

Angel Match Program
Frequently Asked Questions

March 13, 2023

Matching Investment

- 1. Q) My Company's investment round has closed recently. Can the investment made in this closed round qualify for the matching investment?**
A) No, the Angel Match Program will not match any investments that have closed prior to an NJEDA application approval noted by the issue date of a conditional commitment letter to the company.
- 2. Q) My Company is in discussions with potential investors. Can I receive term sheets from potential investors?**
A) Yes, the Company is required to have term sheets or similar documents from potential investors signifying their investment interest in your company at the time of Angel Match Program application to ensure the Company closes external funding within the Program's timeline. However, the investment rounds must not have closed, and there must be no final commitments signed before the Angel Match Program conditional commitment letter is issued signifying official program participation approval.
- 3. Q) What is the timing of the Angel Match Program?**
A) The NJEDA will issue to the company a conditional commitment letter as confirmation of Angel Match application approval. The Company must close on any external investment and provide documentation to the NJEDA within 60 days of the conditional commitment letter issue date. The Angel Match funding will be closed and disbursed within 90 days of the conditional commitment letter issue date.
- 4. Q) If the investor round has multiple closings, is received in tranches, or distributed on milestone basis, how much is eligible to be matched by the Angel Match Program?**
A) Only the portion of investments that close between the approval of an Angel Match application, which is the date of issue for a conditional commitment letter, and 60 days after the date of issue for a conditional commitment letter could be considered for matching funds. Confirmation that the transaction agreements execution date and cash transfer date is within this range will be required to determine matching investment eligibility.
- 5. Q) Do I need to have two investors in order to qualify?**
A) Yes, investment funds from at least two outside investors are required as matching investments in order for the Angel Match funding to close. The time frame for closing these investors is within 60 days from time of NJEDA conditional commitment letter issuance.
- 6. Q) Can my company use a SAFE note to qualify as the match investment?**
A) No, only preferred equity investments with set price per share qualify under Angel Match Program.
- 7. Q) What happens if my company is not able to close the matching investment within 60 days of the NJEDA commitment letter issuance date?**
A) Due to strict federal timelines, the matching investments must be closed within 60 days of NJEDA conditional commitment letter issuance date, to ensure NJEDA can close Angel Match funds within

the timeframe. If the company does not close the matching investments within 60 days, NJEDA will not close the Angel Match note.

8. Q) What happens if my company is able to close the matching investment within 60 days of the NJEDA commitment letter issuance date with only one investor?

- A) The Angel Match Program eligibility guidelines require two external investors to provide the matching funds within 60 days from issuance of NJEDA commitment letter. If the company does not close investments with two investors within this period, NJEDA will not close the Angel Match note.

Company Operations

1. Q) Who is a company's "founder"?

- A) For the Angel Match Program, a "founder" is an executive management level employee with an equity stake in the company.

2. Q) Can my company be virtual?

- A) The Company can operate virtually at the time of application but must have a physical office location in New Jersey, not individual's home office or virtual office, prior to closing the Angel Match funds. An office lease or similar agreement must be executed and provided to the NJEDA prior to any Angel Match documentation execution or fund distribution.

3. Q) I incorporated my Company but not in New Jersey. Can I still apply?

- A) Yes, the Company may qualify for the Angel Match Program if incorporated in another State, like Delaware. However, a company must be registered to do business in New Jersey with New Jersey Department of the Treasury as well as be in good standing with New Jersey Division of Taxation as certified by a current New Jersey Tax Clearance for the company along with meeting all other eligibility requirements.

4. Q) Is there a minimum annual revenue requirement for my Company?

- A) Yes, the Company must have \$100,000 in 12-month trailing sales revenue. To qualify, the company's revenue must be generated from product-based sales. Service-based revenue does not qualify. The company must also submit management prepared financial statements which can verify these.

5. Q) My Company operates in multiple locations today. Is there a minimum number of NJ-based employees required to qualify?

- A) The Company must employ at least 50% of full-time employees in NJ and have a physical location in NJ prior to closing the Angel Match funds. The Company will also be required to maintain this 50% threshold in NJ as long as the Angel Match funding is active.

6. Q) What is considered an employee? What is the difference between full-time and full-time equivalent employees?

The program will follow Federal (IRS and SBA) around defining employees. Full-time employees are based on a 40-hour work week. While Full-Time Equivalent Employees (FTE) are based on the number of hours per week/month/year, of full-time, part-time, and seasonal employees. **Angel Match Terms**

1. Q) Does the note have penalties for prepayment?

- A) No, the Angel Match Program funding recipients can repay the note (principal and accrued interest) at any time without any penalties. The warrants remain in effect until exercise or term expiration.

2. **Q) How does the NJEDA determine the amount of the note for which the company qualifies?**
A) The specific amount of the note is equal to the amount of eligible matching investments from outside investors. These matching investments total at least \$100,000. The Angel Match note will match this total up to \$500,000. Closing of agreements and transfers of cash for matching investments must take place between the date of application approval and 60 days after application approval. The amount would be confirmed through the NJEDA verification of documentation.
3. **Q) For what purpose can the Angel Match Program funds be used?**
A) Angel Match Program funds can only be used for working capital needs. It is prohibited to use the funds for construction, real estate development or other unauthorized uses as identified in the public program materials including: program application, associated certifications, related documentation, and agreements.
4. **Q) Are there any ongoing reporting requirements after closing an Angel Match note and receiving funds?**
A) Yes, the NJEDA and the SSBCI have reporting requirements for various documents and data on a quarterly and annual basis which must be met. Examples include but are not limited to: Quarterly and Annual financial statements prepared by company management, Annual capitalization table, Annual current lease agreement demonstrating a physical New Jersey office location, Quarterly employment figures, Quarterly funding updates, and Annual State and Federal tax filings.

General

1. **Q) If I qualify for the Angel Match Program, would I or my investors qualify for other NJEDA programs currently or in the future?**
A) A Company or investors are not disqualified from participating in other NJEDA programs by accepting an investment from the Angel Match Program. But, please be advised, qualifying parameters differ across different NJEDA financing and incentive programs. By qualifying for the Angel Match Program, a Company or investors are not automatically qualified for any other programs. Also, some programs have features to prevent duplication of benefits.
2. **Q) I am having trouble obtaining a tax clearance through the PBS (Premier Business Services) portal. Who should I contact for assistance?**
A) Any entity that encounters issues acquiring Tax Clearance Certificates should contact the Division of Treasury by emailing BusinessAssistanceTC.Taxation@treas.nj.gov or by calling the Business Assistance Clearance Unit at 609.292.5503
3. **Q) Who should I contact with my questions not addressed in the FAQs or other available sources as well as to apply for the Angel Match Program?**
A) Please visit our website at www.njeda.com/AngelMatchProgram. You may call: (609) 858-6700 or e-mail: AngelMatchProgram@njeda.com.
4. **Q) Where can I find the Angel Match Program application?**
A) A company must have a consultation to determine program eligibility with an Innovation Officer. If minimum program requirements are met, the Innovation Officer can provide a link to the application. Please send an email to AngelMatchProgram@njeda.com to schedule a consultation. Please refer to the list of required forms and documents via the checklist available at www.njeda.com/AngelMatch.

5. Q) Are there any fees associated with applying to the Angel Match Program?

A) Yes, there is a non-refundable fee of \$1000 associated with each application.

6. Q) How long will a decision take?

A) The time for review and approval will differ based on the completeness of each application.

7. Q) Is there an appeals process for EDA's declination of an application?

A) Yes, the applicant may appeal by submitting in writing to the Authority, within a predetermined amount of days from the date of the Authority's action, an explanation as to how the Investors or the New Jersey Emerging Technology Business has met the program criteria. The CEO of the Authority will designate an employee of the EDA, independent from the program team reviewing the applications, to serve as a hearing officer for the challenge and to make recommendations.