



MODIFICATION APPLICATION

STAND ALONE BONDS

RETURN EXECUTED APPLICATION AND FILING FEE TO:

New Jersey Economic Development Authority

Bond Compliance

36 West State Street (overnight mail only)

P.O. Box 990 (regular mail)

Trenton, New Jersey 08625-0990

(609) 858-6700

bonds@njeda.com

NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY
BOND MODIFICATION APPLICATION
(February 2021)

Please indicate Program type:

Application Submission Date:

- Conduit Bond Program**
 Conduit Bond with Guarantee Program

CURRENT APPLICANT:

(List all entities associated with project)

PROJECT NUMBER:

PRODUCT NUMBER:

REQUESTED MODIFICATION/CONSENT:

(Provide a detailed **explanation** of the modification or consent requested associated with the project, including **approvals** necessary or obtained, list of **bond documents to be amended**, if applicable and **timeline** to complete the requested modification or consent.

REASON FOR REQUEST:

MODIFICATION FEE:

Modification Fees: \$250 Administrative/ \$1,500 Major*

A modification fee is to be paid according to EDA regulations. Current fees are:

1. \$250 in the event the change is minor and does not require modification of the loan documents, such as consent to additional debt.
2. \$1,500 in the event the modification requested significantly changes the approved bond terms and conditions and requires preparation of new documents.

*Major modification fees will be charged in conjunction with complex changes that require extensive staff time to review and complete. Examples include modification of bond repayment terms, extension of maturity date, substitution of collateral, board action, legal review, etc. as determined by the Authority.

Submit appropriate filing fee with the application.

SECTION I

APPLICANT INFORMATION

Provide general information of Applicant applying for modification to the incentive:

1. Current Applicant Name(s):
(official, legal name without abbreviations).

2. Current Mailing Information:
(Street Address, P.O. Box, City, State and Zip).

3. Contact Information:
(Name, title, direct address (if different than above), phone and fax numbers, and e-mail address for this modification).

4. Banker contact information:

(Name, title, address, phone and fax numbers, and e-mail address).

5. Legal Counsel contact information:

(Name, title, address, phone and fax numbers, and e-mail address).

6. Indicate in detail the present use of the project site:

(Use additional sheet if necessary.)

7. Number of full-time and part-time employees:

(In New Jersey, current)

8. List all company's locations:

9. Other Incentives, Grants or Financing:

List all incentive(s), grant(s) and/or financing provided and/or pending by the EDA/State. Include corresponding EDA/State project number(s). Advise if this modification request will affect other said incentives, grants, loans, or bonds. Use additional sheet if necessary.

- 1.
- 2.
- 3.
- 4.

10. Complete schedule of all Officers, Directors, and Stockholders:

(Provide complete schedule of all officers, directors and stockholders with 10 percent or more stock ownership for each company/subsidiary affiliated with this request. Use additional sheet if necessary).

11. OUTSTANDING BOND TERMS

Provide the following information:

- A. Current Bondholder(s) Contact:
(Name, title, address, phone and fax numbers, and e-mail address)

- B. Outstanding Principal Balance of Bond:

- C. Payment Status (current, delinquent #days, etc.)

- D. Maturity Date of Bond:

- E. Current Interest Rate/Formula:

- F. Variable or Fixed Rate:

SECTION II

SUPPLEMENTAL INFORMATION REQUIRED

Attachments Required:

- A. Bondholder approval, commitment, or term sheet (include underwriting analysis)
- B. Supplemental Information Form to be completed by applicant and bond counsel
- C. Modification Fee: \$250/Administrative or \$1,500/Major (Checks made payable to NJEDA or Wiring instructions available upon request)

SECTION III

NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY LEGAL QUESTIONNAIRE

Applicant Name:

Persons (entities or individuals) applying for NJEDA programs are subject to the Authority's Disqualification/Debarment Regulations (the "Regulations"), which are set forth in N.J.A.C. 19:30-2.1, et seq. Applicants are required to answer the following background questions ("Legal Questionnaire") pertaining to causes that may lead to debarment, disqualification, or suspension from eligibility under the Regulations and Executive Orders 34 (Byrne 1976) and 189 (Kean 1988) after consideration of all relevant mitigating factors. Governmental entities are not required to submit this Legal Questionnaire and may leave it empty.

***Note that this form has recently been modified.
Please review in its entirety prior to providing any responses or certifications.***

DEFINITIONS

Notwithstanding any terms defined elsewhere or otherwise herein, the following definitions shall govern in responding to this Legal Questionnaire:

"Affiliates" means any entities or persons having an overt or covert relationship such that any one of them directly or indirectly controls or has the power to control another. For the purposes of application for, or ongoing compliance with, Authority-administered programs, this includes:

- any entities or persons having an ownership interest in Applicant of 10% or greater;
- any entities in which Applicant holds an ownership interest of 10% or greater; and

- any entities that are named in the application and/or agreement, or that will receive a direct benefit from the financing, incentive, or other agreement with the Authority.

Note that any entities or persons fitting these definitions will need to be listed in Part C below.

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

RELEVANT TIMEFRAMES

Responses should be given based on the following “look-back” periods:

- For civil matters, those that were either pending or concluded within 5 years of the reporting date;
- For criminal matters, those that were either pending or concluded within 10 years of the reporting date;
- For environmental regulatory matters, those that were either pending or concluded within 10 years of the reporting date; and
- For all other regulatory matters, those that were either pending or concluded within 5 years of the reporting date.

Note that in cases where Applicant has previously submitted and certified a legal questionnaire to the Authority, the Applicant may refer to its prior legal questionnaire and report only those matters that are new or have changed in status since the date of last reporting.

Part A. Past Proceedings

Has Applicant, or any officers or directors of Applicant, or any Affiliates of Applicant, been found or conceded or admitted to being guilty, liable or responsible in any Legal Proceeding, or conceded or admitted to facts in any Legal Proceedings that demonstrate responsibility 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, fraud, 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, c127), 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. 10:1-10, 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

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 the Conflict of Interest Law, N.J.S.A. 52:13D-12 et seq., including 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 Authority officer or employee or special Authority officer or employee, as defined by N.J.S.A. 52:13D-13(b) 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-13(i), 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-13(g).
- (ii) The solicitation of any fee, commission, compensation, gift, gratuity or other thing of value by any Authority officer or employee or special Authority officer or employee from any person shall be reported in writing by the person to the Attorney General and the NJEDA Ethics Liaison Officer.
- (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 Authority officer or employee or special Authority 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-13(g). Any relationships subject to this subsection shall be reported in writing to the NJEDA Ethics Liaison Officer and the State Ethics Commission, which may grant a waiver of this restriction upon application of the Authority officer or employee or special Authority 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 Authority officer or employee or special Authority 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 Authority officer or employee or special Authority 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 for any of the above, specify subsection)

10. Violation 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 there was any monetary award, damages, verdict, assessment or penalty, 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.
- (ii) Laws prohibiting or banning any form of forced, slave, or compulsory labor.
- (iii) The New Jersey Conscientious Employee Protection Act, N. J. Stat. Ann. § 34:19-1 *et seq.*, or other “Whistleblower Laws” that protect employees from retaliation for disclosing, or threatening to disclose, to a supervisor or to a public body an activity, policy or practice of the employer, that the employee reasonably believes is in violation of a law, or a rule or regulation issued under the law.
- (iv) Securities or tax laws resulting in a finding of fraud or fraudulent conduct.
- (v) Environmental laws, where the monetary award, penalties, damages, etc. amounted to more than \$1 million.
- (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.

_____Yes____No

Part B. Pending Proceedings

11. To the best of your knowledge, after reasonable inquiry, are Applicant, or any officers or directors of Applicant, or any Affiliates, 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? With respect to laws banning or prohibiting discrimination or harassment in the workplace, please provide only information pertaining to any class action lawsuits.

_____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 name and court/administrative agency (including jurisdiction and venue) 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, please attach copies of document(s) reflecting the final resolution (e.g., final judgments, verdicts, plea bargains, consent orders, administrative findings, or settlement agreements).

Note that an Applicant may refer to or attach specific provisions of a 10-K/Q or other filings with the U.S. Securities and Exchange Commission (SEC); however, the Applicant should be aware that different laws apply to disclosures to the Authority. This means that the Authority does not have the same types of materiality thresholds as the SEC. The Applicant is expected to supplement its SEC filings to ensure that all relevant matters are disclosed to the Authority, including any matters that were below the SEC’s materiality threshold and any matters that may have occurred after its most recent filing.

Please Note: Eligibility is determined based on the information presented in the completed Application. If, at any time while engaged with the Authority the Applicant should become aware of any facts that materially alter or change its answers, or that render any of them incomplete or inaccurate, the Applicant has a duty to promptly report such facts to the Authority in writing. The Authority reserves the right to require additional clarifying or explanatory information from the Applicant regarding the answers given, to ask additional questions not contained in this Legal Questionnaire, and to perform its own due diligence investigations and searches.

