

Schedule A

Allocation Agreement

SSBCI Privacy Notice and Privacy Act Statement

Priority Funding for SEDI & VSB Objectives

Schedule 7(d)

Services

[to be updated by General Partner]

Exhibit A

Transaction Data Template

(see attached)

Exhibit A - Transaction Data Template (Page 1 of 5)

Approved Program Name	
Provider	
Provider EIN	
Provider Regulatory ID	
Other Provider ID	
Provider Type	
Other Provider Type	
Minority Depository Institution	
Fund as Source of Private Capital	
Provider as Source of Private Capital	
Target Fund Size	
Incubation and Early-Stage Investment Call Option	
Allocated Funds Expended for Costs of Program Services	

Unique Transaction ID	
Provider	
Approved Program Name	
Business Name	
Business EIN	
Business Street Address	
Business City	
Business State	
Business Zip Code	
NAICS Code	
Year Business Opened	
Form of Business Organization	
Other Type of Business Receiving SSBCI Funds	
Primary Purpose of the Loan or Investment	
Purpose of the Loan or Investment - Other	
Secondary Purpose of the Loan or Investment	
Secondary Purpose of the Loan or Investment - Other	
Climate-aligned Investment	
Energy - or Climate-Impacted Communities	
Disbursement Date	
Loan or Investment Transaction Amount	
Allocated Funds Expended or Set Aside for Guarantees or Collateral Support Obligations	
Recycled Funds Expended or Set Aside for Guarantees or Collateral Support Obligations	
Additional Government Funds	
Concurrent Private Financing	
Business Revenue	
Business Net Income	
Full-Time Equivalent Employees	
Expected Jobs Created	
Expected Jobs Retained	
Self-certified SEDI Owned and Controlled in CDFI Investment Area	
Self-certified SEDI Future Location in CDFI Investment Area	
SEDI Status by Business Address in CDFI Investment Area	
Self-Certified SEDI Demographics-Related Business Status	
Minority-Owned or Controlled Business Status	
Women-Owned or Controlled Business Status	
Veteran-Owned or Controlled Business Status	
Race of Principal Owners	
Ethnicity of Principal Owners	

Exhibit A - Transaction Data Template (Page 3 of 5)

Middle Eastern or North African Ancestry of Principal Owners	
Gender of Principal Owners	
Gender of Principal Owners – Self-Identification	
Sexual Orientation of Principal Owners	
Veteran Status of Principal Owners	
Stage of Investment	
Security Type	
Other Security Offered	
SSBCI Ownership Percentage	
Conversion Discount	
Valuation Cap	
Type of Valuation Cap	
Subsequent Private Financing	
SSBCI Funds Lost	
Equity Investment Gains	

Exhibit A - Transaction Data Template (Page 4 of 5)

Business Name	
Business EIN	
Business Revenue	
Business Net Income	
Year of Reported Business Revenue and/or Net Income	

Mapping tool for climate-impacted community.

See instructions below for answering the question energy or climate impacted community. Rather than an exhibit please add as separate attachment that's required for completing the reg form.

Is your business located in a climate- or energy-impacted community?*(required)

A community is defined as climate- or energy-impacted if it is located in a census tract that is:

- *Climate Change: At or above the 90th percentile* for expected agriculture loss rate OR expected building loss rate OR expected population loss rate OR projected flood risk OR projected wildfire risk; OR
- *Energy: At or above the 90th percentile* for energy cost OR PM2.5 in the air.

Please search for any address [on the Climate and Economic Justice Screening Tool](#), **click on the map** to select a census tract, and review the "Climate Change" and "Energy" indicators **on the right side or below the map** to determine whether you meet this definition.

Please note: Whether or not a community is identified as "disadvantaged" on this map is not relevant for the purposes of this question

Exhibit B

Borrower / Investee Use of Proceeds and Conflict of Interest Certification

(see attached)

New Jersey Economic Development Authority (“NJEDA”)

State Small Business Credit Initiative (“SSBCI”)

Investee Use of Proceeds and Conflict of Interest Certification

Funds from the State Small Business Credit Initiative (SSBCI) may only be used for certain purposes and in circumstances where the applicable conflict of interest standards are satisfied.

Legal name of investee _____

The investee hereby certifies the following to the investor:

1. The investment proceeds will be used solely for a business purpose. A business purpose includes, but is not limited to, start-up costs; working capital; franchise fees; and acquisition of equipment, inventory, or services used in the production, manufacturing, or delivery of a business’s goods or services, or in the purchase, construction, renovation, or tenant improvements of an eligible place of business that is not for passive real estate investment purposes. SSBCI funds may be used to purchase any tangible or intangible assets except goodwill. The term “business purpose” excludes acquiring or holding passive investments in real estate; the purchase of securities except as permitted in certification 2.d below; and lobbying activities (as defined in Section 3(7) of the Lobbying Disclosure Act of 1995, P.L. 104-65, as amended (2 U.S.C. § 1602(7))).
2. The investment proceeds will not be used to:
 - a. repay delinquent federal or jurisdiction income taxes unless the borrower or investee has a payment plan in place with the relevant taxing authority;
 - b. repay taxes held in trust or escrow (e.g., payroll or sales taxes);
 - c. reimburse funds owed to any owner, including any equity investment or investment of capital for the business’s continuance; or
 - d. purchase any portion of the ownership interest of any owner of the business, except for the purchase of an interest in an employee stock ownership plan qualifying under section 401 of Internal Revenue Code, worker cooperative, or related vehicle, provided that the transaction results in the employee stock ownership plan or other employee-owned entity holding a majority interest (on a fully diluted basis) in the business.
3. The investee is not:
 - a. a business engaged in speculative activities that profit from fluctuations in price, such as wildcatting for oil and dealing in commodities futures, unless those activities are incidental to the regular activities of the business and part of a legitimate risk management strategy to guard against price fluctuations related to the regular activities of the business or through the normal course of trade¹;
 - b. a business that earns more than half of its annual net revenue from lending activities, unless the business is (1) a CDFI that is not a depository institution or a bank holding company, or (2) a Tribal enterprise lender that is not a depository institution or a bank holding company;

¹ A construction loan permitted under the guidance on passive real estate investment in the SSBCI Capital Program Policy Guidelines will not be considered a speculative business for purposes of SSBCI.

- c. a business engaged in pyramid sales, where a participant's primary incentive is based on the sales made by an ever-increasing number of participants;
 - d. a business engaged in activities that are prohibited by federal law or, if permitted by federal law, applicable law in the jurisdiction where the business is located or conducted (this includes businesses that make, sell, service, or distribute products or services used in connection with illegal activity, unless such use can be shown to be completely outside of the business's intended market); this category of businesses includes direct and indirect marijuana businesses, as defined in Small Business Administration (SBA) Standard Operating Procedure (SOP) 50 10 6²; or
 - e. a business deriving more than one-third of gross annual revenue from legal gambling activities, unless the business is a Tribal SSBCI participant, in which case the Tribal SSBCI participant is prohibited from using SSBCI funds for gaming activities, but is not restricted from using SSBCI funds for non-gaming activities merely due to an organizational tie to a gaming business.³
4. The investee is compliant with the venture capital program conflict of interest standards set forth in Section VIII.f of the SSBCI Capital Program Policy Guidelines. Briefly, these standards provide that no SSBCI insider, or a family member or business partner of an SSBCI insider, has a personal financial interest in the investee unless an exception specified in Section VIII.f of the SSBCI Capital Program Policy Guidelines applies. The terms "SSBCI insider," "family member," "business partner," and "personal financial interest" have the meanings set forth in Section VIII.f of the SSBCI Capital Program Policy Guidelines.

If an exception applies, it must be specified here:

The undersigned is an authorized representative of the investee.

Signature: _____

Name: _____

Title: _____

Date: _____

² See chapter 3.A.8.b of SBA SOP 50 10 6 (effective October 1, 2020), which specifies the following with respect to marijuana-related businesses: "Because federal law prohibits the distribution and sale of marijuana, financial transactions involving a marijuana-related business would generally involve funds derived from illegal activity.

Therefore, businesses that derive revenue from marijuana-related activities or that support the end-use of marijuana may be ineligible for SBA financial assistance."

³ Under this standard, a gaming Tribal enterprise could apply for SSBCI funds for a new gas station, for example, even if the Tribal enterprise's revenues from gaming were greater than 33 percent.

Exhibit C

Sex Offender Investor/Investee Certification

(see attached)

**New Jersey Economic Development Authority (“NJEDA”)
State Small Business Credit Initiative (“SSBCI”)**

Sex Offender Investor/Investee Certification

Under the State Small Business Credit Initiative (SSBCI), investors and investees must certify that their principals have not been convicted of a sex offense against a minor.

Legal name of investor ☐ or investee ☒: _____

The investor or investee hereby certifies the following to the participating jurisdiction:

No principal of the entity listed above, has been convicted of a sex offense against a minor (as such terms are defined in 34 U.S.C. § 20911). For the purposes of this certification, “principal” is defined as if a sole proprietorship, the proprietor; if a partnership, each managing partner and each partner who is a natural person and holds 50 percent or more ownership interest of any class of the partnership interests; if a corporation, limited liability company, association, development company, or other entity, each director, each of the five most highly compensated executives or officers of the entity, and each natural person who is a direct or indirect holder of 50 percent or more of any class of equity interest in the entity; and if a partnership where the managing partner is a corporation, limited liability company, association, development company, or other entity, each director and each of the five most highly compensated executives or officers of the entity.

The undersigned is an authorized representative of the lender or borrower.

Signature: _____

Name: _____

Title: _____

Date: _____

Exhibit D

Borrower/Investee Certification Related to Business Enterprises Owned and Controlled by Socially
and Economically Disadvantaged Individuals

(see attached)

New Jersey Economic Development Authority (“NJEDA”)

State Small Business Credit Initiative (“SSBCI”)

Borrower/Investee Certification Related to Business Enterprises Owned and Controlled by Socially and Economically Disadvantaged Individuals (SEDI-Owned Businesses)

This transaction is supported with funding provided through the State Small Business Credit Initiative (SSBCI), a federal program that supports small business lending and investment programs in states, the District of Columbia, territories, and Tribal governments (collectively known as participating jurisdictions). SSBCI programs are designed to expand access to capital, promote economic resiliency, and create new jobs and economic opportunity. SSBCI provides funding for participating jurisdictions to support businesses owned and controlled by socially and economically disadvantaged individuals (SEDI- owned businesses).¹ This certification provides documentation that an SSBCI loan or investment supported a SEDI-owned business. The information collected from this certification can only be used for purposes of the SSBCI program and must not be used for any other purposes (e.g., marketing, sale to third parties). The information collected must also not be used in a manner that violates any applicable anti-discrimination laws, including, but not limited to, the laws specified in Section IX.b of the Capital Program Policy Guidelines (Compliance with Civil Rights Requirements).

The borrower or investee is not required to provide this certification. The borrower or investee may identify all categories in groups (1) through (3) below that apply, including all subcategories in group (1) that apply.

Legal name of borrower ☐ or investee ☐: _____

The borrower or investee hereby certifies to the lender or investor that it is a:

1. Business enterprise that is owned and controlled² by individuals who have had their access to credit on reasonable terms diminished as compared to others in comparable economic circumstances, due to their:

- ☐ membership of a group that has been subjected to racial or ethnic prejudice or cultural bias within American society;
- ☐ gender;
- ☐ veteran status;
- ☐ limited English proficiency;
- ☐ disability;
- ☐ long-term residence in an environment isolated from the mainstream of American society;
- ☐ membership of a federally or state-recognized Indian Tribe;
- ☐ long-term residence in a rural community;
- ☐ residence in a U.S. territory;
- ☐ residence in a community undergoing economic transitions (including communities impacted by the shift towards a net-zero economy or deindustrialization); or
- ☐ membership of another underserved community.³

¹ SSBCI funds count toward fulfilling the “expended for” requirement for the \$1.5 billion SEDI allocation and toward qualifying for initial eligible amounts under the \$1.0 billion SEDI incentive allocation if the SSBCI funds have been expended for loans, investments, or other credit or equity support to any of the four groups of businesses set forth in Section IV.a of the SSBCI Capital Program Policy Guidelines. While a participating jurisdiction may reasonably identify group (4) businesses (i.e., those located in Community Development Financial Institution (CDFI) Investment Areas) based on businesses’ addresses from the relevant loan, investment, and credit or equity support applications, certification is required with regard to groups (1) through (3).

² The term “owned and controlled” means, if privately owned, 51 percent is owned by such individuals; if publicly owned, 51 percent of the stock is owned by such individuals; and in the case of a mutual institution, a majority of the board of directors, account holders, and the community of which the institution services is predominantly comprised of such individuals.

³ “Underserved communities” are populations sharing a particular characteristic, as well as geographic communities, that have been systematically denied a full opportunity to participate in aspects of economic, social, and civic life, as exemplified by the list in the definition of equity. Equity is consistent and systematic fair, just, and impartial treatment of all individuals, including individuals who belong to underserved communities that have been denied such treatment, such as Black, Latino, and Indigenous and Native American persons, Asian Americans and Pacific Islanders and other persons of color; members of religious minorities; lesbian, gay, bisexual, transgender, and queer (LGBTQ+) persons; persons with disabilities; persons who live in rural areas; and persons otherwise adversely affected by persistent poverty or inequality.

2. ☐ Business enterprise that is owned and controlled by individuals whose residences are in CDFI Investment Areas, as defined in 12 C.F.R. § 1805.201(b)(3)(ii).⁴

Individual(s)' Address(es) in CDFI Investment Areas:

3. ☐ Business enterprise that will build, open, or operate a location in a CDFI Investment Area, as defined in 12 C.F.R. § 1805.201(b)(3)(ii).

Business Address in CDFI Investment Area:

☐ The borrower or investee does not wish to certify. (Please check the box and sign below.)

The undersigned is an authorized representative of the borrower or investee.

Signature: _____

Name: _____

Title: _____

Date: _____

⁴ Treasury has provided a mapping tool for the borrower or investee to use to identify whether the relevant address is in a CDFI Investment Area at <https://home.treasury.gov/policy-issues/small-business-programs/state-small-business-credit-initiative-ssbci/2021-ssbci/cdfi-fund-investment-areas>. For each calendar year, Treasury will use the list of CDFI Investment Areas identified by the CDFI Fund as of January 1 of the calendar year. If the CDFI Fund's list is updated during that calendar year, the new list will not be adopted for purposes of SSBCI until the next calendar year, thus providing advance notice to jurisdictions. Further, Treasury has determined that American Samoa, Guam, the Northern Mariana Islands, and the U.S. Virgin Islands in their entirety constitute CDFI Investment Areas for purposes of the SSBCI, because each of these territories has a poverty rate of at least 20 percent.

Exhibit E

SSBCI Form for Demographics-Related Data

(see attached)

New Jersey Economic Development Authority (“NJEDA”)
State Small Business Credit Initiative (“SSBCI”)

SSBCI Form for Demographics-Related Data

Legal name of borrower or investee: _____

This transaction is supported with funding provided through the State Small Business Credit Initiative (SSBCI), a federal program that supports small business lending and investment programs in states, the District of Columbia, territories, and Tribal governments (collectively, “participating jurisdictions”). SSBCI programs are designed to expand access to capital, promote economic resiliency, and create new jobs and economic opportunity.

Filling out this form and providing demographic information is optional; applicants are not required to provide the requested information but are encouraged to do so. The entity collecting this information cannot discriminate on the basis of whether an applicant provides this information, or based on any information provided on this form. If you decline to provide this information, it will not adversely affect your application.

The demographics-related information collected can only be used for purposes of the SSBCI program and must not be used for any other purposes (e.g., marketing, sale to third parties). The information collected must also not be used in a manner that violates any applicable anti-discrimination laws, including, but not limited to, the following authorities: Title VI of the Civil Rights Act of 1964 (Title VI), 42 U.S.C. § 2000d-1 et seq., and Treasury’s implementing regulations, 31 C.F.R. part 22; Section 504 of the Rehabilitation Act of 1973 (Section 504), 29 U.S.C. § 794; Title IX of the Education Amendments of 1972 (Title IX), 20 U.S.C. § 1681 et seq., and Treasury’s implementing regulations, 31 C.F.R. part 28; the Age Discrimination Act of 1975, 42 U.S.C. § 6101 et seq., and Treasury’s implementing regulations at 31 C.F.R. part 23.

If you believe you were discriminated against in connection with the provision of the information provided on this form, contact: Director, Office of Civil Rights and Diversity, U.S. Department of the Treasury, 1500 Pennsylvania Ave, N.W., Washington, DC 20220, or by email at crcomplaints@treasury.gov.

PAPERWORK REDUCTION ACT NOTICE - OMB Control Number 1505-0227

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a valid control number assigned by OMB.

Applicants are encouraged to answer all of the questions below.

This information is being collected to help ensure that communities' small business credit needs are being fulfilled and allow SSBCI to analyze the populations that SSBCI funding is benefiting.

1. Minority-owned or controlled business status			
For purposes of this form, <u>minority individual</u> means a natural person who identifies as American Indian or Alaska Native; Asian American; Black or African American; Native Hawaiian or Other Pacific Islander; Hispanic or Latino/a; or one or more than one of these groups.			
For purposes of this form, an applicant is a <u>minority-owned or controlled business</u> if the business meets one or more of the following: (1) if privately owned, 51 percent or more is owned by minority individuals; (2) if publicly owned, 51 percent or more of the stock is owned by minority individuals; (3) in the case of a mutual institution, a majority of the board of directors, account holders, and the community which the institution services is predominantly comprised of minority individuals; or (4) one or more minority individuals have the power to exercise a controlling influence over the business.			
Is the applicant a minority-owned or controlled business?	☐ Yes	☐ No	☐ Prefer not to respond
2. Women-owned or controlled business status			
For purposes of this form, an applicant is a <u>women-owned or controlled business</u> if the business meets one or more of the following: (1) if privately owned, 51 percent or more is owned by females; (2) if publicly owned, 51 percent or more of the stock is owned by females; (3) in the case of a mutual institution, a majority of the board of directors, account holders, and the community which the institution services is predominantly comprised of females; or (4) one or more individuals who are females have the power to exercise a controlling influence over the business.			
Is the applicant a women-owned or controlled business?	☐ Yes	☐ No	☐ Prefer not to respond
3. Veteran-owned or controlled business status			
For purposes of this form, an applicant is a <u>veteran-owned or controlled business</u> if the business meets one or more of the following: (1) if privately owned, 51 percent or more is owned by veterans; (2) if publicly owned, 51 percent or more of the stock is owned by veterans; (3) in the case of a mutual institution, a majority of the board of directors, account holders, and the community which the institution services is predominantly comprised of veterans; or (4) one or more individuals who are veterans have the power to exercise a controlling influence over the business.			
Is the applicant a veteran-owned or controlled business?	☐ Yes	☐ No	☐ Prefer not to respond

Each principal owner of the applicant is encouraged to answer the questions below.

This information is being collected to help ensure that communities' small business credit needs are being fulfilled and allow SSBCI to analyze the populations that SSBCI funding is benefiting.

For purposes of this form, a principal owner of the applicant is a natural person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, owns 25 percent or more of the equity of the business. If a trust owns, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, 25 percent or more of the equity interests of the business, the trustee is a principal owner.

For each principal owner of the applicant, indicate which of the following categories the principal owner identifies with. Submit a separate copy of this table for each principal owner of the applicant (up to four).

1. Ethnicity ☐ Hispanic or Latino/a ☐ Prefer not to respond		☐ Not Hispanic or Latino/a
2. Race (select all that apply) ☐ American Indian or Alaska Native ☐ Asian ☐ Indian ☐ Chinese ☐ Filipino ☐ Japanese ☐ Korean ☐ Vietnamese ☐ Asian (Other) ☐ Black or African American ☐ Native Hawaiian or Other Pacific Islander ☐ Guamanian or Chamorro ☐ Native Hawaiian ☐ Samoan ☐ Pacific Islander (Other) ☐ White ☐ Prefer not to respond		
3. Middle Eastern or North African Ancestry ☐ Middle Eastern or North African ☐ Prefer not to respond ☐ Not Middle Eastern or North African		
4. Gender ☐ Female ☐ Male ☐ Nonbinary ☐ Prefer to self-describe: _____ ☐ Prefer not to respond	5. Sexual Orientation ☐ Gay or lesbian ☐ Bisexual ☐ Straight, that is, not gay, lesbian, or bisexual ☐ Something else ☐ Prefer not to respond	
6. Veteran Status ☐ Veteran ☐ Prefer not to respond ☐ Non-veteran		

Exhibit F

Investor Use of Proceeds and Conflict of Interest Certification

(see attached)

**New Jersey Economic Development Authority (“NJEDA”)
State Small Business Credit Initiative (“SSBCI”)**

Investor Use of Proceeds and Conflict of Interest Certification

Funds from the State Small Business Credit Initiative (SSBCI) may only be used for certain purposes and in circumstances where the applicable conflict of interest standards are satisfied.

Legal name of investor:

Following a careful review, the investor hereby certifies the following to the participating jurisdiction:

1. The SSBCI-supported investment is not being made in order to place under the protection of the approved program prior debt that is not covered under the approved program and that is or was owed by the investee to the investor or to an affiliate of the investor.
2. The investor is not attempting to enroll any portion of an SBA-guaranteed loan or the unguaranteed portion of any other federal loan.
3. For an SSBCI-supported venture capital or equity investment, the investment complies with the venture capital program conflict of interest standards as set forth in Section VIII.f of the SSBCI Capital Program Policy Guidelines. Briefly, these standards provide that no SSBCI insider, or a family member or business partner of an SSBCI insider, has a personal financial interest in the investee unless an exception specified in Section VIII.f of the SSBCI Capital Program Policy Guidelines applies. The terms “SSBCI insider,” “family member,” “business partner,” and “personal financial interest” have the meanings set forth in Section VIII.f of the SSBCI Capital Program Policy Guidelines.

The undersigned is an authorized representative of the investor.

Signature

Printed Name

Title

Date

Exhibit G

Form Quarterly Report

(see attached)

Capital Program Quarterly Report

	Start Date	End Date
Reporting Period		
Submission Deadline		
Participating Jurisdiction		

Program Information and Program Allocated Funds Expended, Obligated, or Transferred (EOT) - Excluding Administrative Costs					
FY	Program Title	FY EOT	FY OBLIGATED	FY TRANSFERRED	FY TOTAL
2019	...	...	...	...	...
2020	...	...	...	...	...
2021	...	...	...	...	...
2022	...	...	...	...	...
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2100	...	...	...	...	...

Total Potential Allocation	
Cumulative Funds Disbursed to Participating Jurisdiction	

[illegible]

Funds EOT For Administrative Costs - Excluding Program Allocated Funds EOT

	Cumulative as of Prior Quarter End	Adjustment	Current Quarter	Cumulative as of Current Quarter
Direct Administrative Costs	-	\$ -	\$ -	\$ -
Indirect Administrative Costs	-	\$ -	\$ -	\$ -
Total	\$ -	\$ -	\$ -	\$ -
Administrative Costs Threshold				\$ -
Administrative Costs, as a percentage of cumulative funds disbursed to Participating Jurisdiction				0.00%
Administrative Costs, as a percentage of cumulative program allocated funds EOT as of current quarter				0.00%

Other Required Information

	Cumulative as of Prior Quarter End	Adjustment	Current Quarter	Cumulative as of Current Quarter
Program Income	-	\$ -	\$ -	\$ -
CAP Charge-offs	-	\$ -	\$ -	\$ -

Additional Information
Comments:

[illegible]

Exhibit H

Form Annual Report

(see attached)

[illegible]

[illegible]

[illegible]

Exhibit I

Fund Services Certification

(see attached)

**New Jersey Economic Development Authority (“NJEDA”)
State Small Business Credit Initiative (“SSBCI”)**

List of Services to be provided to Portfolio Companies

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
- 10.

Add more if any: _____

Service year: 2024

The undersigned is an authorized representative of the venture capital fund.

Signature:

Name:

Title:

Date:

Exhibit J

Duplication of Benefits Affidavit

(see attached)

New Jersey Economic Development Authority (“NJEDA”)
State Small Business Credit Initiative (“SSBCI”)

DUPLICATION OF BENEFITS AFFIDAVIT
(“DOB Affidavit”)

Please provide below information about all sources of funds that Investee has been awarded and/or received for the same purpose or purposes as the SSBCI Venture Fund program (the “Program”). Sources of funds include, but are not limited to: Federal, State and local loan/grant programs, private or bank loans, gifts or donations, and insurance proceeds. Please indicate below the amount allocated to, received by and/or anticipated by the Grantee from any and all funding sources.

Source of Funds	Dollar Amount Received and/or Anticipated	Date Received or Anticipated	Application/Policy # and/or reference to attached document
	None		

The undersigned, on behalf of and as a duly authorized agent and representative of [^Signet Healthcare GP V \(NJ\), LP](#) (the “Investee”) certifies that it has disclosed to the New Jersey Economic Development Authority in this affidavit all funds, proceeds or compensation allocated to, received or to be received by the Investee for the same purpose or purposes as the **Program**, regardless of source.

Upon receiving any funds for the same purpose or purposes as the Program that were not listed on the Duplication of Benefits Affidavit, Investee agrees to immediately notify the Authority. The Authority will determine, in its sole discretion, if such additional amounts constitute a DOB.

The Company acknowledges that it may be prosecuted by Federal, State, or local authorities and/or that repayment of all related funds may be required in the event that it makes or files false, misleading, or incomplete statements or documents.

Electronic signature on this affidavit 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 affidavit and affirm that their electronic signatures indicate a present intent to be bound by the electronic signatures and the terms of the affidavit. 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, scanning, and returning this document to the NJEDA.

Signature

Name

Authorized [^Officer](#) [^Member](#)

Date

Exhibit K

Subrogation and Assignment Agreement

(see attached)

SUBROGATION AND ASSIGNMENT AGREEMENT

This Subrogation and Assignment Agreement (hereinafter the "Agreement") made as of the Effective Date by and between ^ _____ located at ^ _____ (hereinafter the "Investee"), and the New Jersey Economic Development Authority, an instrumentality of the State of New Jersey organized and existing under the authority of N.J.S.A. 34:1B-1 et seq., having its offices at 36 West State Street, P.O. Box 990, Trenton, New Jersey 08625-0990 (hereinafter referred to as the "Investor" or the "Authority"), the above entities being hereinafter referred to as the "Parties").

1. Definitions:

"Duplication of Benefits" or "DOB" means receiving funds for a cost, expense, lost revenue or other purpose for which Investee has received or will receive financial assistance under any other program, or from insurance or any other source such that it has received assistance for a cumulative amount that exceeds its need, which duplication of benefit is prohibited under federal law, including 42 U.S.C. 5155(a). A duplication of benefits occurs when someone receives financial assistance from multiple sources and the total assistance received exceeds their need for that type of assistance.

"Investment Proceeds" means the funds provided to Investee under the **SSBCI Venture Fund** Program.

"Program" means the **SSBCI Venture Fund** Program administered by the Authority.

2. In consideration of Investee's receipt of the Investment Proceeds, Investee hereby assigns to the Authority all of Investee's current and future rights to reimbursement and/or payments received or to be received from any grant, loan, insurance policies of any type or coverage, or under any reimbursement or relief program related to or administered by a federal, state or local governmental entity, or any other entity, to the extent it would constitute a DOB under this agreement, as determined in the sole discretion of Authority.
3. Upon receiving any funds for the same purpose or purposes as the Investment Proceeds that were not listed on the Duplication of Benefits Affidavit, Investee agrees to immediately notify the Authority. The Authority will determine, in its sole discretion, if such additional amounts constitute a DOB.
4. If the Authority determines that a DOB has already occurred, it will notify Investee and Investee shall promptly reimburse the Authority for the DOB. If the Investee has not yet received all of the Investment Proceeds, the Authority may reduce the amount of the Investment Proceeds to ensure that no DOB occurs.
5. Investee agrees to assist and cooperate with the Authority if the Authority elects to pursue any of the claims Investee has against insurers. Investee's assistance and cooperation shall include but shall not be limited to allowing suit to be brought in Investee's name(s) and providing any additional documentation with respect to such consent, giving depositions, providing documents, producing record and other evidence, testifying at trial and any other form of assistance and cooperation reasonably requested by the Authority. Investee further agrees to assist and cooperate in the attainment and collection of any DOB Proceeds that the Investee would be entitled to under any applicable Disaster Program.
6. If requested by the Authority, Investee agrees to execute such further and additional documents and instruments as may be requested to effectuate the intent and purposes of this Subrogation and Assignment Agreement, and to take, or cause to be taken, all actions and to do, or cause to be done, all things requested by the Authority to consummate and make effective the purposes of this Agreement.

7. Investee explicitly allows the Authority to request of any company with which Investee held insurance policies or a federal, state or local governmental entity, or any other entity from which Investee has applied for or is receiving funding of any type, any non-public or confidential information determined to be reasonably necessary by the Authority to monitor and enforce its interest in the rights assigned to it under this Agreement. Investee further gives Investee's consent to any such company or governmental entity to release said information to the Authority.
8. Once the Authority has recovered an amount equal to any DOB, the Authority will reassign to Investee any rights assigned to the Authority pursuant to this Agreement.
9. Investee represents that all statements and representations made by it are true and correct as of the Effective Date as defined in this Agreement.
10. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument. This Agreement may be delivered by telecopier, e-mail, 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.
11. Electronic signature on this Agreement 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 Agreement and affirm that their electronic signatures indicate a present intent to be bound by the electronic signatures and the terms of the Agreement. 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, scanning and returning the signed agreement to the NJEDA.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective signatories duly authorized as of the date and year last written below ("Effective Date").

INVESTEE:

By: _____

Name: _____

Title: _____

Date: _____

LENDER:

**NEW JERSEY ECONOMIC
DEVELOPMENT AUTHORITY**

By: _____

Name: _____

Title: _____

Date: _____