Re: IRMA & QIR Letter for Massachusetts Department of Transportation

To Whom It May Concern:

Omnicap Group LLC ("Omnicap") is currently engaged by the Massachusetts Department of Transportation ("MassDOT"), including the Commonwealth of Massachusetts Executive Office for Administration and Finance ("A&F"), as its Financial Advisor. Omnicap is registered as a municipal advisor with both the SEC and the Municipal Securities Rulemaking Board (MSRB). Our SEC Municipal Advisor Registration Number is 867-00683 and our MSRB Municipal Advisor Registration Number is K0142.

Omnicap also acts as MassDOT's Qualified Independent Representative. With the emergence of the Dodd-Frank Act and CFTC's rules relating to business conduct standards for swap dealers and major swap participants with counterparties, we have reviewed our existing policies and procedures to ensure compliance with the requirements of a Qualified Independent Representative.

In addition to the aforementioned representations, Omnicap is also registered with the United States Securities and Exchange Commission (SEC) as an investment advisor (CRD # 133387). As an SEC Registered Investment Advisor, we have always had a fiduciary duty as well as a long-standing mission to act in the best interest of our clients. We are independent advisors, not brokers or dealers, allowing us to provide clients with conflict-free advice. We have always believed in providing our clients with objective, unbiased, independent advice.

This letter is confidential and may not be used, circulated, quoted, referred to, or relied upon by any other person without Omnicap's express written permission.

Please feel free to contact me if you have any questions or we can be of further assistance.

Very truly yours,

Jeffrey S. Smith, President

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