



ST. CROIX 116 King Street, Frederiksted, VI 00840
(340) 773-6499 FAX (340) 773-7701

ST. THOMAS 8000 Nisky Shopping Center, Suite 620, St. Thomas, VI 00802
(340) 714-1700 FAX (340) 777-1103

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**GOVERNMENT OF THE VIRGIN ISLANDS OF THE UNITED STATES
ECONOMIC DEVELOPMENT COMMISSION**

CERTIFICATE

**PLESSEN HEALTHCARE, LLC
(Beneficiary)**

Pursuant to the authority vested in me as Chairman of the Virgin Islands Economic Development Commission ("VIEDC" or "Commission") by V.I. CODE ANN. tit. 29, chapter 12 and in the name of the Government of the Virgin Islands of the United States, I do hereby issue this Certificate ("Certificate") to **Plessen Healthcare, LLC** ("Beneficiary"), whose application for tax incentive benefits pursuant to 29 V.I.C. § 713a(b)(2) was accepted as complete on May 9, 2018 and approved by the VIEDC on November 26, 2018¹. The Commission finds that Beneficiary is a "new" entity for tax incentives pursuant to VIEDC Rules and Regulations 715-3. The grant of tax incentive benefits hereinafter described is for Beneficiary, or any successors approved by the Commission, to own and operate a Category III healthcare facility, an ambulatory surgical center ("ASC") on St. Croix, providing the infrastructure for comprehensive outpatient surgical services, internal medicine services, and medical tourism services, as well as back office services.

Plessen established two (2) wholly-owned, disregarded subsidiaries: 1) **Plessen Eye, LLC**, which will operate an ASC on St. Croix; and 2) **Plessen Management Services, LLC**, which will be the management division of Plessen providing management and administrative services.

Beneficiary may form additional disregarded subsidiaries pursuant to 29 V.I.C. § 714(c), through which it will carry out its business activities.

This Certificate is subject to the acceptance of and full compliance by Beneficiary with the following standard and special provisions and the timely performance and observance of same by Beneficiary:

I. Beneficiary shall invest a minimum of One Hundred Thousand Dollars² (\$100,000.00) in the benefited business commencing within one (1) year of commencement of tax incentives and completed within two (2) years thereafter.

II. Beneficiary shall employ a minimum of 14 full-time employees, excluding owners, within one (1) year of the date the VIEDC Chairman signs its certificate, or within one (1) year of commencement of tax incentives, whichever is later.

¹ The Decision Meeting held on November 8, 2018 was continued to November 26, 2018.

² "Dollars" refer to the currency of the United States of America.

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During the period of tax incentive benefits, Applicant/Beneficiary shall comply with the requirement that at least eighty percent (80%) of all persons it employs shall be U.S. Virgin Islands residents as defined in V.I. CODE ANN. tit. 29, § 703(e) and not less than twenty percent (20%) of management, supervisory and/or technical positions shall be held by residents of the U.S. Virgin Islands pursuant to 29 V.I.C. § 710(a).

III. The following standard provisions shall apply:

1. Beneficiary shall contribute Two Thousand Five Hundred Dollars (\$2,500.00) annually to the Department of Labor, to be managed in collaboration with the Virgin Islands Economic Development Authority ("USVIEDA"), for the creation, development, management, and maintenance of a database designed to recruit Virgin Islanders living abroad who desire to move back to the U.S. Virgin Islands pursuant to Act No. 7301, October 27, 2011, § 5(a), p. 7, V.I. Sess. Laws (2011), p. ---.
2. Beneficiary shall notify the Virgin Islands Employment Service³ as to the availability of employment by it or its subcontractors, the number of employees required, the occupational classification of such workers, and the applicable wage rate in accordance with 29 V.I.C. § 708(k).
3. Beneficiary shall pay a minimum of Three Thousand Dollars (\$3,000.00) annually to the Virgin Islands Board of Education to be placed in the Territorial Scholarship Fund pursuant to 29 V.I.C. § 708(m) to be used in accordance with the purpose of said fund as set forth in 17 V.I.C. § 171.
4. Beneficiary shall submit plans for, and comply with, a management training program as approved by VIEDC in accordance with 29 V.I.C. § 708(n).
5. Beneficiary shall provide its employees with additional leave from work, other than time applied to their annual leave, to participate and represent the U.S. Virgin Islands in athletic and sporting events in accordance with 29 V.I.C. § 708(p).

³ See 24 V.I.C. § 153 (providing that the Virgin Islands Employment Service is a division of the V.I. Employment Security Agency, which is a division of the Virgin Islands Department of Labor); see also 3 V.I.C. § 355(a) (transferring the Virgin Islands Security Agency from the Office of the Governor to the Virgin Islands Department of Labor).

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6. Beneficiary shall provide its employees with school-age children two (2) hours leave monthly to attend school-related events, including parent-teacher conferences in accordance with Act No. 6124, Oct. 3, 1996, § 1(g), V.I. Sess. Laws (1996), p. 122, *amended by* Act No. 6246, Jul. 30, 1998, § 8, V.I. Sess. Laws (1998), p. ---.
7. Beneficiary shall establish and maintain a Donated Leave Program similar to the program established under 3 V.I.C. § 583b and in accordance with 29 V.I.C. § 708(s).
8. Beneficiary shall require all contractors to purchase insurance from resident insurance companies, agents, or brokers licensed to operate in the U.S. Virgin Islands in accordance with 29 V.I.C. § 708(r).
9. In accordance with and subject to 29 V.I.C. § 708(h) and applicable rules and regulations of VIEDC with regard to the Eligible Supplier Program, Beneficiary shall purchase all goods and services from U.S. Virgin Islands entities duly licensed and in good standing under the laws of the U.S. Virgin Islands, as available, to the greatest extent possible.
10. Beneficiary shall maintain payroll accounts, from which local employees are paid, in a bank licensed and conducting business in the U.S. Virgin Islands, in compliance with Act No. 5768, Jan. 28, 1992, § 8, p. 10, V.I. Sess. Laws (1992), p. ---.
11. Beneficiary shall commence the active conduct of the business at a date certain, but in no event may the commencement of tax incentive benefits occur earlier than the calendar (or fiscal, if other than calendar) year that it commences activities in the Virgin Islands and no later than one year after the date of the approval of tax incentive benefits. VIEDC may extend the time for commencement of tax incentive benefits to a time certain beyond one year after the date of the Commission's approval of incentives upon good cause and a finding that the incentives would be a nullity to Beneficiary if commenced prior to one year after the date of the Commission's approval of incentives pursuant to Act No. 7651, Oct. 13, 2014, § 2(k), V.I. Sess. Laws (2014), p. ---.
12. Beneficiary shall comply with all reasonable requests including, but not limited to subpoenas during regular business hours of VIEDC from federal and local government entities.

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13. The Certificate shall be conditioned upon the performance and observance of the tax incentives contained herein within the period of time specified and upon the final determination of the Secretary of the Treasury of the United States, or his or her delegate, of Beneficiary's compliance with the requirements of the U.S. Internal Revenue Code §§ 932, 934, and 937, as amended, if applicable.
14. Beneficiary shall comply with all applicable provisions of Title 29, Chapter 12 of the Virgin Islands Code, the rules and regulations issued pursuant thereto, and all other applicable local and federal laws and regulations, including but not limited to those dealing with non-discrimination and veterans' employment rights. Beneficiary shall also comply with all federal and local laws including but not limited to laws which establish standards of ecological and environmental compatibility; with rules and regulations of the Virgin Islands Bureau of Internal Revenue, including the filing and payment of all applicable taxes owed and due, and with VIEDC rules and regulations.
15. Upon a written finding by VIEDC, after a hearing as provided in 29 V.I.C. § 722, if required, that Beneficiary has failed to observe the terms in this Certificate, or to comply with any of the time limits provided herein or otherwise provided by law, and upon such further finding that such failure is not due to an act of God, a "force majeure," or to the reliance in good faith by Beneficiary, on a false statement by a third party agent unrelated to Beneficiary, then the Certificate may be revoked, suspended or modified by VIEDC pursuant to 29 V.I.C. § 722. As provided in 29 V.I.C. § 718(b), upon failure of Beneficiary to perform or observe the provisions as required by VIEDC, the Certificate shall be deemed to be of no force and effect, and Beneficiary shall pay or refund, as the case may be, to the Government of the U.S. Virgin Islands, the amount of any tax incentives actually received under the Certificate. Upon a determination by the Secretary of the Treasury of the United States or his or her delegate that Beneficiary has not complied with applicable Internal Revenue Code sections, Beneficiary shall pay or refund, as the case may be, to the Government of the U.S. Virgin Islands, the amount of any subsidy incentives, based on income tax liability, actually received, or the amount of the reduction of income tax liability on a current basis for all the years of non-compliance.
16. If Beneficiary is found to have made false or fraudulent statements or representations or false claims for tax incentives, then pursuant to 29 V.I.C. § 725, Beneficiary shall be fined not more than Twenty-five Thousand Dollars (\$25,000.00) or imprisoned not more than two years, or both. In addition to the foregoing, any tax incentives previously

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granted by VIEDC to such Beneficiary shall be deemed automatically revoked, without necessity for the procedures established under 29 V.I.C. § 722. All taxes that were otherwise due and payable by such Beneficiary but for the tax exemption incentives granted, shall become due and payable as of the date or dates when, but for such tax exemption, they would have been due and payable, and the same shall be assessed and collected in accordance with the provisions of the applicable tax laws in force for such date or dates. Additionally, the amount or amounts of all subsidy tax incentives, based on income tax liability, actually received, shall be deemed debts due and owing to the Government of the U.S. Virgin Islands as of the date or dates when payment of subsidy was made.

17. Any new shareholders, partners, owners, members or beneficiaries added to the entity after its application has been approved may not claim tax incentives under the Economic Development Program without the prior written approval of VIEDC in accordance with 29 V.I.C. § 714(b).
18. Any Beneficiary who proposes to do business on land adjoining any beach or shoreline shall agree to grant to the Government of the U. S. Virgin Islands a perpetual easement upon and across such land to the beach or shoreline to provide free and unrestricted access thereto to the public, which easement shall be duly recorded in the Recorder of Deeds upon the granting of a certificate of economic development tax incentives. The required easement, properly executed, shall be delivered to VIEDC simultaneously with the delivery of the certificate. *See* 29 V.I.C. § 708(i).
19. Beneficiary shall comply with all Coastal Zone Management laws, rules and regulations.
20. If Beneficiary's investment pursuant to 29 V.I.C. § 708(a) is in excess of Five Hundred Thousand Dollars (\$500,000.00), Beneficiary shall employ at least two (2) individuals from the Jobs Financial Program formerly known as the Welfare to Work Program (or similar program) administered by the Virgin Islands Department of Labor and Department of Human Services pursuant to 29 V.I.C. § 708(l).
21. Beneficiary acknowledges and agrees that if any provision, or part of any provision of this certificate of tax incentive benefits is or becomes for any reason, invalid, illegal or unenforceable in any respect, the validity, illegality, and enforceability of the remaining provisions and/or parts thereof shall not be affected thereby and this certificate shall, to

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the fullest extent permitted by law, be reformed and construed as if such invalid, illegal or unenforceable provision, or part of a provision, had never been contained herein.

IV. The following special provisions shall apply:

1. Beneficiary shall contribute a minimum of Twenty-seven Thousand Dollars (\$27,000.00) annually to charitable causes in the U.S. Virgin Islands ("USVI"), with annual increases of One Thousand Dollars (\$1,000.00) thereafter. Of this amount, Five Thousand Dollars (\$5,000.00) shall be directed toward educational assistance to residents of the USVI. The remaining contribution amount shall be directed toward broad-based charitable causes including without limitation educational programs, efforts and initiatives, healthcare, children, women, family, sports, community and the arts.
2. Beneficiary shall provide its full-time employees with one hundred percent (100%) employer paid medical insurance coverage. Beneficiary shall also provide dependent coverage through the same provider paying fifty percent (50%) of dependent premiums after six (6) months of employment.
3. Beneficiary shall provide its eligible full-time employees with a minimum of Thirty Thousand Dollars (\$30,000.00) employer paid term life insurance.
4. Beneficiary shall provide its eligible employees with a defined contribution plan such as a 401(k) or similar retirement plan pursuant to 29 V.I.C. § 708(q), with employer contributing an amount equal to four percent (4%) of each employee's annual salary, regardless of whether the employee contributes.

In the event changes to the foregoing retirement plan commitment are required as a result of any federal law applicable to Beneficiary and/or its affiliate companies, Applicant/Beneficiary shall notify VIEDC and shall provide its eligible employees with no less than the economic equivalent of the foregoing retirement plan commitment, subject to review and approval by VIEDC.

5. Beneficiary shall provide its eligible employees with 15 days' paid time off annually to be used for vacation, sick leave, and personal leave.

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6. Beneficiary shall provide its employees with 12 paid holidays annually: New Year's Day, Martin Luther King, Jr. Day, Washington's Birthday, Good Friday, Carnival, Memorial Day, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day, and Christmas Day.
7. Beneficiary shall provide its eligible employees with tuition reimbursement for the completion of courses within an associate or bachelor degree pertaining to the employee's job duties or for course(s) that improve the employee's proficiency or productivity in the workplace. To be eligible for reimbursement, each employee must obtain prior written approval from his or her immediate supervisor. Applicant/Beneficiary shall reimburse each employee one hundred percent (100%) for a passing grade, to include Pass/Fail courses.
8. Beneficiary shall commit to working closely with VIEDC to bring other enterprises to the U.S. Virgin Islands and shall participate in public/private initiatives and VIEDC marketing efforts toward that end.

V. Specifically Excluded Trade or Business:

Physician fees, clinical services,⁴ retail of eyewear and eye care products, equipment, medical and surgical supplies⁵ are specifically excluded from the tax incentives. Each physician shall be required to pay full taxes to the U.S. Virgin Islands on physician fee income.

NOW, THEREFORE, after due consideration of Beneficiary's representations made both orally and in writing, and as agreed to herein pursuant to the public hearing held on August 7, 2018 and the Commission meetings on November 26, 2018 and March 28, 2019, the Commission, hereby enters into this Certificate with Beneficiary. Said Certificate grants the tax incentives provided in Appendices and Sub-Appendices A through C for an term of 30 years pursuant to 29 V.I.C. § 713a(b)(2) to commence and terminate as stated in each signed

⁴ Plessen Medical Group, LLC is a wholly owned and disregarded subsidiary of Plessen Healthcare, LLC, which will provide clinical services incidental to Plessen Healthcare LLC's other operations.

⁵ The exclusion of "equipment and medical surgical supplies" pertains specifically to retail activity. However, equipment, medical and surgical supplies used in the clinical operation of the Ambulatory Surgical Center ("ASC") and billed as part of the facility fees would be exempted.

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Appendix. Beneficiary shall comply with the provisions herein, the provisions of title 29, chapter 12 of the Virgin Islands Code as existing on the date of the VIEDC Governing Board's approval, the Rules and Regulations of the Commission promulgated in accordance with 29 V.I.C. § 705(f) and all applicable laws, rules and regulations of the U.S. Virgin Islands and the United States of America.

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signatures on following page.*

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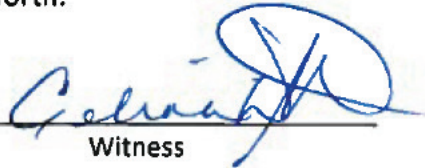
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IN WITNESS WHEREOF, the parties hereunto set their hands below on the dates set forth.


Witness

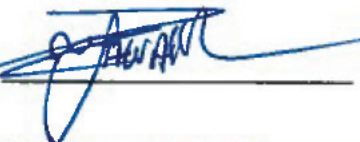

KEVIN X. RODRIQUEZ, CHAIRMAN
V.I. ECONOMIC DEVELOPMENT COMMISSION


Witness

Date: 9/12/19

PLESSEN HEALTHCARE, LLC:


Witness

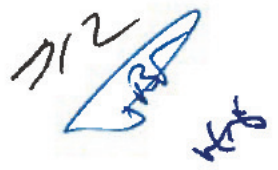
Accepted by: 

JAN BIJAN TAWAKOL
Print Name


Witness

CO-CEO / President
Title

Date: 08/05/2019





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APPENDIX A
USVI INCOME, GROSS RECEIPTS AND EXCISE TAXES

NAME: PLESSEN HEALTHCARE, LLC
PHYSICAL AND MAILING ADDRESS: 3004 Orange Grove, Suite 2, Christiansted, VI 00820
TELEPHONE: (340) 715-7720 **FAX:** NONE PROVIDED

NATURE AND EXTENT OF TAX INCENTIVES:

USVI Income Tax: 90% percent exemption
USVI Gross Receipts Tax: 100% percent exemption
USVI Excise Tax (Raw Materials): Not Applicable
USVI Excise Tax (Equipment, Machinery): 100% exemption⁶

COMMENCEMENT DATES OF TAX INCENTIVES:

USVI Income Tax: January 1, 2019
USVI Gross Receipts Tax: January 1, 2019
USVI Excise Tax (Raw Materials): NOT APPLICABLE
USVI Excise Tax (Equipment, Machinery): January 1, 2019

TERMINATION DATES OF TAX INCENTIVES:

USVI Income Tax: December 31, 2048
USVI Gross Receipts Tax: December 31, 2048
USVI Excise Tax (Raw Materials): NOT APPLICABLE
USVI Excise Tax (Equipment, Machinery): December 31, 2048

AUTHORITY FOR TAX INCENTIVES:

29 V.I.C. §§ 713b, 713a(a)(2), 713a(a)(3);
33 V.I.C. § 43d

Chief Executive Officer, USVIEDA:  Date: 8/12/19

⁶ This excise tax exemption applies to building materials, tools, pipes, conveyor belt, or other appliances, material, and supplies necessary for use in the construction, alteration, reconstruction or extension of the physical plant or facilities of Beneficiary.



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APPENDIX A1 (Page 1 of 2)
USVI WITHHOLDING TAX ON DIVIDENDS AND INTEREST

NAME: PLESSEN HEALTHCARE, LLC
PHYSICAL AND MAILING ADDRESS: 3004 Orange Grove, Suite 2, Christiansted, VI 00820
TELEPHONE: (340) 715-7720 FAX: NONE PROVIDED

NATURE AND EXTENT OF TAX INCENTIVES:

Dividend Withholding Tax Exemption in accordance with 29 V.I.C. § 713d
Interest Withholding Tax Exemption in accordance with 29 V.I.C. § 713d

<u>Partner</u>	<u>Address</u>	<u>Percentage Owned</u>
Jan B. Tawakol, M.D.	[REDACTED]	26.4375%
Tasnim Khan, M.D.	[REDACTED]	26.4375%
Lawrence McGowan	[REDACTED]	9.5%
Kevin P. Stewart, M.D.	[REDACTED]	8.25%
Benjamin Goldmann	[REDACTED]	7.5%
James R. Benton	[REDACTED]	6.0%

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USVI WITHHOLDING TAX ON DIVIDENDS AND INTEREST

NAME: PLESSEN HEALTHCARE, LLC
PHYSICAL AND MAILING ADDRESS: 3004 Orange Grove, Suite 2, Christiansted, VI 00820
TELEPHONE: (340) 715-7720 FAX: NONE PROVIDED

NATURE AND EXTENT OF TAX INCENTIVES:

Dividend Withholding Tax Exemption in accordance with 29 V.I.C. § 713d
Interest Withholding Tax Exemption in accordance with 29 V.I.C. § 713d

COMMENCEMENT DATES OF TAX INCENTIVES:

Dividend Withholding Tax Exemption: January 1, 2019
Interest Withholding Tax Exemption: January 1, 2019

TERMINATION DATES OF TAX INCENTIVES:

Dividend Withholding Tax Exemption: December 31, 2048
Interest Withholding Tax Exemption: December 31, 2048

AUTHORITY FOR TAX INCENTIVES: 29 V.I.C. § 713d

Chief Executive Officer, USVIEDA:

Date: 9/12/19



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APPENDIX B
USVI REAL PROPERTY TAX

NAME: PLESSEN HEALTHCARE, LLC
PHYSICAL AND MAILING ADDRESS: 3004 Orange Grove, Suite 2, Christiansted, VI 00820
TELEPHONE: (340) 715-7720 FAX: NONE PROVIDED

NATURE AND EXTENT OF TAX INCENTIVES:

Real Property Tax: One hundred percent (100%) tax exemption on real property used for the ownership and operation of an ambulatory surgical center on St. Croix.

PARCEL(S) EXEMPTED: NONE.

COMMENCEMENT DATE OF TAX INCENTIVES:

Real Property Tax Exemption: **NOT APPLICABLE**

TERMINATION DATE OF TAX INCENTIVES:

Real Property Tax Exemption: **NOT APPLICABLE**

AUTHORITY FOR TAX INCENTIVES: 29 V.I.C. § 713a(a)(1)

Chief Executive Officer, USVIEDA: *[Signature]* Date: 9/12/19

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APPENDIX C
CUSTOMS DUTY

NAME: PLESSEN HEALTHCARE, LLC
PHYSICAL AND MAILING ADDRESS: 3004 Orange Grove, Suite 2, Christiansted, VI 00820
TELEPHONE: (340) 715-7720 FAX: NONE PROVIDED

NATURE AND EXTENT OF TAX INCENTIVES:

U.S. Virgin Islands customs duties to be assessed on raw materials and component parts brought into the U.S. Virgin Islands by Beneficiary for the purpose of producing, creating, or assembling an article, good or commodity as a result of industrial or manufacturing processing such raw materials or component parts shall be imported into the U.S. Virgin Islands at a customs duty rate of one percent (1%).

COMMENCEMENT DATE OF TAX INCENTIVES:

Customs Duty Reduction: NOT APPLICABLE

TERMINATION DATE OF TAX INCENTIVES:

Customs Duty Reduction: NOT APPLICABLE

AUTHORITY FOR TAX INCENTIVES: 29 V.I.C. § 713c

Chief Executive Officer, USVIEDA:  **Date:** 9/12/19

