

**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY
BRRAG TAX CREDIT CERTIFICATE TRANSFER PROGRAM APPLICATION**
(As authorized by the Business Retention and Relocation Assistance Act, P.L. 2004, c. 65)

BUYING BUSINESS APPLICATION

[FORM 3]

FOR:

(Buying Company)

Directions: Please submit the completed application and all required exhibits to the New Jersey Economic Development Authority. An original signature of an authorized corporate officer on the application is required (fax signatures cannot be accepted). Do not place pages in plastic sheets or bindings that have to be taken apart.

Please submit:

- One (1) completed original application
- One (1) photocopy of the completed original application
- One (1) electronic copy of the application to your assigned EDA Representative

Mail to:

New Jersey Economic Development Authority
P.O. Box 990
Trenton, New Jersey 08625

Deliver to:

New Jersey Economic Development Authority
36 West State Street
Trenton, New Jersey 08625

Please note:

Those with questions about this application or the application process are encouraged to contact EDA Customer Care at 609-777-4898 or via e-mail at CustomerCare@njeda.com.

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BUYER APPLICATION

1. Company Information:

- a) Company Name of Applicable New Jersey Taxpayer
Tax ID #(s)
- b) Date of Incorporation/formation
- c) Name of U.S. Parent Company (if different from above)
- d) State of Incorporation/formation
- e) (If applicable) Detail company connection to predecessor company(ies)

2. Company Contact Person:

- a) Name
- b) Title
- c) Address
- d) City
- e) State
- f) Zip
- g) Telephone
- h) Fax Number(s)
- i) E-mail address

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3. Company agent/contact person (if applicable) for this application:

- a) Name
- b) Title
- c) Address
- d) City
- e) State
- f) Zip
- g) Telephone
- h) Fax Number(s)
- i) E-mail address

4. Selling Business

- a) Business Name
- b) Primary Business Address
- c) Contact Person and Title
- d) Telephone
- e) Fax
- f) Email Address

5. Estimated value of the tax credits to be transferred.

6. Selling Price of Benefits to be transferred.

7. Gross Amount of Sale of Certificate.

This must be at least 75% of the amount of the Grand Total

8. Total expenses, fees or costs

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9. Net proceeds to seller.

10. Is your business currently operating in New Jersey?

_____ YES _____ NO

11. Does your business have corporation business tax liability against which BRRAG tax credits may be used?

_____ YES _____ NO

12. Does your business have insurance premiums tax liability against which BRRAG tax credit may be used?

_____ YES _____ NO

13. Please provide a list of all business entities that directly or indirectly own or control five percent or more of the voting rights or five percent or more of the value of all classes of stock of the applicant buying company. If more space is needed, please attach additional documents.

Note: the Buying Business named in this application agrees not to buy any BRRAG Tax Credit from an Affiliated Business (See explanation of Affiliated Business below).

(Affiliated Business – the test of affiliation is whether the same entity directly or indirectly owns or controls five percent or more of the voting rights or five percent or more of the value of all classes of stock of both the selling and buying businesses.)

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The undersigned certifies that the information provided in connection with this application is accurate to the best of my knowledge.

Signature of Authorized Buying
Business Representative

Printed Name, Title

Signature of Authorized Selling
Business Representative

Printed Name, Title

(3/25/08)

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Release Authorization

_____, an officer of _____

_____, hereby authorize the New Jersey Economic Development Authority to contact the New Jersey Department of Labor and Workforce Development to conduct a review of our tax filing history to determine if there are currently any tax deficiencies and/or delinquencies. The New Jersey Department of Labor and Workforce Development may release its findings to the New Jersey Economic Development Authority, Business Retention and Relocation Assistance Act, (P.L. 2004, c. 65), Business Retention and Relocation Assistance Grant, Tax Credit Program.

Date

Signature/Title

Sworn to and subscribed before me
this _____ day of _____, 20_____.

NOTE: In order to receive benefits under the BRRAG TCCT program, the company will need to receive tax clearance from the NJ Division of Taxation.

Has your company applied for and received tax clearance? ___ Yes ___ No

*Go to <http://www.state.nj.us/treasury/taxation/index.html?busasst.htm> for further details.

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Businesses applying to purchase BRRAG tax credits are subject to the EDA's Disqualification/Debarment Regulations (the "Regulations"), which are set forth in N.J.A.C. 12A:4-12.1, et seq. Applicants are required to answer the following background questions pertaining to the commission of certain offenses that can lead to disqualification from eligibility under the Regulations.

All capitalized terms used in this Questionnaire, except those defined elsewhere herein, shall be defined at the bottom of this form.

Has Applicant, any officers or directors of Applicant, or any Affiliates (collectively, the "Controlled Group") been found guilty, liable or responsible in any Legal Proceeding for any of the following violations or conduct? (Any civil or criminal decisions or verdicts that have been vacated or expunged need not be reported).

1. Commission of a criminal offense as an incident to obtaining or attempting to obtain a public or private contract, or subcontract there under, or in the performance of such contract or subcontract.

___ Yes ___ No

2. Violation of the Federal Organized Crime Control Act of 1970, or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, perjury, false swearing, receiving stolen property, obstruction of justice, or any other offense indicating a lack of business integrity or honesty.

___ Yes ___ No

3. Violation of the Federal or State antitrust statutes, or of the Federal Anti-Kickback Act (18 U.S.C. 874).

___ Yes ___ No

4. Violation of any law governing the conduct of elections of the Federal Government, State of New Jersey or of its political subdivision.

___ Yes ___ No

5. Violation of the "Law Against Discrimination" (P.L. 1945, c169, N.J.S.A. 10:5-1 et seq., as supplemented by P.L. 1975, c. 127), or of the act banning discrimination in public works employment (N.J.S.A. 10:2-1 et seq.) or of the act prohibiting discrimination by industries engaged in defense work in the employment of persons therein (P.L. 1942, c114, N.J.S.A. 10:10, et seq.).

___ Yes ___ No

6. To the best of your knowledge, after reasonable inquiry, violation of any laws governing hours of labor, minimum wage standards, prevailing wage standards, discrimination in wages, or child labor.

___ Yes ___ No

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7. To the best of your knowledge, after reasonable inquiry, violation of any law governing the conduct of occupations or professions of regulated industries.

___ Yes ___ No

8. Debarment by any department, agency, or instrumentality of the State or Federal government.

___ Yes ___ No

9. Violation of any of the following prohibitions on vendor activities representing a conflict of interest, or failure to report a solicitation as set forth below:

(i) No person shall pay, offer or agree to pay, either directly or indirectly, any fee, commission, compensation, gift, gratuity, or other thing of value of any kind to any EDA officer or employee or special EDA officer or employee, as defined by N.J.S.A. 52:13D-13b and e, with which such person transacts or offers or proposes to transact business, or to any member of the immediate family as defined by N.J.S.A. 52:13D-13i, of any such officer or employee, or partnership, firm, or corporation with which they are employed or associated, or in which such officer or employee has an interest within the meaning of N.J.S.A. 52:13D-13g.

(ii) The solicitation of any fee, commission, compensation, gift, gratuity or other thing of value by any EDA officer or employee or special EDA officer or employee from any person shall be reported in writing by the person to the Attorney General and the Executive Commission on Ethical Standards.

(iii) No person may, directly or indirectly, undertake any private business, commercial or entrepreneurial relationship with, whether or not pursuant to employment, contract or other agreement, express or implied, or sell any interest in such person to, any EDA officer or employee or special EDA officer or employee having any duties or responsibilities in connection with the purchase, acquisition or sale of any property or services by or to the Authority, or with any person, firm or entity with which he or she is employed or associated or in which he or she has an interest within the meaning of N.J.S.A. 52:13D-13g. Any relationships subject to this subsection shall be reported in writing to the Executive Commission on Ethical Standards, which may grant a waiver of this restriction upon application of the EDA officer or employee or special EDA officer or employee upon a finding that the present or proposed relationship does not present the potential, actually or appearance of a conflict of interest.

(iv) No person shall influence, or attempt to influence or cause to be influenced, any EDA officer or employee or special EDA officer or employee in his or her capacity in any manner which might tend to impair the objectivity or independence of judgment of the officer or employee.

(v) No person shall cause or influence, or attempt to cause or influence, any EDA officer or employee or special EDA officer or employee to use, or attempt to use, his or her official position to secure unwarranted privileges or advantages for the person or any other person.

___ Yes ___ No
(If Yes, specify subsection)

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10. Has any member of the Controlled Group been found guilty, liable or responsible for the violation in any Legal Proceedings of any State or Federal law that may bear upon a lack of responsibility or moral integrity, or that may provide other compelling reasons for disqualification? (Your responses to the foregoing question should include, but not be limited to, the violation of the following laws, without regard to whether any monetary award, damages, verdict, assessment or penalty has been made against any member of the Controlled Group, except that any violation of any environmental law in category (v) below need not be reported where the monetary award, damages, etc. amounted to less than \$1 million).

- (i) Laws banning or prohibiting discrimination or harassment in the workplace on the basis of gender, race, age, religion or handicapped status.
- (ii) Laws prohibiting or banning any form of forced, slave, or compulsory labor.
- (iii) Laws protecting workers who have reported the wrongdoing of their employers to governmental authorities, commonly referred to as "Whistleblower Laws".
- (iv) Securities or tax laws resulting in a finding of fraud or fraudulent conduct.
- (v) Environmental laws.
- (vi) Laws banning the possession or sale of, or trafficking in, firearms or drugs.
- (vii) Laws banning anti-competitive dumping of goods.
- (viii) Anti-terrorist laws.
- (ix) Criminal laws involving commission of any felony or indictable offense under State or Federal law.
- (x) Laws banning human rights abuses.
- (xi) Laws banning the trade of goods or services to enemies of the United States.
- (xii) The New Jersey Conflicts of Interest Law 52:13D-1 et seq.

___ Yes ___ No

11. To the best of your knowledge, after reasonable inquiry, is any member of the Controlled Group a party to pending Legal Proceedings wherein any of the offenses or violations described in questions 1-10 above are alleged or asserted against such entity or person?

___ Yes ___ No

If the answer to any of the foregoing questions is affirmative, you must provide the following information as an attachment to the application: (i) the case and court in which such matters were tried or are pending; (ii) the charges or claims adjudicated or alleged; and (iii) a brief explanation of the circumstances giving rise to such matters. Also, for affirmative answers to question 1-10, copies of the final judgments, consent orders or administrative findings, as the case may be, that were entered or made in such matters must be attached.

The terms set forth below shall be defined as follows:

"Affiliates" means entities having an overt or covert relationship such that any one of them directly or indirectly controls or has the power to control another.

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“Legal Proceedings” means any State or Federal civil, criminal or administrative proceeding in a court or administrative tribunal in the United States or any territories thereof.

The EDA reserves the right to require additional clarifying or explanatory information from the applicant (“Applicant”) regarding the answers given. If, at any time prior to board action on this application, or, at any time between the date of such action and the execution of a BRRAG grant agreement with the EDA, the Applicant should become aware of any facts that materially alter or change such answers, or that render any of them incomplete, the Applicant shall have a duty to immediately report such facts to the EDA in writing.