, Thomas; Knapp, Howard
Subject:	RE: Master Lease Request for Proposal-Responses
Date:	Thursday, September 5, 2024 11:51:26 AM
Attachments:	BOA-SC Elections Commission_Sept.5.2024.pdf TD-REV 1 TDEF Response to STO SC State Elections Commission.pdf Truist-SC Elections Commission ML bid form.pdf US Bank-South Carolina Election Commission Bid Response 0924.pdf Wells Fargo E280 - Master Lease_Request for Proposals_08.29.2024 Bid Form WF.pdf
Importance:	High

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Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>; Kelly, Shelly <Shelly.Kelly@sto.sc.gov>; ALipsitz@maynardnexsen.com
Subject: Master Lease Request for Proposal-Responses
Importance: High

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To:	Nicholson, Thomas; Knapp, Howard
Subject:	RE: Master Lease Request for Proposal-Responses
Date:	Thursday, September 5, 2024 11:51:00 AM
Attachments:	BOA-SC Elections Commission_Sept.5.2024.pdf TD-REV 1 TDEF Response to STO SC State Elections Commission.pdf Truist-SC Elections Commission ML bid form.pdf US Bank-South Carolina Election Commission Bid Response 0924.pdf Wells Fargo E280 - Master Lease_Request for Proposals_08.29.2024 Bid Form WF.pdf
Importance:	High

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Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny
To: Williams, LaToria
Subject: Items re: the master lease program
Date: Friday, August 23, 2024 12:36:34 PM

LaToria,

I saved all of the master lease program documents here: [redacted]

Thanks,

Jenny

From: McGill, Jenny
To: Williams, LaToria
Subject: Items re: the master lease program
Date: Friday, August 23, 2024 12:36:00 PM

LaToria,

I saved all of the master lease program documents here: [redacted]

Thanks,

Jenny

From:	McGill, Jenny
To:	Knapp, Howard; Nicholson, Thomas
Subject:	Packet for State Master Lease Program
Date:	Thursday, August 22, 2024 10:25:51 AM
Attachments:	SEC State Master Lease Program Application.pdf Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf ES&S Proposal_Final.pdf SEC Signed ES&S Signed Changed Order #7.pdf

---

I've put together what I think should be in the packet for the State Treasurer's Office for the State Master Lease Program. Let me know when y'all have time to go over everything. We'll need to discuss if we want to have the Treasurer's Office include a prepayment option sooner than their standard 2 years.

In addition to the financing application, I would think we would need to include the following attachments: All of these documents, including the state master lease program application, are saved here: [redacted]

1. Memo from Rick
2. Vendor price proposal
3. Vendor change order
4. Spec sheets for the DS 300s

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To:	Knapp, Howard; Nicholson, Thomas
Subject:	Packet for State Master Lease Program
Date:	Thursday, August 22, 2024 10:25:51 AM
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1. Memo from Rick
2. Vendor price proposal
3. Vendor change order
4. Spec sheets for the DS 300s

From:	McGill, Jenny
To:	Harrell, Elizabeth
Subject:	for commission meeting FW: State Election Commission Follow Up
Date:	Tuesday, August 20, 2024 12:09:44 PM
Attachments:	Master Lease-List of Agencies-Financed Amounts.xlsx image009.png image010.png image011.png image006.png image008.png image012.png

---

Howie wants the attached spreadsheet printed for the voting equipment section. This is a list of other agencies that have used the state master lease program.

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 15, 2024 10:51 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Kelly, Shelly <Shelly.Kelly@sto.sc.gov>
Subject: RE: State Election Commission Follow Up

Hi Jenny,

I've attached a list of agencies who have used the Master Lease Program in the last few years and have included the amount financed as well as the purpose.

Please let me know if you have any questions or need anything further.

We are looking forward to working with you and excited that the State Treasurer's Office may be able to assist The SC Election Commission in the purchase of election equipment.

Kind Regards,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, August 15, 2024 9:43 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: State Election Commission Follow Up

Hi Jackie,

Thank you so much for giving me a call this morning. My contact information is in my signature

below.

Our Commission is meeting next Wednesday to decide whether not to approve moving forward with a Master Lease Program financing request for election equipment. Before that meeting, it would be helpful to have a list of agencies that have used the Master Lease Program in the last 3-5 years, what their loans were for, and how much they financed to share with our Commission. Any information you could provide would be much appreciated!

Thank you again,

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From:	McGill, Jenny
To:	Harrell, Elizabeth
Subject:	for commission meeting FW: State Election Commission Follow Up
Date:	Tuesday, August 20, 2024 12:09:00 PM
Attachments:	Master Lease-List of Agencies-Financed Amounts.xlsx image009.png image010.png image011.png image006.png image008.png image012.png

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Cc: Kelly, Shelly <Shelly.Kelly@sto.sc.gov>
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P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From:	McGill, Jenny
To:	Harrell, Elizabeth
Subject:	FW: Statewide Voting System Upgrade Option
Date:	Tuesday, August 20, 2024 12:08:31 PM
Attachments:	Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf image003.png Senate Fin Hearing Attachment for Priority 7.pdf State of South Carolina - 06.06.2024 (1).pdf

---

These are the original documents we sent to the commission on the equipment proposal the PDF titled “State of South Carolina – 06.06.2024” is what Howie considers “the old one”

From: Knapp, Howard <hknapp@elections.sc.gov>
Sent: Wednesday, July 3, 2024 12:59 PM
To: [redacted]@sc.rr.com; Cliff Edler <[redacted]@yahoo.com>; Scott Moseley <[redacted]@irmoins.com>; Linda McCall <[redacted]@gmail.com>; [redacted]@yahoo.com
Cc: McGill, Jenny <jmcgill@elections.sc.gov>
Subject: Statewide Voting System Upgrade Option

Commissioners,

Forgive the long email, but below is an item for the Commission’s consideration.

As you may recall, after the agency’s budget hearing before the House Ways and Means Committee, but before the hearing before the Senate Finance Committee, I was approached by our statewide voting system vendor, ES&S, about replacing all precinct ballot scanners (the DS200s) with the newer scanner with audit capabilities (the DS300). The company had also been approached by some counties that need additional voting equipment.

The total cost for the company to come to South Carolina and swap out/buy back all our existing DS200s with DS300s (including the price of the additional equipment) is $24.5M. The attachment titled “State of South Carolina – 06.06.2024” outlines all the costs associated with this transaction.

The biggest difference between the DS200 and the DS300 is shown in attachment “Senate Fin Hearing Attachment for Priority 7.” The DS300 tabulators print an audit number on every single ballot as that ballot is scanned at the polling place. While the SEC currently manages the hand-count audits in every county after each state level election, this audit number allows our agency to conduct Risk Limiting Audits in each election and pull a report showing that each ballot was scanned and that each individual vote on each ballot was counted.

The Senate’s budget funded half of the cost of this at $12.5M and the House of Representatives countered at $1. The budget conference committee took the House number, and the project was not funded. During budget negotiations, several members of the Senate leadership expressed a strong desire to have this system in place for the November 2024 election, as they felt it would add a layer of confidence for voters. That was when Senate leadership asked Senate staff to draft the attached memo “Briefing Memorandum – Voting System Upgrade – 2024 June 11.” To summarize the memo, there is a mechanism by which the state could purchase this equipment through a lease

to purchase option where the state would pay back the total cost within three fiscal years. This is under two assumptions: 1) the General Assembly does not fund the total purchase in the budget this year (which it did not) and 2) the General Assembly chooses to appropriate money for the purchase after we already get the new equipment. I will say that this is not an unusual arrangement and is a funding mechanism used by other state agencies for similarly sized projects.

As the memo states, the Commission has the authority to decide whether to enter the lease to purchase option without any further approval from the General Assembly. All it requires is a meeting of the Commission (can be a conference call) where a vote is taken. If the Commission desires to meet, discuss, and vote, I'm happy to facilitate such a meeting and I would strongly recommend holding the meeting next week due to the timing of the possible implementation.

Please reply with whether you are open to a meeting next week and, if so, what days/times work best for you. Please also feel free to call if you have any questions.

All the best,
Howie

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

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From:	McGill, Jenny
To:	Harrell, Elizabeth
Subject:	FW: Statewide Voting System Upgrade Option
Date:	Tuesday, August 20, 2024 12:07:00 PM
Attachments:	Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf image003.png Senate Fin Hearing Attachment for Priority 7.pdf State of South Carolina - 06.06.2024 (1).pdf

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To: [redacted]@sc.rr.com; Cliff Edler <[redacted]@yahoo.com>; Scott Moseley <[redacted]@irmoins.com>; Linda McCall <[redacted]@gmail.com>; [redacted]@yahoo.com
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All the best,
Howie

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
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P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

every vote matters.
every vote counts.

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From: Hobart Trotter
To: Kim Jackson; Knapp, Howard
Subject: [External] Re: State Election Commission and New Voting Machines
Date: Monday, August 19, 2024 6:05:43 PM

Thank you Kim!!

Hobart O. Trotter, Jr.
Government Relations Consultant
Riley Pope & Laney, LLC
[redacted] Mobile
803.799.9993 Office

2838 Devine Street (29205)
Post Office Box 11412
Columbia, South Carolina 29211
www.rplfirm.com

From: Kim Jackson <KimJackson@schouse.gov>
Sent: Monday, August 19, 2024 4:27:35 PM
To: Knapp, Howard <hknapp@elections.sc.gov>; Hobart Trotter <htrotter@rplfirm.com>
Subject: State Election Commission and New Voting Machines

Mr. Knapp,

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Additionally, please know that the staff of the Ways & Means Committee are happy to assist should you have any questions or need assistance.

Thanks,

Bruce Bannister, Chairman
Ways and Means Committee
South Carolina House of Representatives
P. O. Box 11867
Columbia, SC 29211
803.734.3144
brucebannister@schouse.gov

From: McGill, Jenny
To: Dennis Shedd
Cc: Knapp, Howard; Harrell, Elizabeth
Subject: Letter from Bruce Bannister re: equipment
Date: Monday, August 19, 2024 5:04:40 PM
Attachments: 20240819165430915.pdf

Judge Shedd,

Attached is the email that Howie received from Bruce Bannister, the Chairman of House Ways and Means, supporting the use of the state master lease program to purchase the voting equipment.

Thank you,

Jenny McGill

From: Jenny McGill <Jmcgill@elections.sc.gov>
Sent: Monday, August 19, 2024 4:54:31 PM
To: McGill, Jenny <Jmcgill@elections.sc.gov>
Subject: Message from "RNP58387960C85E"

This E-mail was sent from "RNP58387960C85E" (IM C6000).

Scan Date: 08.19.2024 16:54:30 (-0400)

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Scan Date: 08.19.2024 16:54:30 (-0400)

From: Knapp, Howard
To: McGill, Jenny; Harrell, Elizabeth
Subject: Fwd: [External] State Election Commission and New Voting Machines
Date: Monday, August 19, 2024 4:33:56 PM

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

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Subject:	[External] State Election Commission and New Voting Machines
Date:	Monday, August 19, 2024 4:27:43 PM

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803.734.3144
brucebannister@schouse.gov

From:	McGill, Jenny
To:	Nicholson, Thomas
Subject:	Fwd: [External] RE: Call this week?
Date:	Friday, August 16, 2024 11:43:08 AM
Attachments:	LeaseStatusReport-2009.pdf

Get Outlook for iOS

From: Rick Harmon <RickHarmon@scsenate.gov>
Sent: Thursday, August 15, 2024 7:59:50 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: Call this week?

Jenny –

The attached list is the last report I had from my days at the Treasurer's Office, but dates back to 2009. Nevertheless, it is indicative of the agencies and amounts we had outstanding back then. If you need a more current list, call Jackie Hipes in the State Treasurer's Office and I'm sure she can get you something like this. Her contact information from the Treasurer's website is:

Jackie D. Hipes
Interim Director of Debt Management
803.734.1391
jackie.hipes@sto.sc.gov

I'd contact her anyway to touch base and let her know something is coming when you are ready.

While approvals are not automatic, I don't know of any instance of an equipment and software proposal being declined.

Hope that's helpful.

Let me know if you need anything else.

Rick

Rick Harmon
Director of Research
Joint Bond Review Committee
312 Gressette Senate Office Building
Capitol Complex
Columbia, South Carolina 29201

Office 803-212-6682 **Mobile** [redacted]
Email RickHarmon@SCSenate.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, August 14, 2024 12:06 PM
To: Rick Harmon <RickHarmon@scsenate.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: [External] RE: Call this week?

Thanks, Rick. We definitely understand, and if it's easier to respond by email, the main questions we have are:

1. What other agencies have used the master lease program and what are their loan amounts?
2. If we submit the application to the master lease program, is it automatically approved?

Thanks!

Jenny

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201 P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 | Cell: [redacted] | Website: scVOTES.gov

---

From: Rick Harmon <RickHarmon@scsenate.gov>
Sent: Wednesday, August 14, 2024 8:48 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>
Subject: [External] RE: Call this week?

I am swamped this week and early next week preparing for next week's JBRC meeting.

I'll try to respond sometime later today – I should have some time available this week, I'm just not exactly sure when.

I'll be in touch.

R

Rick Harmon
Director of Research
Joint Bond Review Committee

312 Gressette Senate Office Building
Capitol Complex
Columbia, South Carolina 29201

Office 803-212-6682 **Mobile** [redacted]
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Cc: Knapp, Howard <hknapp@elections.sc.gov>
Subject: Call this week?

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Get Outlook for iOS

From:	McGill, Jenny
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Subject:	Fwd: [External] RE: Call this week?
Date:	Friday, August 16, 2024 11:42:15 AM
Attachments:	LeaseStatusReport-2009.pdf

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From:	Knapp, Howard
To:	Nicholson, Thomas; McGill, Jenny
Subject:	RE: State Election Commission Follow Up
Date:	Thursday, August 15, 2024 11:36:40 AM
Attachments:	image006.png image007.png image008.png

I'm sure just based on what I've personally seen from my time in the budget office. This isn't even an exhaustive list of current loan holders.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, August 15, 2024 11:33 AM
To: Knapp, Howard <hknapp@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>
Subject: RE: State Election Commission Follow Up

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Thomas W. Nicholson
General Counsel

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1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: Knapp, Howard <hknapp@elections.sc.gov>
Sent: Thursday, August 15, 2024 11:07 AM
To: Nicholson, Thomas <tnicholson@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>
Subject: RE: State Election Commission Follow Up

This also just a current snapshot—this doesn't include existing loans any of these entities (or others) have signed in the last few years.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, August 15, 2024 11:02 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: State Election Commission Follow Up

ES&S proposal would be one of the higher loan amounts, but not the highest.

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From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, August 15, 2024 10:53 AM
To: Knapp, Howard <hknapp@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: Fwd: State Election Commission Follow Up

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From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 15, 2024 10:50:58 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Kelly, Shelly <Shelly.Kelly@sto.sc.gov>
Subject: RE: State Election Commission Follow Up

Hi Jenny,

I've attached a list of agencies who have used the Master Lease Program in the last few years and have included the amount financed as well as the purpose.

Please let me know if you have any questions or need anything further.

We are looking forward to working with you and excited that the State Treasurer's Office may be able to assist The SC Election Commission in the purchase of election equipment.

Kind Regards,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, August 15, 2024 9:43 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: State Election Commission Follow Up

Hi Jackie,

Thank you so much for giving me a call this morning. My contact information is in my signature below.

Our Commission is meeting next Wednesday to decide whether not to approve moving forward with a Master Lease Program financing request for election equipment. Before that meeting, it would be helpful to have a list of agencies that have used the Master Lease Program in the last 3-5 years, what their loans were for, and how much they financed to share with our Commission. Any information you could provide would be much appreciated!

Thank you again,

Jenny McGill
Director of Government Affairs & Policy

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P.O. Box 5987, Columbia, SC 29250
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From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, August 15, 2024 10:53 AM
To: Knapp, Howard <hknapp@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: Fwd: State Election Commission Follow Up

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Sent: Thursday, August 15, 2024 10:50:58 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Kelly, Shelly <Shelly.Kelly@sto.sc.gov>
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From:	Knapp, Howard
To:	Nicholson, Thomas; McGill, Jenny
Subject:	RE: State Election Commission Follow Up
Date:	Thursday, August 15, 2024 11:36:00 AM
Attachments:	image006.png image007.png image008.png

I'm sure just based on what I've personally seen from my time in the budget office. This isn't even an exhaustive list of current loan holders.

From: Nicholson, Thomas <tnicholson@elections.sc.gov>
Sent: Thursday, August 15, 2024 11:33 AM
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From: Nicholson, Thomas
To: Knapp, Howard; McGill, Jenny
Subject: RE: State Election Commission Follow Up
Date: Thursday, August 15, 2024 11:32:41 AM
Attachments: image002.png
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image004.png

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From: Knapp, Howard
To: Nicholson, Thomas; McGill, Jenny
Subject: RE: State Election Commission Follow Up
Date: Thursday, August 15, 2024 11:06:59 AM
Attachments: image006.png
image007.png
image008.png

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Kind Regards,

Jackie D. Hipes | Director Debt Management Division
South Carolina Office of State Treasurer
1200 Senate Street, Suite 214
Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, August 15, 2024 9:43 AM
To: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Subject: State Election Commission Follow Up

Hi Jackie,

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Thank you again,

Jenny McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Fax:** 803-734-9366 **| Website:** scVOTES.gov

From: Nicholson, Thomas
To: McGill, Jenny; Knapp, Howard
Subject: RE: State Election Commission Follow Up
Date: Thursday, August 15, 2024 11:02:05 AM
Attachments: image002.png
image003.png
image004.png

ES&S proposal would be one of the higher loan amounts, but not the highest.

Thomas W. Nicholson
General Counsel

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9063
Fax: 803.734.9366

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Thursday, August 15, 2024 10:53 AM
To: Knapp, Howard <hknapp@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>
Subject: Fwd: State Election Commission Follow Up

Get Outlook for iOS

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Thursday, August 15, 2024 10:50:58 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Kelly, Shelly <Shelly.Kelly@sto.sc.gov>
Subject: RE: State Election Commission Follow Up

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From:	McGill, Jenny
To:	Knapp, Howard; Nicholson, Thomas
Subject:	Fwd: State Election Commission Follow Up
Date:	Thursday, August 15, 2024 10:52:51 AM
Attachments:	Master Lease-List of Agencies-Financed Amounts.xlsx image009.png image010.png image011.png image002.png image003.png image004.png

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From:	McGill, Jenny
To:	Knapp, Howard; Nicholson, Thomas
Subject:	Fwd: State Election Commission Follow Up
Date:	Thursday, August 15, 2024 10:52:49 AM
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From:	McGill, Jenny
To:	Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn
Subject:	State Master Lease Program - Authority
Date:	Wednesday, August 14, 2024 12:19:14 PM
Attachments:	master-lease-application-july-2024.pdf Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf

Thomas,

Howie wants to have some talking points related to the statutory authority that the agency has to enter into a master lease agreement. I am attaching the master lease program form that we would have to fill out if the commission approves it. I am also attaching the memo from Rick Harmon that outlines the financing options. Page 3 of the memo outlines the following:

Statutory Authority; Approval Requirements
Section 7-3-20(D)(9) of the South Carolina Code provides that the Executive Director of the State Election Commission shall purchase, lease, or contract for the use of such equipment as may be necessary
to properly execute the duties of his office, subject to the approval of the State Election Commission.

Section 1-1-1020 of the South Carolina Code authorizes the Office of State Treasurer to provide financing
arrangements under the master lease program on behalf of boards, commissions, institutions, and agencies
of state government for the purpose of renting, leasing, or purchasing office equipment, telecommunications equipment, energy conservation equipment, medical equipment, data processing equipment, and related software in accordance with procurement statutes and regulations.

No further approvals are required for the Elections Commission to undertake a financing pursuant to either of these statutory provisions.

Can you take a look at these documents and come up with some talking points? And also confirm that you agree with the statutory authority.

Thanks!

Jenny

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Cc:	Knapp, Howard; Chavis, Madelyn
Subject:	State Master Lease Program - Authority
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From:	McGill, Jenny
To:	Nicholson, Thomas
Cc:	Knapp, Howard; Chavis, Madelyn
Subject:	State Master Lease Program - Authority
Date:	Wednesday, August 14, 2024 12:16:00 PM
Attachments:	master-lease-application-july-2024.pdf Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf

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From: McGill, Jenny
To: Rick Harmon
Cc: Knapp, Howard
Subject: RE: [External] RE: Call this week?
Date: Wednesday, August 14, 2024 12:06:30 PM

Thanks, Rick. We definitely understand, and if it's easier to respond by email, the main questions we have are:

1. What other agencies have used the master lease program and what are their loan amounts?
2. If we submit the application to the master lease program, is it automatically approved?

Thanks!

Jenny

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201 P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 | Cell: [redacted] | Website: scVOTES.gov

---

From: Rick Harmon <RickHarmon@scsenate.gov>
Sent: Wednesday, August 14, 2024 8:48 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>
Subject: [External] RE: Call this week?

I am swamped this week and early next week preparing for next week's JBRC meeting.

I'll try to respond sometime later today – I should have some time available this week, I'm just not exactly sure when.

I'll be in touch.

R

Rick Harmon
Director of Research
Joint Bond Review Committee
312 Gressette Senate Office Building
Capitol Complex
Columbia, South Carolina 29201

Office 803-212-6682 **Mobile** [redacted]

Email RickHarmon@SCSenate.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Tuesday, August 13, 2024 8:25 PM
To: Rick Harmon <RickHarmon@scsenate.gov>
Cc: Knapp, Howard <hknapp@elections.sc.gov>
Subject: Call this week?

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Thank you so much!

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Get Outlook for iOS

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From: McGill, Jenny
To: Nicholson, Thomas
Subject: FW: [External] RE: Call this week?
Date: Wednesday, August 14, 2024 10:32:45 AM

I reached out to Rick about getting on a call this week. He's going to let me know when he can talk.

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From: Chavis, Madelyn
To: Salonich, Paige
Subject: FW: [External] RE: Updated Voting Equipment Proposal for Consideration
Date: Tuesday, August 13, 2024 12:26:22 PM

Madelyn Chavis
Senior Paralegal

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, SC 29201
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Office: 803.734.0145
Fax: 803.734.9366

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Sent: Monday, August 12, 2024 8:43 PM
To: Knapp, Howard <hknapp@elections.sc.gov>
Cc: Scott Moseley <[redacted]@irmoins.com>; Cliff Edler <[redacted]@yahoo.com>; Linda McCall <[redacted]@gmail.com>; [redacted]@yahoo.com; Harrell, Elizabeth <EHarrell@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>
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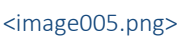

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From: Dennis Shedd
To: Knapp, Howard
Cc: Scott Moseley; Cliff Edler; Linda McCall; [redacted]@yahoo.com; Harrell, Elizabeth; McGill, Jenny; Nicholson, Thomas; Chavis, Madelyn
Subject: Re: [External] RE: Updated Voting Equipment Proposal for Consideration
Date: Monday, August 12, 2024 8:43:09 PM

It appears to me that the additional assistance from the vendor simply adds another $6,000,000 to their bid. I'm not enamored with that; I wanted more voting machines under the original proposal. Further, it is still not clear to me who is ultimately obligated under the contract—is the Commission or the state of South Carolina? Additionally, I would want appropriate State Senate and House Leadership (and not simply staffers) to tell us they are supportive of this contract. To this date, their actions suggest otherwise.
Sent from my iPhone

> On Aug 12, 2024, at 6:06 PM, Knapp, Howard <hknapp@elections.sc.gov> wrote:
>
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>
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<image001.png>

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Date:	Monday, August 12, 2024 6:06:04 PM
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From: Knapp, Howard <hknapp@elections.sc.gov>
Sent: Monday, August 12, 2024 4:59 PM
To: [redacted]@sc.rr.com; Cliff Edler [redacted]@yahoo.com>; Scott Moseley [redacted]@irmoins.com>; Linda McCall [redacted]@gmail.com>; [redacted]@yahoo.com
Cc: Harrell, Elizabeth <EHarrell@elections.sc.gov>; McGill, Jenny <jmcgill@elections.sc.gov>; Nicholson, Thomas <tnicholson@elections.sc.gov>; Chavis, Madelyn <mchavis@elections.sc.gov>
Subject: Updated Voting Equipment Proposal for Consideration

Good afternoon, Commissioners,

As Chairman Shedd mentioned in the last Commission meeting, I have received an updated proposal from Election Systems and Software ("ES&S") regarding the statewide voting equipment upgrade.

While I have attached the new proposal, there are two major areas it addresses that I want to bring to your attention. First, it includes additional equipment for the seven largest counties in the state to help address the concern of longer lines on election day. The proposal also includes two types of equipment that will drastically speed up election results reporting; 16GB memory sticks for each scanner (which hold more memory and are faster and more efficient than our existing memory sticks) and second, ES&S would replace all of the workstations in each county. These workstations transfer the election results from the counties to the SEC on election night and having the newest workstations available would ensure the fastest reporting possible.

I have also received a prospective schedule of delivery that would ensure all the new equipment is delivered and operational in September, which is a month before early voting starts in October.

Please let me know if the Commission is available to meet (either in person or telephonically) Friday afternoon to discuss and vote on the new proposal.

All the best,
Howie

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
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From: McGill, Jenny
To: Matt Sweeney
Subject: RE: [External] Lease agreement with ES&S?
Date: Monday, July 22, 2024 11:56:00 AM
Attachments: 07_11_2024 SEC Minutes.pdf

Hi Matt,

I have been in and out of meetings the last couple of days, but wanted to get a response to you. The commission voted to take no action on the proposal for the lease agreement. I am attaching the minutes from that meeting.

Thanks,

Jenny

From: Matt Sweeney [redacted]@protonmail.com>
Sent: Friday, July 19, 2024 2:55 PM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Subject: [External] Lease agreement with ES&S?

Dear Jenny,

I understand that a proposal recently went before the SEC board to lease all the equipment the SEC had included in their $25 million capital expense budget line item. The proposed lease agreement included DS300 scanners for statewide deployment, as well as EPB/BMD equipment for Beaufort County and the other three counties who added precincts in 2024.

Word has it that the SEC board voted against the lease agreement.

Would you please give me a call when you have an opportunity? I assume that Howie and your team were involved in the lease proposal, and I'd like to understand if and how my board in Beaufort County can support any revised efforts. As you know, we are a unique component of the equipment requested, since we added about 30% additional precincts (31 of them) in 2024, and are in need of EPB/BMD/scanner equipment to support them.

I'm available for your call any time.

Thanks,
Matt

Matthew J. Sweeney
[redacted]@protonmail.com
mobile: [redacted]

From:	McGill, Jenny
To:	Dennis Shedd; [redacted]@yahoo.com; Linda McCall; [redacted]@irmoins.com; [redacted]@yahoo.com
Cc:	Knapp, Howard; Nicholson, Thomas; Chavis, Madelyn
Subject:	Reminder and Information for SEC Commission meeting tomorrow at 10 a.m.
Date:	Tuesday, July 16, 2024 11:50:36 AM
Attachments:	image001.png image002.png image003.png SEC Agenda 07.17.24.pdf 6.14.2024 SBC Minutes.pdf 6.28.2024 SBC Minutes.pdf 07_11_2024 SEC Minutes.pdf ESS EVS Software 6.3.0.0 Examination Report.pdf image007.png image008.png image009.png

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It is my understanding that everyone will be calling into the meeting tomorrow. If you are planning to attend in person, could you please let me know so we can plan accordingly?

- **Dial In Number: [redacted]; Conference ID: [redacted]**

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1. Agenda for tomorrow's meeting
2. Minutes from the June 14, 2024, State Board of Canvassers Meeting
3. Minutes from the June 28, 2024, State Board of Canvassers Meeting
4. Minutes from the July 11, 2024, State Election Commission Meeting
5. Report regarding the System Upgrade to ES&S's Electionware software, Version 6.3.3.0

Please let me know if you have any questions or concerns.

Thank you!

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Cell:** [redacted] **| Website:** scVOTES.gov

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Cc:	Knapp, Howard; Nicholson, Thomas; Chavis, Madelyn
Subject:	Reminder and Information for SEC Commission meeting tomorrow at 10 a.m.
Date:	Tuesday, July 16, 2024 11:50:35 AM
Attachments:	image001.png image002.png image003.png SEC Agenda 07.17.24.pdf 6.14.2024 SBC Minutes.pdf 6.28.2024 SBC Minutes.pdf 07_11_2024 SEC Minutes.pdf ESS EVS Software 6.3.0.0 Examination Report.pdf image007.png image008.png image009.png

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Cc:	Knapp, Howard; Nicholson, Thomas; Chavis, Madelyn
Bcc:	McGill, Jenny
Subject:	Reminder and Information for SEC Commission meeting tomorrow at 10 a.m.
Date:	Tuesday, July 16, 2024 11:49:00 AM
Attachments:	image001.png image002.png image003.png SEC Agenda 07.17.24.pdf 6.14.2024 SBC Minutes.pdf 6.28.2024 SBC Minutes.pdf 07_11_2024 SEC Minutes.pdf ESS EVS Software 6.3.0.0 Examination Report.pdf image007.png image008.png image009.png

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Phone: 803.734.4139 **| Cell:** [redacted] **| Website:** scVOTES.gov

From: McGill, Jenny
To: Knapp, Howard
Subject: master lease program application
Date: Thursday, July 11, 2024 11:46:42 AM
Attachments: master-lease-application.pdf

They have the application on the Treasurer's website. I've attached it.

From: McGill, Jenny
To: Knapp, Howard
Subject: master lease program application
Date: Thursday, July 11, 2024 11:44:00 AM
Attachments: master-lease-application.pdf

They have the application on the Treasurer's website. I've attached it.

From:	McGill, Jenny
To:	Dennis Shedd; [redacted]@yahoo.com; Linda McCall; [redacted]@yahoo.com; [redacted]@irmoins.com
Cc:	Knapp, Howard; Chavis, Madelyn; Nicholson, Thomas
Subject:	Reminder SEC Commission meeting tomorrow at 2 p.m. via teleconference
Date:	Wednesday, July 10, 2024 2:07:43 PM
Attachments:	image001.png image002.png image003.png SEC Agenda 7.11.2024.pdf Statewide Voting System Upgrade Option.msg image004.png image005.png image006.png

---

Hello Everyone,

This is a reminder that the SEC Commission will meet via teleconference at 2 p.m. tomorrow (Thursday, July 11th). For your convenience, I am attaching the agenda and Howie's email to the commissioners regarding the statewide voting system upgrade option, dated July 3, 2024.

Please use the below conference call number to dial in to the meeting tomorrow:
Dial In Number: [redacted]
Conference ID: [redacted]

If you have any questions or concerns, please let me know.

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Director of Government Affairs & Policy

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Cc:	Knapp, Howard; Chavis, Madelyn; Nicholson, Thomas
Subject:	Reminder SEC Commission meeting tomorrow at 2 p.m. via teleconference
Date:	Wednesday, July 10, 2024 2:06:00 PM
Attachments:	image001.png image002.png image003.png SEC Agenda 7.11.2024.pdf Statewide Voting System Upgrade Option.msg image004.png image005.png image006.png

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To: [redacted]@sc.rr.com; Cliff Edler; Scott Moseley; Linda McCall; [redacted]@yahoo.com
Cc: McGill, Jenny
Subject: Statewide Voting System Upgrade Option
Date: Wednesday, July 3, 2024 1:00:05 PM
Attachments: Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf
image003.png
Senate Fin Hearing Attachment for Priority 7.pdf
State of South Carolina - 06.06.2024 (1).pdf

Commissioners,

Forgive the long email, but below is an item for the Commission's consideration.

As you may recall, after the agency's budget hearing before the House Ways and Means Committee, but before the hearing before the Senate Finance Committee, I was approached by our statewide voting system vendor, ES&S, about replacing all precinct ballot scanners (the DS200s) with the newer scanner with audit capabilities (the DS300). The company had also been approached by some counties that need additional voting equipment.

The total cost for the company to come to South Carolina and swap out/buy back all our existing DS200s with DS300s (including the price of the additional equipment) is $24.5M. The attachment titled "State of South Carolina – 06.06.2024" outlines all the costs associated with this transaction.

The biggest difference between the DS200 and the DS300 is shown in attachment "Senate Fin Hearing Attachment for Priority 7." The DS300 tabulators print an audit number on every single ballot as that ballot is scanned at the polling place. While the SEC currently manages the hand-count audits in every county after each state level election, this audit number allows our agency to conduct Risk Limiting Audits in each election and pull a report showing that each ballot was scanned and that each individual vote on each ballot was counted.

The Senate's budget funded half of the cost of this at $12.5M and the House of Representatives countered at $1. The budget conference committee took the House number, and the project was not funded. During budget negotiations, several members of the Senate leadership expressed a strong desire to have this system in place for the November 2024 election, as they felt it would add a layer of confidence for voters. That was when Senate leadership asked Senate staff to draft the attached memo "Briefing Memorandum – Voting System Upgrade – 2024 June 11." To summarize the memo, there is a mechanism by which the state could purchase this equipment through a lease to purchase option where the state would pay back the total cost within three fiscal years. This is under two assumptions: 1) the General Assembly does not fund the total purchase in the budget this year (which it did not) and 2) the General Assembly chooses to appropriate money for the purchase after we already get the new equipment. I will say that this is not an unusual arrangement and is a funding mechanism used by other state agencies for similarly sized projects.

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From:	Knapp, Howard
To:	[redacted]@sc.rr.com; Cliff Edler; Scott Moseley; Linda McCall; [redacted]@yahoo.com
Cc:	Wooten, Jenny
Subject:	Statewide Voting System Upgrade Option
Date:	Wednesday, July 3, 2024 1:00:05 PM
Attachments:	Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf image003.png Senate Fin Hearing Attachment for Priority 7.pdf State of South Carolina - 06.06.2024 (1).pdf

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Date: Wednesday, July 3, 2024 12:59:00 PM
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image003.png
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holding the meeting next week due to the timing of the possible implementation.

Please reply with whether you are open to a meeting next week and, if so, what days/times work best for you. Please also feel free to call if you have any questions.

All the best,
Howie

Howard M. Knapp, J.D., CERA
Executive Director

South Carolina State Election Commission
1122 Lady St., 5th Floor, Columbia, S.C. 29201
P.O. Box 5987, Columbia, S.C. 29250
Office: 803.734.9060
Fax: 803.734.9366
scVOTES.gov

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From:	Knapp, Howard
To:	McGill, Jenny
Subject:	FW: [External] FW: Election Commission
Date:	Monday, June 17, 2024 12:34:10 PM
Attachments:	Briefing Memorandum - Voting System Upgrade - 2024 Jun 11.pdf

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From: Rick Harmon <RickHarmon@scsenate.gov>
Sent: Monday, June 17, 2024 12:32 PM
To: Knapp, Howard <hknapp@elections.sc.gov>
Subject: [External] FW: Election Commission

Rick Harmon
Director of Research
Joint Bond Review Committee
312 Gressette Senate Office Building
Capitol Complex
Columbia, South Carolina 29201

Office 803-212-6682 **Mobile** [redacted]
Email RickHarmon@SCSenate.gov

From: Rick Harmon
Sent: Thursday, June 13, 2024 7:48 AM
To: Knapp, Howard <hknapp@elections.sc.gov>
Subject: Fwd: Election Commission

Attached is the analysis for alternative funding.

Let me know if you have any questions.

Begin forwarded message:

> **From:** Rick Harmon <rickharmon@scsenate.gov>
> **Date:** June 12, 2024 at 8:59:00 AM EDT
> **To:** Quentin Hawkins <QHawkins@scsenate.gov>
> **Cc:** Jake Scoggins <JakeScoggins@scsenate.gov>, Jessica Wigington <JessicaWigington@scsenate.gov>, Morgan O'Donnell <MorganODonnell@scsenate.gov>
> **Subject: RE: Election Commission**
>
> Final version attached.

From: Rick Harmon

Sent: Wednesday, June 12, 2024 1:27 AM
To: Quentin Hawkins <QHawkins@scsenate.gov>
Subject: Election Commission

I need to proof this again tomorrow, but wanted you to have this as you enter into negotiations tomorrow.

If the $12.5 million is not going to survive the conference committee, then I suggest a 3-year master lease to finance the software acquisition.

Annual payments will be about $8.873 million, and the first payment can be delayed until FY 2025-26. The payments will have to be made from recurring funds on the line.

It can be structured to include a pre-payment in the event an appropriation is made available next or any subsequent year.

Howie has the authority to do this under the Election Commission statute, subject to approval of the Election Commission – no further approvals are required from JBRC or SFAA.

Hope this gives you some flexibility and relief.

Rick

Rick Harmon
Director of Research
Joint Bond Review Committee
312 Gressette Senate Office Building
Capitol Complex
Columbia, South Carolina 29201

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Rick

Rick Harmon
Director of Research
Joint Bond Review Committee
312 Gressette Senate Office Building
Capitol Complex
Columbia, South Carolina 29201

Office 803-212-6682 **Mobile** [redacted]
Email RickHarmon@SCSenate.gov

From:	Williams, LaToria
To:	Hairston, Jennifer
Subject:	FW: Request for Reimbursement - Draw down form on loan
Date:	Wednesday, November 6, 2024 2:58:00 PM
Attachments:	image006.png image001.png

FYI

From: Johnson, Kathy <kjohnson@cg.sc.gov>
Sent: Monday, November 4, 2024 9:56 AM
To: Williams, LaToria <lwilliams@elections.sc.gov>
Subject: RE: Request for Reimbursement - Draw down form on loan

Good morning Latoria,

We have some agency guidance posted on our website related to master lease accounting you can take a look at:

https://cg.sc.gov/guidance-and-forms-state-agencies/cgs-accounting-policies-and-procedures

And this is a high level summary of the major steps involved for master leases:

1. **STO Receives Cash from Loan Closing**

   DR E160 Cash – Fund 41W18000 – E280 MASTER LEASE PROC - ELEC EQUIP 24
   CR E160 Liability G/L 2090030000 – MASTER LEASE PROGRAM, Fund 41W18000

2. **Agency Requests Cash Draw from STO to Pay Vendor Invoices**

   DR E160 Liability G/L 2090030000 – MASTER LEASE PROGRAM, Fund 41W18000
   CR E160 Cash

   DR E280 Cash

CR E280 Revenue G/L 4600060000 – MASTER LEASE PROCEEDS, Fund 46N10000 – MASTER LEASE PROCEEDS - GOVERNMENTAL 001 (NOTE: E280 already has access to this fund)

3. **Agency pays vendor via direct pay (PO is not required under master lease financing arrangements)**

   DR E280 Expense G/L 5060999996* – MASTER LEASE ASSET CONTRA, Fund 46N10000 – MASTER LEASE PROCEEDS - GOVERNMENTAL 001
   CR E280 Cash

   ** this G/L is statistical meaning it does not consume budget*

4. **Agency records assets via ABZON in the governmental fund that will ultimately be used to pay the debt /loan payments** (using fund 10010000 as an example)

   DR E280 Asset G/L 1801XXXXXX – Fixed Asset, Fund 10010000
   CR E280 G/L 5060999996* – MASTER LEASE ASSET CONTRA, Fund 10010000

   ** same G/L as above that does not consume budget*

5. **Agency makes loan payments – *using the governmental fund where the budget and cash are located*** (this step consumes budget)

   DR E280 Principle G/L 5080030000 – PRINCIPAL-MASTER LEASE PGM (consumes 508* budget), Fund 10010000
   DR E280 G/L 5080150000 – INTEREST-MASTER LEASE PROGRAM, Fund 10010000
   CR E280 Cash

As noted above, E280 already has access to the fund that should be used to receive the master lease draws and to pay the vendor for the equipment: fund 46N10000. Agencies utilizing master leases is not that common so I'm not sure if most would create a new functional area and/or cost center. That will likely depend on the source of funding that will be used for the eventual consumption of budget as the loan payments are recorded.

Please let me know if you have any questions or I'd be happy to discuss further.

Best regards,

Kathy J. Johnson, CPA | Director of Statewide Accounting
South Carolina Comptroller General's Office
305 Wade Hampton Building | Capital Complex, Columbia, SC 29201
Direct • 803-734-2608 | Office • 803-734-2121
Email • kjohnson@cg.sc.gov | Web • www.cg.sc.gov

From: Williams, LaToria <lwilliams@elections.sc.gov>
Sent: Friday, November 1, 2024 12:03 PM
To: Johnson, Kathy <kjohnson@cg.sc.gov>
Subject: FW: Request for Reimbursement - Draw down form on loan

Good afternoon, Kathy.

Will we need to set up a new fund, cost center, and functional area to receive these funds? I'm not familiar with how the master lease program works, so any guidance you could provide would be greatly appreciated.

Thank you,

LaToria Williams, CPM

Director of Administration and Finance

SOUTH CAROLINA
ELECTION COMMISSION

1122 Lady St, Suite 500, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.9069 **|** Fax: 803.734.9366
Website: scvotes.gov

every vote matters.
every vote counts.

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From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, October 30, 2024 12:00 PM
To: Williams, LaToria <lwilliams@elections.sc.gov>
Subject: FW: Request for Reimbursement - Draw down form on loan

---

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>
Sent: Wednesday, October 30, 2024 11:59 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>;

O'Brien, Kevin <Kevin.O'Brien@sto.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: RE: Request for Reimbursement - Draw down form on loan

Hi Jenny,

I'm currently in a meeting but see that you had called me. The STO will enter a transfer in SCEIS from the proceeds subfund to a holding fund set up for E280 (46N10000). You will, then, transfer the funds out of E280 46N10000 to any E280 fund that you need to.

We'll send an email to you to let you know when the transfer has been made.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Treasurer's Office
1200 Senate Street, Suite 214
Wade Hampton Bldg., Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: McGill, Jenny <jmcgill@elections.sc.gov>
Sent: Wednesday, October 30, 2024 10:24 AM
To: Morris, Margaret M (she/her/hers) <Margaret.Morris@td.com>; Steven.Nelson2@TD.com
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; O'Brien, Kevin <Kevin.O'Brien@sto.sc.gov>; Hipes, Jackie <Jackie.Hipes@sto.sc.gov>; Knapp, Howard <hknapp@elections.sc.gov>
Subject: Request for Reimbursement - Draw down form on loan

Good morning,

Attached you will find the signed Reimbursement Request No 2 from the State Election Commission. Please let me know if you need anything else.

Thank you,

Jenny Wooten McGill
Director of Government Affairs & Policy

South Carolina Election Commission
1122 Lady St, 5th Floor, Columbia, SC 29201
P.O. Box 5987, Columbia, SC 29250
Phone: 803.734.4139 **| Cell:** [redacted] **| Website:** scVOTES.gov

---

From: Hipes, Jackie <Jackie.Hipes@sto.sc.gov>

Sent: Tuesday, October 29, 2024 9:49 AM
To: McGill, Jenny <jmcgill@elections.sc.gov>
Cc: Nicholson, Thomas <tnicholson@elections.sc.gov>; Graham, Angie <angie.graham@sto.sc.gov>; O'Brien, Kevin <Kevin.O'Brien@sto.sc.gov>
Subject: FW: [External] RE: Draw down form on loan [IMAN-MNDOCUMENTS.FID222193]

Jenny,

Please see the attached draw form and instructions below. When you send the draw request to the bank, copy me, Angie, and Kevin O'Brien (copied). When the bank approves, they usually reply all to the entire group. This way we will know to process the draw.

Let me know if you have any other questions.

Thanks,

Jackie D. Hipes | Director Debt Management Division
South Carolina Treasurer's Office
1200 Senate Street, Suite 214
Wade Hampton Bldg., Columbia, SC 29201
803-734-1391 | jackie.hipes@sto.sc.gov

From: Catalano, John
To: akenmore@scdailygazette.com
Subject: Following Up
Date: Tuesday, September 17, 2024 4:44:00 PM
Attachments: image001.png
image002.png
image003.png
image004.png
image005.png
image006.png
image007.png
image008.png
image009.png
SCEC 2024 Research - Election Integrity and Safety V5.pdf

- Complete survey (attached).
- Total number of DS300 scanners – 3,240 scanners statewide.
- We are acquiring the funds through the State Treasurer's Office Master Lease Program. The total cost of the upgrade is approximately $28.8 million.

John Michael Catalano
Public Information Officer
South Carolina State Election Commission
#PrepForThePolls | #NoExcuseSC

803-734-9060
jcatalano@elections.sc.gov
www.scvotes.gov
1122 Lady St., Columbia, SC 29201

SOUTH CAROLINA ELECTION COMMISSION