



INCITE Co-Investment Fund

CONFLICTS OF INTEREST CERTIFICATION

Legal name of Approved Investor applicant (“Applicant”): _____

The Applicant hereby certifies to Tennessee Technology Development Corporation d/b/a Launch Tennessee (“LaunchTN”) and agrees as follows:

1. If the Applicant is an individual, neither the Applicant nor any family member or business partner of the Applicant is an SSBCI Insider.
2. If the Applicant is an entity, no SSBCI Insider or any family member or business partner of an SSBCI Insider has a personal financial interest in the Applicant.
3. The Applicant will promptly notify LaunchTN, as administrator of the INCITE Co-Investment Fund program, if and when an event occurs that renders this Conflicts of Interest Certification obsolete or inaccurate.

For purposes of this certification, the following terms have the meanings set forth below:

- “Approved State Programs” means any state capital access program or state other credit support program approved by Treasury as eligible for Federal contributions to, or for the account of, such state program.
- A “business partner” of an SSBCI Insider is a person who owns 10 percent or more of the equity interests on a fully-diluted basis in a private entity in which an SSBCI Insider also owns 10 percent or more of the equity interests on a fully-diluted basis.
- A “family member” of an SSBCI insider includes:
 - (i) Immediate family (a spouse, domestic partner, or significant other), parents and grandparents, children and grandchildren, brothers and sisters, and step-brothers and step-sisters; and
 - (ii) More distant relatives, such as aunts and uncles and first and second cousins, if they live in the same household as the SSBCI Insider.
- “Participating State” means any state that has been approved for participation in the SSBCI.
- A “personal financial interest” includes any financial interest, whether direct or indirect, that is derived from ownership or right to ownership of or investment in the Applicant (including any financial interest derived from ownership or right to ownership of or investment in a venture capital fund).

- “SSBCI” means the State Small Business Credit Initiative created by the Small Business Jobs Act of 2010.
- “SSBCI Insider” means any person who, in the 12-month period preceding the date hereof:
 - (i) Performed the roles of:
 - (a) Program manager or staff member, whether by employment or contract, in a Participating State’s SSBCI Venture Capital Program;
 - (b) A government official with direct oversight of an SSBCI Venture Capital Program and that official’s immediate supervisors;
 - (c) A board member of a state-sponsored non-profit entity who, through committee or board service, has the authority to vote on decisions to invest SSBCI funds or possesses authority over the employment or compensation of the staff managing processes relating to the investment of SSBCI capital;
 - (d) A board member of an independent non-profit or for-profit entity that operates an SSBCI Venture Capital Program; or
 - (e) An employee, volunteer, or contractor on an investment committee or equivalent entity that approves SSBCI investments under an SSBCI Venture Capital Program; or
 - (ii) Exercised a controlling influence on a Participating State’s policy decisions regarding:
 - (a) The allocation of SSBCI funds among Approved State Programs;
 - (b) Eligibility criteria for SSBCI venture capital program participation; or
 - (c) The processes for approving investments of SSBCI funds under an SSBCI Venture Capital Program.
- “SSBCI Venture Capital Program” means any program designated in a Participating State’s application to and allocation agreement with Treasury as a state-run venture capital program (including, without limitation, the INCITE Co-Investment Fund program).
- “Treasury” means the United States Department of the Treasury.
- A “venture capital fund” refers to any type of investment fund managing capital from individual or institutional investors that makes equity or equity-like investments in private companies, such as, but not limited to a limited liability venture capital fund, fund-of-fund, a family office fund, foundation, or an angel investor fund.

[signature page follows]

Legal Name: _____

By: _____

Print: _____

Title: _____

Date: _____

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