Exhibit E – Definitions, Acronyms and Qualifications

Affiliates means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities, except as otherwise expressly provided in this RFQ.

Architectural Team means the architectural team (which may be comprised of one or more firms) of the Respondent/Developer primarily responsible for design of the Project.

Developer means the developer, if any, to whom the RFP is issued in accordance with this RFQ.

Development Framework is an illustrative outline set forth in Exhibit B – *Feasibility Report UCRMD Site Study DBVW/GRA 2017* and Exhibit C – *Design Guidelines for a New Campus Commons*

Eligible Surety is a bonding surety licensed in the State, listed on the U.S. Department of the Treasury's "Listing and Approved Sureties" (found at www.fms.treas.gov/c570/c570.html), rated "A" or higher by at least two nationally recognized rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group) or rated least A-, X or higher according to A.M. Best's Financial Strength Rating and Financial Size.

Equity Member means (i) each entity with a direct equity interest in the Respondent (whether as a member, partner, shareholder, joint venture member or otherwise) and (ii) each entity proposed to have a direct equity interest in the Respondent/Developer.

Financially Responsible Party has the following meaning: If Financial Statements of a parent company, affiliate company or investment fund (if the relevant entity is a fund manager) (a "Financially Responsible Party") are provided to demonstrate financial capability of the Respondent or any Equity Member or Major Non-Equity Member, an appropriate letter from the applicable Financially Responsible Party must be provided confirming that it will financially support all the obligations of Respondent, Equity Member or Major Non-Equity Member, as applicable, with respect to the Project. This letter must be signed by the chief executive, chief financial officer, treasurer (or equivalent position or role) of the Financially Responsible Party.

Financial Statement is qualified to include:

i. Opinion Letter (Auditor's Report) for audited financial statements
ii. Balance Sheet
iii. Income Statement
iv. Statement of Changes in Cash Flow
v. Footnotes audited by a certified public accountant in accordance with generally accepted accounting principles (GAAP) or International Financial Reporting Standards (IFRS) for audited financial statement. In addition, Financial Statements must meet the following requirements:

a. **GAAP/IFRS:** Financial Statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP) or International Financial Reporting Standards (IFRS). If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS. A restatement of the financial information in accordance with U.S. GAAP or IFRS is not required.
b. **U.S. Dollars**: Financial statements should be provided in **U.S. dollars** if available. If financial statements are not available in U.S. dollars, Respondent must include summaries of the Income

Statements, Statement of Changes in Cash Flow and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.
c. **Audited**: Financial Statements must be audited by an independent party qualified to render audit opinions (e.g. a Certified Public Accountant). If audited financials are not available for an entity, the SOQ shall include unaudited financial statements for such entity, certified as true, correct and accurate by the chief executive, chief financial officer or treasurer (or equivalent position or role) of the entity.
d. **English**: Financial Statement information must be prepared in English.
e. **Newly Formed/Wholly-Owned Subsidiary Entity**: If the Respondent, Equity Member of Respondent, Major Non-Equity Member or Financially Responsible Party is a newly formed entity or a wholly-owned subsidiary entity and does not have independent financial statements, financial statements for the equity owners of such entity shall be provided (and the entity shall expressly state that the entity is a newly formed entity or a wholly-owned subsidiary entity, as applicable, and does not have independent financial statements). The entity that provides the financial statements shall be a Financially Responsible Party.
f. **SEC Filings**: If any entity for which financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.

Key Personnel means the key personnel of the Respondent for the Project

Lead Contractor means the lead contractor (if a consortium, partnership or any other form of a joint venture, all such members) of the Respondent/Developer responsible for construction of the Project.

LEED means the green building certification program, "Leadership in Energy & Environmental Design."

Major Team Members means the Equity Members and the Major Non-Equity Members, and "**Major Team Member**" means any of them.

Other Identified Non-Equity Member has the following meaning:

(a) Identify all Major Non-Equity Members and any other team members that Respondent wishes to identify (e.g., legal advisors) in its SOQ at this time ("**Other Identified Non-Equity Member**"). For each Major Non-Equity Member and Other Identified Non-Equity Member of Respondent, identify the entity's role and the entity's legal nature and state of organization. Respondents shall not include more than one of each Major Non-Equity Member (provided that the foregoing does not preclude a Major Non- Equity Member from being a consortium, partnership or any other form of joint venture or team, as applicable, as contemplated in the RFQ).

(b) If any of the Major Non-Equity Members is a consortium, partnership or any other form of joint venture, the SOQ shall contain an executed teaming agreement, but if an executed agreement does not yet exist, the SOQ shall contain a summary of the key terms of the anticipated teaming agreement.

Preferred Respondent means a Shortlisted Respondent selected for award of the Project Agreement, based on evaluation criteria and processes set forth in the RFP.

Project means the project consists of the comprehensive development of commercial real estate buildings, utilities and infrastructure, outdoor recreation areas and open space areas, with associated roadways, parking, and landscaping.

Project Agreement means the project agreement to be awarded to the selected Developer for the comprehensive development of the Project, as more particularly described in the RFP.

Project Approach (Financial) means the financial project approach submittal required under Section 8 of the RFQ.

Project Approach (Technical) means the technical project approach submittal required under Section 8 of the RFQ.

Project Documents means the list of available documents in the RFQ attached Exhibits. The University makes no representation or warranty as to the completeness or the accuracy, utility, completeness or relevance of any document contained thereon. Respondents shall not be entitled to rely on such documents and shall use or elect not to use them at their sole risk.

Site means the project site or parcels for the Project as described in Section 4 of the RFQ.

Proposal means a detailed proposal submitted by a Shortlisted Respondent in response to the RFP.

Respondent means companies, teams, joint ventures, partnerships or consortia submitting an SOQ.

Review Committee or Technical Review Committee means a review board established by RI State Purchasing and URI with authority to review, conduct hearings and issue decisions with respect to responses submitted for the RFQ.

RFQ means this request for qualifications and expressions of interest issued by the University of Rhode Island, as amended by any addenda.

Shortlisted Respondent means any Respondent shortlisted by URI the Project in accordance with the process set forth in this RFQ.

SOQ means Statement of Qualifications.

Technical Provisions means the technical provisions setting forth the technical requirements for the Project and the Development team qualifications, which will be provided in the RFQ.

University means The University of Rhode Island and the Rhode Island Board of Education Council on Postsecondary Education.