

RIO GRANDE VALLEY ANGEL NETWORK

MEMBERSHIP AGREEMENT

Rio Grande Valley Angel Network (RGVAN) facilitates the introduction of entrepreneurs to potential investors through presentations and other mechanisms. RGVAN consists of individual angel investors interested in financing privately held companies or ventures typically in an early stage of development. Membership in RGVAN is a privilege, which is subject to renewal, revocation, or termination for a member's failure to conduct him or herself in a manner consistent with this Membership Agreement and RGVAN Bylaws.

Process for Membership Qualification

- ◆ Qualifying individuals are invited to consider becoming members of RGVAN. Membership is at the discretion of RGVAN and is subject to annual renewal, non-renewal, revocation, or termination by RGVAN.
- ◆ New members must be sponsored by a current RGVAN member.
- ◆ All new and renewing members must complete this Membership Agreement.
- ◆ Applications may be forwarded by email or mail to RGVAN at the address noted below.
- ◆ The Members will review all applications for membership and endeavor to provide applicants with a written response within thirty (30) days of completed application submission. (Check will be held for processing until after membership has been approved.)

For individual membership:

Name: _____

Address: _____

Phone: _____ Fax: _____

Email: _____

New Member Renewing Member (check one)

If New member, Sponsoring Current RGVAN Member: _____

For family membership and professional membership (continued next page):

Name of Entity: _____

Address: _____

Phone: _____ Fax: _____

Email: _____

New Member Renewing Member (check one)

If New member, Sponsoring Current RGVAN Member: _____

Individual family or professional members are:

Member 1:

Name: _____

Email: _____

Phone: _____ Fax: _____

New Member Renewing Member (check one)

Member 2:

Name: _____

Email: _____

Phone: _____ Fax: _____

New Member Renewing Member (check one)

To Qualify for Membership, I agree that:

- ◆ I am an accredited investor as defined under Rule 501 of the SEC regulations, which defines the same for individuals as: A) a natural person who has individual net worth, or joint net worth with the person's spouse, that exceeds \$1 million at the time of the purchase, excluding the value of the primary residence of such person; or B) a natural person with income exceeding \$200,000 in each of the two most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year.
- ◆ I have such knowledge and experience in financial and business matters to be capable of evaluating the relative merits and risks of any investment.
- ◆ I agree to abide by the terms and rules of RGVAN's Membership Agreement and Bylaws.
- ◆ I understand that RGVAN is not a venture fund, investment bank, broker/dealer, investment clearinghouse, investment portal, or any other form of investment advisor or otherwise, and is not registered with the Securities and Exchange Commission or any state securities commission.

Membership Code of Conduct

- ◆ I will conduct myself in a professional manner at all times.
- ◆ I will respect the privacy of other members and will not provide their names to any third party without their permission.
- ◆ I will keep membership information confidential.
- ◆ I understand and recognize that RGVAN meetings and communications are focused on investment pursuits and will not solicit fellow members for business.
- ◆ I will disclose to the group any relationship I have or may have with a presenting company, including any personal gain I may receive from the company.

Disclaimer [to be completed by each individual, family, and professional member applicant]

RGVAN is not a venture fund, an investment bank, a broker dealer, investment clearing-house, or an investment advisor, but rather a forum in which investors may be educated on aspects of investment and business, as well as being introduced to companies for possible investment. RGVAN is not registered with the Securities Exchange Commission (SEC) or any state securities commission. Each member of RGVAN is responsible for his or her own investment decisions, and RGVAN is not recommending any particular company for investment. All investments in entrepreneurial companies involve a high degree of risk, and investors should be able to bear the risk of complete financial loss. The choice to use and manner of utilization of information and knowledge gained through RGVAN is each member's individual and personal choice. No guidance shall be given, nor shall any person affiliated with RGVAN or (RGVAN itself) be responsible for an individual member's use of the information, investment decision, or the results of any investment. RGVAN does not conduct any investigation to verify the factual information submitted to potential investors by individual entrepreneurs. Hence, RGVAN makes no representations or warranties regarding these companies. Investors must conduct their own due diligence and negotiate the terms of any investment they elect to make.

Please send to:

Rio Grande Valley Angel Network

307 East Railroad Street

Weslaco, Texas 78596

laurie.simmons@utrgv.edu

Read, understood, and agreed to by:

Signature

Date

Please submit this membership agreement with annual membership dues which may be paid by check payable to RGVAN. \$650.00 for individuals (1 person) or \$900 for family or professional memberships (up to 3 persons), and \$1,500.00 for corporate memberships (up to 4 persons). Your check will not be cashed unless and until your application for membership has been accepted:

Complete membership submission includes:

- ◆ Completed Membership Agreement
- ◆ Payment

By signing this membership agreement I also have agreed to and read the terms and conditions of Conflict of Interest Agreement and Notice of Non-discrimination and Abuse as attached.

I will fully comply with the applicable terms and conditions of the Software Application License and Services Agreement between RGVAN and PROSEEDER Technologies, Inc., a copy of which has been made available for my review prior to signing this policy. I affirmatively acknowledge and agree to be bound by and comply with RGVAN's terms and conditions associated with the use of the RGVAN-branded Platform provided by PROSEEDER, including its privacy policy and other related documentation and information, which shall, to the fullest extent of the law, constitute an enforceable agreement between RGVAN and me.

CONFLICT OF INTEREST AND CONFIDENTIALITY POLICY

To maintain the credibility of the application and investment process and ongoing administration of the Rio Grande Valley Angel Network (RGVAN), and to assure fairness and impartiality, all members agree to the following:

For purposes of this policy, "Confidential Information" means any and all confidential or proprietary information obtained by me by reason of my relationship with RGVAN, including, without limitation, confidential or proprietary information of RGVAN applicants and/or clients, such as, but not limited to, financial information, know-how, technology, data, product information, specifications, marketing plans, and strategic plans. Confidential Information does not include information that: (1) was in my possession before receipt in connection with RGVAN and without a duty of confidentiality, as evidenced by written record predating such disclosure; (2) is or becomes a matter of public knowledge through no wrongdoing of my own or that of RGVAN; (3) is rightfully received by me from a third party without a duty of confidentiality; (4) is disclosed by the owner of the information to a third party without imposing a duty of confidentiality on the third party; or (5) is independently developed by me as evidenced by written record.

For purposes of this policy, a "conflict of interest" exists when I or my Relative (spouse, child, or other relative within the third degree by consanguinity or the second degree by affinity) has a personal or business relationship or interest that could reasonably be expected to diminish my independence of judgment or objectivity in the performance of my duties.

I will make a full written disclosure to the RGVAN Management Committee, of any potential conflict of interest, along with any related material facts, prior to participating in any discussion or vote relating to any entity that gives rise to the potential conflict of interest. RGVAN shall determine whether a conflict of interest exists. If a conflict of interest is determined to exist, I shall not participate in any discussions, deliberations, or voting related to the entity that gives rise to the conflict, and shall not seek or attempt to influence any action taken by any member of RGVAN regarding that entity.

I will protect Confidential Information by using reasonable care to prevent the unauthorized use, dissemination or publication of Confidential Information. I will not disclose Confidential Information to any third party and will use Confidential Information only for RGVAN purposes and not for the gain or benefit of (1) relatives; (2) any employee of RGVAN (3) or any third party.

I will not copy or keep Confidential Information for any reason except as required to conduct and complete my due diligence efforts.

I hereby consent to disclosure of my investments in deals originating from pitches provided by the RGVAN to the RGVAN executive director for the sole purpose of tracking RGVAN activity.

Signature

Date

Printed Name

Notice of Non-discrimination and Abuse

The Rio Grande Valley Angel Network (RGVAN) provides equal opportunity to public and all applicants for membership and for funding requests regardless of race, color, religion, sex, national origin, disability, age, genetic information or veteran status.

Membership to RGVAN is available for all individuals who are qualified for being an accredited investor as defined under Rule 501 of the SEC regulations and are sponsored by at least one RGVAN current member.

RGVAN will promptly investigate any complaints of discrimination, sexual harassment, and related retaliation in accordance with applicable federal and state laws. Sexual harassment is a form of discrimination based on sex. Unwelcome sexual advances, requests for sexual favors and other verbal, nonverbal or physical conduct of a sexual nature constitute sexual harassment when this conduct is so severe, persistent or pervasive that it explicitly or implicitly affects an individual's membership, unreasonably interferes with an individual's membership, or creates an intimidating or hostile membership environment. Sexual violence, which includes rape, sexual assault, sexual battery, and sexual coercion, constitutes sexual harassment, as does non-consensual sexual contact, non-consensual sexual intercourse and sexual exploitation.

A RGVAN member who witnesses, is subjected to, or is informed about incidents of discrimination is responsible for promptly reporting the incident. Other members of the RGVAN and the public also should promptly report such incidents. Incidents should be reported to the Designated Official below who handles alleged violations perpetrated by RGVAN members:

- Chairman:
- Vice Chairman:
- Secretary/Treasurer:

If you have questions or need support please contact:

- RGVAN Administrators
- 956-357-0167

Reporting Abuse or Neglect

The safety of our members is a top priority. Members of the RGVAN should report suspected instances of abuse, neglect or exploitation. *For emergencies call 9-1-1.* For non-emergencies, such as for crimes no longer in progress, use the number shown below:

- RGVAN Administrators
- 956-357-0167

For non-emergency cases of suspected or ongoing abuse or neglect, call the Texas Abuse Hotline at 1-800-252-5400.