



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY
CHANGE OF OWNERSHIP INFORMATION FORM**

This information is necessary to process a change in the ownership, transfer of ownership interest or business organization of the Present Project Owner or the property which was financed with NJEDA assistance. Fill in all the blanks, using "NONE" or "NOT APPLICABLE" where necessary. If more space is needed to answer any specific question, attach a separate sheet. Return **one typed original** of this application and **one copy of the financial materials** (if applicable) to the New Jersey Economic Development Authority, 36 W. State St., PO Box 990, Trenton, NJ 08625-0990.

I. PRESENT PROJECT OWNER

Original Application No. _____

| | |
|-----------------------|-----------------|
| Name | Mailing Address |
| City, State, Zip Code | Telephone No. |

II. PROPOSED NEW OWNER completes remainder of this form.

A. General Information

| | | | | |
|--|----------------|------------------|---|----------------|
| Name of Applicant (official, legal name without abbreviations) | | | Name of Contact Person (officer/owner of the applicant) | |
| Street Address | | | Mailing Address | |
| City | State | Zip Code | Employer's I.D. No. | SIC/NAICS No.* |
| Trade Name | | Type of Business | Website Address (if applicable) | |
| Telephone Number | Telefax Number | Email Address | Application Date | |

*Standard Industrial Classification or North American Industrial Classification System Number must be provided (see your IRS Return or consult your accountant).

| |
|---|
| INTERNAL USE ONLY Application No.: _____ Finance Officer: _____ |
|---|

B. Project Occupant's Business Organization: Corporation Partnership Sole Proprietorship
 LLC Not-for-Profit Other (describe): _____
 Year company formed: _____ If incorporated, what year? _____ In what state chartered? _____
 Is the Project Occupant a subsidiary or direct or indirect affiliate of any other organization? Yes No
 If yes, indicate name and address, and employer identification number of related organization and relationship.
 (Use separate page if needed and include as Exhibit IIB.)

C. List 100% ownership including all officers, directors and partners of the applicant. Also list all owners and stockholders of applicant, and any individuals/entities guaranteeing the loan (complete all columns for each person). If the applicant is a publicly-held corporation, please provide the latest 10-K and proxy statement indicating stock ownership. If applicant is a 501 (c)(3) Not-for-Profit organization, please list all officers and trustees of the applicant.
 (Use separate page if needed and include as Exhibit IC.)

| Name (list first, middle & last) Home Address (incl. zip code) | Birth Date | Social Security Number | Office Held | Percent Ownership |
|---|------------|------------------------|-------------|-------------------|
| | | | | 0.00% |
| | | | | |
| | | | | |
| | | | | |

III. PROJECT INFORMATION

A. Location of Project

Street Address _____

Municipality _____ County _____

Block(s) _____ Lots _____ Section _____

B. Is the project facility occupied or used by any party other than the proposed applicant? yes no

If yes, list each entity and have each complete the NJEDA's Project Occupant Application, if not previously submitted and approved by the NJEDA.

C. Project Site

1. Indicate approximate size (in acres or square feet of land). _____

2. Are there buildings now on the project site? yes no

If yes, indicate number and approximate size in square feet of each building.

3. Indicate in detail the present use of the project site.

4. Indicate in detail the difference between the present use of the building or buildings and/or equipment to be acquired, constructed or expanded (i.e. manufacturing widgets, research relating to widget design, executive offices for management of widget company, warehousing for storage of widgets, etc.) and your intended use of the Project. Please respond to this item as fully and precisely as possible; attach separate sheet if needed.

IV. Capital Expenditures in Project Municipality

If the Bond financing received by the Present Project Owner was issued within the last three years, the amount of the Bond financing together with any outstanding bonds exceeds \$1,000,000 and this is not an exempt facility or qualified 501(C)(3) not-for-profit organization, the NJEDA must review the capital expenditures made by Present Project Owner, Proposed New Owner, all project users and any persons or entities related to the Proposed New Owner or any project user (such entities collectively, the "Principal Users") for the three years prior to the Bond financing and for three years after the Bond financing (the "six year period"). Please indicate below the total capital expenditures made by the Principal Users relating to any assets (land, building, equipment, etc.) located in the project municipality (or anticipated to be located in, or transferred into, the project municipality) for the six year period, whether or not such capital expenditures were related to this particular project. In this regard, capital expenditures, include, but are not limited to, amounts used to acquire or renovate land, building, equipment or other assets including amounts incurred in connection with capital leases.

(Check One)

- The Bond financing closed more than 3 years ago. (Skip to Item V)
- The Principal Users received the benefit of \$1,000,000 or less in financial assistance, is an exempt facility or a qualified 501 (C)(3) not-for-profit organization. (Skip to Item V)
- The Present Project Owner received benefit of more than \$1,000,000 in financial assistance and the Bond financing closed within the past three years. The total capital expenditures made by the Principal Users relating to any assets (land, building, equipment, etc.) located in the project municipality (or anticipated to be located in, or transferred into, the project municipality) during the six-year period whether or not such capital expenditures were related to this particular project are:
1. Land _____
 2. Building _____
 3. Equipment _____
 4. Machinery _____
 5. Other assets _____

V. EMPLOYMENT IMPACT (permanent jobs)

A. Indicate below the number of people presently employed **at the project**, the number of people to be maintained by the Proposed New Owner and the number of people that will be employed at the Project at the end of the second year after acquisition by the Proposed New Owner.

| | Full Time Employees | Part Time Employees |
|--|---------------------|---------------------|
| Number of people presently employed at the project site | | |
| Number of people to be maintained by the Proposed New Owner | | |
| Number of people to be employed by the end of the second year | | |

B. Indicate the number of workers presently employed by the Proposed New Owner at other sites in New Jersey.

| <u>Employment Locations (city, county)</u> | <u>Number of Full-time Employees</u> |
|--|--------------------------------------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

C. Indicate whether or not the transaction will result in the loss of employment by the Proposed New Owner. If so, please provide detailed information that would indicate whether the proposed transaction will serve a public purpose despite the loss of employment.

D. Indicate whether or not the transaction will result in the relocation of any full-time employees from any of the locations referred to in item B above? If yes, please complete NJEDA Supplemental Relocation Form.

yes no

VI. ATTACHMENTS: The following items, where applicable, must be submitted with this form:

1. Cover letter with a brief history of the Proposed New Owner's business.
2. Completed NJEDA Project Occupant Information Form for each tenant, if not previously submitted to and approved by the Authority.
3. An opinion from a nationally recognized bond counsel indicating the effect, if any, the transaction would have on the tax-exempt status of the bond(s). (Can be submitted when delivered by bond counsel.)
4. If there is an outstanding NJEDA guarantee on the bond(s) for the subject project, provide the following financial information:
 - (a) balance sheet for the proposed new owner and proposed new Project Occupant(s) for the most recent fiscal year;
 - (b) profit and loss statement for the past three fiscal years and for as much of the current year as is available; and
 - (c) earnings projection (estimated profit and loss statement) for at least one full year after the transaction is approved.
5. If the NJEDA's written consent to the Change of Ownership is requested, in addition to the above, submission of a letter(s) indicating the position of the bondholder, trustee, letter of credit bank and/or any other entity having a financial interest in the project, with respect to the transaction, and specifying whether or not the Present Project Owner would be released from its obligations under the Loan Documents is required.

**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 contractor 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, actual 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.

CERTIFICATION OF LEGAL QUESTIONNAIRE AND AUTHORIZATION TO RELEASE INFORMATION

This certification shall be signed as follows:

- *for a corporation, by a principal executive officer at least the level of vice president;*
- *for a partnership, by a general partner;*
- *for a sole proprietorship, by the proprietor;*
- *for a governmental entity, by the contact person (business administrator, manager, mayor, etc.);*
- *for other than above, by the person with legal responsibility for the application.*

I hereby represent and certify that I have reviewed the information contained in this Legal Questionnaire, and that the foregoing information is true and complete under penalty of perjury. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment. I further agree to inform the New Jersey Economic Development Authority of any changes in the foregoing information which may occur prior to execution of any agreement with the Authority, and so long as any such agreement is in effect. Failure to disclose relevant matters may render the Applicant ineligible for the financial benefits sought and may subject the Applicant to disqualification, debarment, suspension, or referral to the office of the state's Attorney General.

The undersigned, on behalf of the Applicant, understands and acknowledges that information and documents provided to the New Jersey Economic Development Authority: (1) are subject to public disclosure during deliberations of the Authority at public meetings regarding the application and as set forth in the minutes of the Authority's public meetings; and (2) are subject to public disclosure under certain laws, including, but not limited to, the Open Public Records Act, N.J.S.A.47A:1-1 *et seq.*, and the common law right-to-know.

Signature Date

Printed Name/Title

Applicant Name Date