

SELLER'S CLOSING CERTIFICATE

This certificate is made in connection with the application of _____
(Selling Company Name)
(the Selling Company) for participation in the New Jersey Emerging Technology and Biotechnology Financial Assistance Program for State Fiscal Year 2023.

I, _____, of full age, certify as hereunder stated on the **Date of**
(name of officer qualified to execute this certificate on behalf of the Company)

Closing (the date the Certificate is exchanged for private financial assistance):

1. I am the _____ of _____ with the
(title of officer executing this certificate) (Selling Company name)
authority and knowledge to execute this certificate on behalf of the Selling Company.

2. The Selling Company is operating as a new or expanding technology or biotechnology business, as these terms are defined in the Program legislation (N.J.S.A. 34:1B-7.42b; N.J.A.C. 19:31-12.2) and has no current intention to cease operating as a new or expanding emerging technology or biotechnology business.

3. The Selling Company is not in default on any existing or new financial assistance or incentive provided by the NJEDA to the Selling Company and/or any of its Affiliates.

4. The Selling Company hereby certifies it is in receipt of the compensation as set forth in Article II, Section 2.01 of the Technology Business Tax Certificate Transfer Program Agreement (the "Agreement"). **(initial here)** _____

5. The Selling Company represents that it met the minimum full-time employment requirement for new or expanding emerging biotechnology or technology businesses by having at least the minimum required number of Full-Time Employees working in New Jersey with the requisite health benefits on June 30 of the year in which the company files such an application, as evidenced by the NOL Employee Certification Log that accompanied the Authority's Approval letter dated _____. Further, the Selling Company represents that as of the Date of Closing, it continues to meet, and has no current intention to cease meeting, the minimum required number of Full-Time Employees working in New Jersey with the requisite health benefits as shown in the attached Exhibit NOL Employee Closing Certification Log.

6. Capitalized words defined herein shall have the same meaning as set forth in the Agreement and other Program documents. This Certificate may be executed and delivered by telecopier, email, PDF or other facsimile transmission, all with the same force and effect as if the same were a fully executed and delivered original manual counterpart. Electronic signature of this Certificate shall be deemed to be valid execution and delivery as though an original ink. The parties explicitly consent to the electronic delivery of the terms of the transaction evidenced by this Certificate and affirm that their electronic signatures indicate a present intent to be bound by the electronic signatures and the terms of the Certificate. The electronic signature can be done either by ADOBE Acrobat or any other similar signature software that can be used for electronic signatures or by printing, manually signing, and scanning.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this _____.
(Date: must be the date of closing, the funding date)

(Name)

(Title)