



## Invest in Cooperation

## Information for Social Investors

## Information for Social Investors

Cooperative Fund of the Northeast (“**CFNE**” or the “**Fund**”) is offering Social Investment Notes or Loans, which are referred to in this prospectus collectively as “**Notes**.” CFNE will offer the Notes for sale directly and without any agent. No third party has been authorized to sell or promote the Notes, or to be paid any commission. The entire proceeds of this offering will be used to make loans and other investments in cooperative businesses and non-profits as described herein. This prospectus will be updated periodically and may be accessed on CFNE’s website, [www.coopfund.coop](http://www.coopfund.coop). You should read this prospectus carefully before investing.

NO SECONDARY MARKET CURRENTLY EXISTS FOR THE NOTES, NOR WILL ONE EXIST AFTER THIS OFFERING. THE NOTES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, OR PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. YOU SHOULD BE AWARE THAT YOU MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. INVESTMENT IN THE NOTES IS NOT TAX DEDUCTIBLE; NOR IS IT TREATED AS A DONATION.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER NOR THE SOLICITATION OF AN OFFER TO SELL TO ANY PERSON IN ANY STATE OR ANY OTHER POLITICAL JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION MAY NOT LAWFULLY BE MADE. FEDERAL AND STATE SECURITIES LAWS MAY AFFECT THE FUND’S ABILITY TO CONTINUE TO SELL NOTES IN CERTAIN STATES.

IN MAKING AN INVESTMENT DECISION, YOU SHOULD RELY ON YOUR OWN EXAMINATION OF THE NOTES AND THEIR TERMS AND OF THE FUND, INCLUDING THE MERITS AND RISKS INVOLVED.

NONE OF THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION, STATE BANKING COMMISSION OR ANY OTHER REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THE NOTES OR PASSED ON THE ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE NOTES ARE BEING OFFERED UNDER AN EXEMPTION FROM FEDERAL REGISTRATION PURSUANT TO SECTION 3(A)(4) OF THE SECURITIES ACT AND SECTION 3(C)(10) OF THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED; HOWEVER, THE SECURITIES AND EXCHANGE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE NOTES ARE EXEMPT FROM REGISTRATION.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON.

THE NOTES WILL BE OFFERED AND SOLD ONLY IN JURISDICTIONS IN WHICH A REGISTRATION STATEMENT IS IN EFFECT OR IN WHICH THE OFFERING IS EXEMPT FROM REGISTRATION.

PROSPECTIVE SOCIAL INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS PROSPECTUS AS LEGAL, INVESTMENT, OR TAX ADVICE. PROSPECTIVE INVESTORS SHOULD, THEREFORE, CONSULT THEIR OWN ADVISORS AS TO LEGAL, INVESTMENT, TAX, AND RELATED MATTERS CONCERNING AN INVESTMENT BY SUCH PROSPECTIVE INVESTORS IN THE FUND.

THE STATEMENTS CONTAINED HEREIN ARE BASED ON INFORMATION BELIEVED BY THE COMPANY TO BE RELIABLE. NO WARRANTY CAN BE MADE AS TO THE ACCURACY OF SUCH INFORMATION OR THAT CIRCUMSTANCES HAVE NOT CHANGED SINCE THE DATE SUCH INFORMATION WAS SUPPLIED. THIS PROSPECTUS CONTAINS SUMMARIES OF CERTAIN PROVISIONS OF DOCUMENTS RELATING TO THE PURCHASE OF SECURITIES OR THE RIGHTS OF HOLDERS THEREOF. SUCH SUMMARIES DO NOT PURPORT TO BE COMPLETE AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE TEXTS OF THE ORIGINAL DOCUMENTS WHICH ARE AVAILABLE UPON REQUEST. “

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS, FINANCIAL FORECASTS AND ASSUMPTIONS

THIS PROSPECTUS AND ITS APPENDICES CONTAINS FORWARD-LOOKING STATEMENTS ABOUT THE FUND. THESE STATEMENTS RELATE TO THE FUND’S FINANCIAL FORECASTS, PROJECTIONS AND ASSUMPTIONS, AND OTHER STATEMENTS ABOUT THE FUND’S FUTURE RESULTS, PLANS, PERFORMANCE, OPERATIONS, PROSPECTS, AND OPPORTUNITIES. THE PROSPECTIVE FINANCIAL INFORMATION CONTAINED IN THIS PROSPECTUS AND ITS APPENDICES REPRESENTS A FORECAST OF FUTURE EVENTS AND RESULTS THAT MAY OR MAY NOT OCCUR. SUCH FORECASTS ARE BASED ON ASSUMPTIONS THAT MAY OR MAY NOT

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PROVE TO BE ACCURATE AND SHOULD NOT BE RELIED UPON TO INDICATE THE ACTUAL RESULTS THAT MAY BE ACHIEVED BY THE FUND. NO REPRESENTATION OR WARRANTY IS GIVEN REGARDING THE ACCURACY OR PROBABILITY OF ANY SUCH FORECASTS OR OTHER FORWARD-LOOKING STATEMENTS RELATING TO THE FUND.

STATEMENTS IN THIS PROSPECTUS THAT ARE NOT STRICTLY HISTORICAL ARE "FORWARD-LOOKING STATEMENTS" THAT INVOLVE A HIGH DEGREE OF RISK AND UNCERTAINTY. PROSPECTIVE INVESTORS IN THE FUND ARE CAUTIONED THAT ANY FORWARD-LOOKING STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE OF THE FUND AND ARE SUBJECT TO RISKS AND UNCERTAINTIES AND THAT ACTUAL RESULTS MAY DIFFER MATERIALLY FROM ANY FORWARD-LOOKING STATEMENTS.

VARIATIONS IN THE BUSINESS OR RESULTS OF THE FUND FROM ANY FORWARD-LOOKING STATEMENTS MAY BE BOTH MATERIAL AND ADVERSE. THE FUND EXPRESSLY DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO DISSEMINATE ANY UPDATES, CHANGES OR REVISIONS TO ANY FORWARD-LOOKING STATEMENTS CONTAINED IN THIS PROSPECTUS OR ANY FUND FORECASTS, PROJECTIONS OR OTHER FORWARD-LOOKING STATEMENTS, INCLUDING UPDATES, CHANGES OR REVISIONS TO REFLECT ANY CHANGE IN THE FUND'S EXPECTATIONS, PLANS, BUSINESS, OR RESULTS OR ANY CHANGE IN EVENTS, CONDITIONS, INFORMATION, ASSUMPTIONS, OR CIRCUMSTANCES ON WHICH ANY SUCH STATEMENT IS BASED.

# Cooperative Fund of the Northeast

## Information for Social Investors

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### OVERVIEW

The Cooperative Fund of the Northeast is a non-profit organization supporting cooperative development in the Northeast area of the United States. The Fund provides alternative financial services and related technical assistance to cooperative organizations at favorable rates and terms. Its policies generally accord eligibility on the basis of community service, need and merit.

Operating on a modest budget, the Fund has been successfully assisting a wide variety of cooperatives, non-profits, worker owned businesses, and community groups since 1975.

Funds for program lending are provided by "social investment loans" from individuals, religious groups, cooperatives and other organizations. Social investment loans are furnished on a long-term basis at low to moderate rates of interest. This investment option may be of interest to persons with discretionary financial resources who have strong social concerns about the use of their funds. Support may also be provided through tax-deductible contributions.

### THE ORGANIZATION

The Cooperative Fund of the Northeast was organized in 1975 through the efforts of people active in the region's cooperative movement and social investors associated with the Haymarket Peoples Fund. The impetus for the formation of the Cooperative Fund was the common perception of the need for a funding source to support and enhance the cooperative sector.

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<b>B</b>	Staff and Board of Trustees
<b>C</b>	CFNE Financial History
<b>D</b>	Investor Risk Factors
<b>E</b>	Sample Promissory Note
<b>F</b>	Subscription Agreement

The **stated mission** and purpose of the Fund is as follows:

**We work for economic, social, and racial justice by advancing community based, cooperative, and democratically owned or managed enterprises with a preference to assisting cooperatives in low-income communities by:**

- **Providing financial products at reasonable rates**
- **Developing business skills**
- **Offering an investment opportunity that promotes socially conscious enterprise**

The Cooperative Fund is organized and operated for charitable and educational purposes. The Internal Revenue Service has recognized it as a nonprofit, tax exempt 501(C)(3) organization since 1986. It is subject to regulation as a public charity by the Commonwealth of Massachusetts where it is incorporated.

The Fund is managed and directed by trustees and staff experienced in financial and developmental issues affecting co-ops. Most are actively involved with cooperative organizations and non-profits of various types. The Board of Trustees of the Fund is drawn from the Northeast region and encompasses a talented and socially-committed group of people who are active in the operations of the Fund and, except for special projects, serve without compensation. Summary resumes of trustees and staff may be found in the Appendix B of this document.

### CONTACT INFORMATION

1-800-818-7833

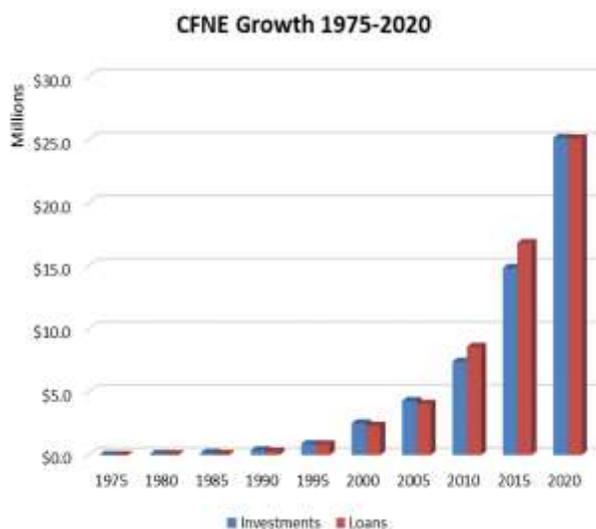
[cfne@cooperatiefund.org](mailto:cfne@cooperatiefund.org)

P.O. Box 970

Watertown, MA 02471

## Information for Social Investors

A summary chart of CFNE's growth follows:



### **THE NEED**

The Fund started by lending primarily to food co-ops. However, as cooperative development in the region expanded the fund's loan market expanded to include worker-owned businesses, land trusts, housing co-ops, nonprofits, and community based organizations.

Co-ops and other nonprofits Cooperative Fund of the Northeast serves need capital to function efficiently, but these funds are obtainable from members only over extended periods of time. For groups in the impacted urban and rural areas, the problem is usually more pressing. Meeting these capital needs is critical in the economically depressed areas that exist in many parts of the Northeast.

The problem of under-capitalization for these small organizations is compounded by a widespread lack of commercial financing for such groups. Other challenges to cooperative development include the limited size of the funding requirements of small co-ops, lack of management and financial skills, novelty and riskiness of their activities, and lack of readily marketable collateral.

Closely related to the lack of financial resources is the pervasive need for technical and educational services among small co-ops. Cooperatives have a unique body of organizational principles, corporate laws, tax provisions, accounting practices and financial management techniques that differ markedly from conventional rules. Except in major urban

and agricultural areas, qualified technical assistance is often unavailable at any price. Co-ops most needing such services are often the ones least able to pay for them.

In short, the experience of the Cooperative Fund indicates that the need for financial and technical assistance among small co-ops and non-profits in the area served is a significant and growing problem.

### **ELIGIBILITY STANDARDS**

Program loans of the Cooperative Fund are available only to organizations operated on a cooperative or nonprofit basis. Applicants must also be located within the New England states of Massachusetts, Vermont, New Hampshire, Maine, Connecticut and Rhode Island or within Upstate New York.

An organization is considered by the Fund to operate on a "cooperative" basis only if it exhibits the following characteristics:

- its purpose is supportive of the common good;
- its membership is open to persons who will use its services and accept its responsibilities;
- its membership policies are not applied to discriminate in any arbitrary or prohibited manner;
- its activities are broadly participatory by its members
- its governance is democratic or based on consensus;
- its monetary return on invested capital is strictly limited;
- its earnings are either equitably used within the organization or distributed on the basis of patronage.

To be considered as operating on a "non-profit" basis an applicant organization must not be controlled by or for persons who merely provide equity capital, nor may investors be permitted to realize more than a limited monetary return for the use of their money. In most cases, these criteria will be automatically satisfied by an organization that meets the above characteristics of a cooperative.

Eligible recipients of the assistance provided by the Cooperative Fund encompass the entire spectrum of cooperatives and non-profits. These

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include not only the more familiar consumer and farmer co-ops but also, for example, worker-owned businesses, community service organizations, craft marketing co-ops, fishermen's co-ops, day care centers, cooperative charter schools, health centers, housing cooperatives, co-housing, and community land trusts.

Those who use its services may organize virtually any group on a cooperative basis and it may be operated for purposes other than maximizing investment profits. The function of the Cooperative Fund is to encourage and assist this type of community economic development, particularly for organizations that are resource poor but otherwise sound and promising.

### **PRIORITY CRITERIA**

The financial assistance provided by the Cooperative Fund is intended primarily to benefit co-ops of greatest need. Priority among eligible organizations is therefore accorded to low-income co-ops and others with special problems of access to needed financial resources.

Low-income status is defined by the Fund to include organizations meeting any of the following standards:

- the cooperative serves an economically disadvantaged community and this community is reflected in its membership and patronage;
- more than half of cooperative members are low income persons; or
- the cooperative has, through unusual and unavoidable circumstances, suffered a significant economic adversity that exceeds the ability of the organization and its members to rectify.

Low-income co-ops and non-profits are provided a number of benefits and prerogatives by the Fund in addition to being given priority over other applicants for available funds. For example, their application fee might be reduced and they receive the lowest practicable interest rates on their loans. As the resources of the Fund permit, they may also be provided technical assistance services on a low-fee or gratis basis.

### **LENDING POLICIES**

The standards that the Fund uses in evaluating and deciding upon loan requests include the

following:

- the need for and importance of the services provided by the co-op;
- the viability of the organization;
- the commitment and support of its members;
- the skill and effectiveness of its management;
- the adequacy of its capitalization program;
- its current and prospective financial condition;
- the adequacy of available collateral; and
- the ability of the co-op to repay the loan.

The Fund's lending practices are characterized by an unusually high degree of fairness, flexibility and service. Program loans are provided for any reasonable purpose. The interest rates charged to borrowers are below or at market levels, and repayment terms are arranged to accommodate the needs of the borrowing organization.

In making lending decisions, the Fund will endeavor to obtain from borrowers a pledge of adequate collateral as security for their loans, but the many contacts of the Fund among cooperative organizations in the region allow it to accept collateral of a type and quantity at variance with commercial lenders.

The terms and conditions of the loan agreement entered into with borrowers are significantly less restrictive and obtrusive than most commercial loan contracts. The agreement is nevertheless a detailed and comprehensive one that is fully protective of the legal rights and financial solvency the Fund. Reporting requirements are quite strict in requiring borrowers to submit substantial information on a regular and timely basis. The Fund is thus able to closely monitor the financial performance and organizational development of its borrowers.

The Fund provides technical assistance services to its borrowers in connection with the loan application process and subsequently as circumstances warrant. The education and experience of staff and Trustees of the Fund allow it to provide a wide range of quality services, particularly in the areas of organizational development, financial management, and training in consensus process.

Because of the Fund's purposes and policies, many of its loans are of a high-risk nature. However the actual losses which the Fund has incurred from uncollectible loans have been remarkably low by any standard---less than two

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percent (1.25%) of all disbursed loans to date. The success the Cooperative Fund has enjoyed over its history can be attributed in large part to its extensive loan review and oversight activities, the availability of its technical assistance services, and the involvement of its Trustees on a local level. Much of the success is a direct result of the sense of shared responsibility flowing from its integral involvement with regional network of the several of cooperative organizations as well as the integrity of the borrowers.

### **LENDING HISTORY**

During its early years, the Fund's program loans were made exclusively to food-related co-ops. This sector still represents a significant portion of the activities of the Fund. Included in this group are both producer and consumer co-ops involved in the production, processing and distribution of natural food products.

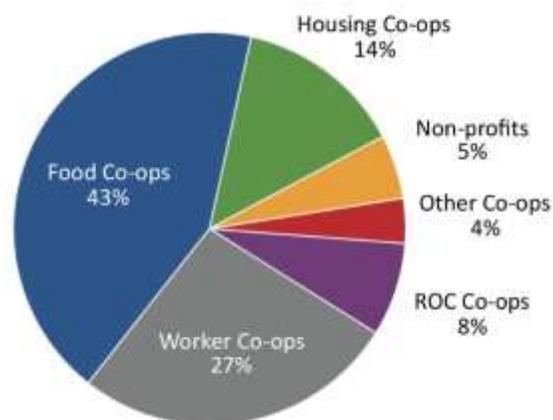
The fund has financed several bulk-food buying groups and dozens of small retail food co-ops in every part of New England and eastern NY state. Over the years it has assisted in financing food co-op warehouses and federations. Food processing co-ops, which have benefited from the financial assistance of the Fund, have included a bakery, a grain milling project and several community canneries. The Fund's lending activities have been growing among community service, worker, and other nonfood co-ops. The activities of these organizations have included alternative education, marketing of home-produced craft products, wool spinning, fishing, and small-scale manufacturing. In the educational area, for example, financing has been furnished to co-ops engaging in printing, publishing, local and regional book distribution, community pre-school, elementary and adult education. The Fund has also provided for housing cooperatives, co-housing, land trusts and non-profit housing developers. In addition, loans have been made to non-profit groups that serve community needs in healthcare, housing, job training and family services.

Since 1975 the Cooperative Fund has extended over 1,000 program loans. Most of these have been to co-ops. These loans have benefited many thousands of families in low-income areas of New England and eastern NY. They have also helped to provide an alternative means of livelihood, jobs, greater control of workplace and community, and self-empowerment for hundreds of workers and co-op members. A description of the currently outstanding program loans is

presented in the appendix.

The following is a chart that depicts the mix of the Cooperative Fund's loan portfolio:

### **Loan Portfolio Sectors**



### **FUNDING**

Since its inception, the Cooperative Fund has operated with an unusually small budget without significant impairment to capital. Most of the Fund's revenue and support are derived from interest on program loans and cash reserves. The function and scale of the organization have, however, required some subsidization of operations. Subsidies are furnished by contributions and grants and by the volunteer services of trustees, members, outside persons and even its staff. Social investors who forego higher interest rates, lower risk factors, and greater liquidity for their investment funds in favor of conscientious social considerations also provide an important measure of support.

Social investment loans have been received by the fund from individuals, cooperatives, trusts, religious groups, and banks. Even co-ops, some of which are former borrowers, have supported the Fund in this way. Most social investment loans are lent on a definite long-term basis. Since many of these loans have been provided at no interest or at low interest, the weighted average rate that the Fund pays on all its investments is less than two percent.

Financial statements of the Cooperative Fund are presented in Appendix C. They summarize the financial condition and results of activities of the Fund over the last six years. Audited financial statements are prepared annually. In addition, an unaudited financial statement is prepared on a

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tertiary basis and sent to all investors.

### **TERMS OF SOCIAL INVESTMENT LOANS**

Social investment loans to the Cooperative Fund are provided on terms chosen by the investor within a range of options. The interest rate may vary between zero and one and a quarter percent (1.25%). The social investor may also designate whether the interest will accumulate with principal or be paid out on an annual basis. Repayment may be set at either a fixed or indefinite term.

The Fund encourages long-term investment. Certain social investment loans, however, may be called for repayment within a short period of time. For certain social investment loans that are particularly large, the Fund may require that repayment be limited to fifty thousand dollar (\$50,000) increments within each thirty (30) day period after the Fund receives notice of demand for payment.

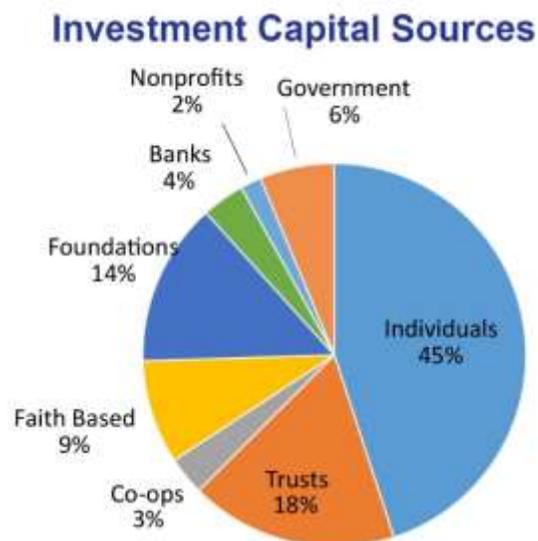
Social investment loans are not insured in any way or collateralized through secured interests in any property of the Fund. They rest only on the general credit of the Cooperative Fund of the Northeast. Social investment loans are however provided with a significant measure of security. There is protection in the form of loan loss reserves as well as first loss money. Several social investors have agreed to designate their funds as the first to assume losses that would otherwise prevent full repayment to other investors.

Social investment loans made directly to the Cooperative Fund are not tax deductible nor are they included in the income of the investor when they are repaid. Any accrued interest, whether paid out or left to accumulate with principal, is fully taxable to the social investor. An IRS 1099 form is sent out at the end of each year.

A social investment loan may, however, be rendered tax deductible if it is provided indirectly through a self-directed individual retirement account with a bank providing such a service. Under this option, funds are deposited with the participating bank and then self-directed for investment in the Cooperative Fund of the Northeast. Funds on deposit in the IRA account may not be prematurely withdrawn without substantial penalty. They may, however, be removed from the Cooperative Fund and redirected elsewhere. Persons desiring to use this tax benefit are advised to obtain further

information regarding the restrictions and dollar limitations that apply to the use of this procedure.

A chart depicting the investor mix follows:



Funds remitted to the Cooperative Fund will be acknowledged by a promissory note with the terms chosen by the social investor. Under this note the Fund is obligated to provide financial statements and reports on its activities at least one time a year. The specimen Subscription Agreement in Appendix F provides full information as to warranties and obligations assumed by the Fund in its relationship with a social investor.

### **PROVIDING SUPPORT**

Social investment loans provided to the Cooperative Fund are used exclusively to further its program services to small co-ops and nonprofit organizations. For persons with discretionary funds who are motivated to invest in social change, social investment in the Cooperative may be a unique option to employ one's funds in a manner rigorously consistent with conscience and principle.

In addition to loan money, the Fund is in need of donations. Support through contributions and grants is vitally important to the development of the Fund and the maintenance of program activities. It is especially needed to extend the limited ability of the Fund to provide technical and educational services that support lending activities and contribute significantly to the success of borrowing co-ops and non-profits.

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Contributions are tax deductible for federal income, estate and gift tax purposes for persons who itemize on their income taxes.

Many of our borrowers and potential borrowers are in need of technical assistance. We often teach cooperative members how to complete business plans and cash flow projections, how to monitor their co-op's progress and how to use consensus process. This develops good borrowers. We also help cooperatives find financing from other sources.

The Fund started with \$11,000 in original capital and has disbursed over \$65 million in over 1,000 loans. In order to keep growing we need infusions of permanent capital as well as loan dollars. Grant dollars often provide a base upon which further extension of our services may proceed.

Operations are generally supported by the interest charged on loans. As the loan portfolio grows, there is a need to increase both the loss reserve level and the permanent capital base. This protects our investors and makes Cooperative Fund of the Northeast a more creditworthy institution.

Although our loss reserves are rarely used they need to be increased as our investment and outstanding loan balances increase. Although the historical loan loss is under 2% a loss reserve of at least 3.5% of our loan portfolio is our target. As our lending dollars increase, the loss reserve in absolute dollars increases. These reserves, which are funded from the profit of the operations and grants, are not lent out. Investors are encouraged to consider providing a tax-deductible contribution to increase our permanent capital base.

### **NATIONAL CONNECTIONS: CDFI**

The Cooperative Fund is certified as a Community Development Financial Institution (CDFI) by the US Department of the Treasury. This endorsement says to the financial services industry that the Cooperative Fund of the Northeast is a solid lending institution that is able to meet the credit needs of low-income and underserved areas in a professional manner. Through its underwriting process and loan servicing the Cooperative Fund is able to assist its borrowers in developing their capacity as community development institutions. CFNE was

recertified and is up to date on recertification.

CFNE has also been designated as a Community Development Entity so we will qualify for the New Market Tax Credit Program and as a USDA Business and Industry Guarantee eligible lender.

### **Opportunity Finance Network**

The Cooperative Fund of the Northeast is a founding member of the Opportunity Finance Network (OFN) an industry of community development financial institutions that combine social and economic justice with solid business performance. It has instilled a sense and system of mutual accountability across the industry and has built a strong national voice for community development loan funds. OFN's mission is as a catalyst for lasting social, economic, and political justice that helps institutions and individuals provide capital that increases resources and opportunities for economically disadvantage people and communities. Member funds represent thousands of investors and millions of loan dollars.

### **INVESTING IN THE FUND**

The Cooperative Fund is a way to leverage funds. An investor or grantor can put funds to use in a socially responsible manner, aid in empowering others, and promote social change at a grassroots level.

Social investment notes are not guaranteed or insured and investment in the Fund's social investment notes is subject to certain risks, as described herein and summarized in Appendix D. You should not invest in the Notes if you cannot afford to lose all of the principal amount of your investment or if you need liquidity.

The response form at the end of this document should be helpful in choosing among the various terms available for such loans.

Inquiries for further information on any aspect of the Cooperative Fund are always welcome.

### **Contact Us:**

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E-mail: [cfne@coopfund.coop](mailto:cfne@coopfund.coop)  
Website: [www.coopfund.coop](http://www.coopfund.coop)

# Information for Social Investors

## Appendix A

### **COOPERATIVE FUND OF THE NORTHEAST SCHEDULE OF PROGRAM LOANS**

As of December 31, 2020

#### **Borrower and location**

(Description of activities and purpose of loan)

A Yard and A Half Landscaping Cooperative; Waltham, Massachusetts

A converted worker-cooperative landscaping company; loan for conversion

Adventure Pups; Somerville, Massachusetts

New England's first worker-owned dog walking company. Loan for start-up expenses.

ANDCO Mobile Home Cooperative; Swanton, Vermont

A nine-unit manufactured housing co-op; loan to purchase the park by its residents

AORTA, Inc.; Starksboro, Vermont

A worker-owned cooperative consulting business devoted to strengthening movements for social justice and a solidarity economy; loan for working capital.

Artisan Beverage Cooperative; Greenfield, Massachusetts

An organic beverage business that was converted to worker ownership; loan for working capital

Associates for Training and Development; St. Albans, Vermont

A nonprofit providing mature worker training programs in Vermont and Connecticut; loan for working capital

Aurora Pocket Neighborhood Cooperative; Ithaca, New York

A new design urban, energy efficient cohousing project; loan for builder costs and affordability maintenance

Beacon Light Alternative Services; Hartford, Connecticut

A community nonprofit serving the needs of families and children; loan for building acquisition

Belfast Cooperative Store; Belfast, Maine

A retail food cooperative; loan for store upgrades

Berkshire Co-op Market; Great Barrington, Massachusetts

A retail food cooperative; loan for expansion

Blue Hill Community Co-op Market and Café; Blue Hill, Maine

A retail grocery store; loan to finance expansion construction

Boston Building Materials (dba Boston Building Resources); Boston, Massachusetts

A consumer co-op that provides materials for home improvement; loan for renovation and addition to building

Boston Cleaning Collective; East Boston, Massachusetts

A worker owned cleaning company; loan for working capital.

Boston Community Cooperative; Boston, Massachusetts

A housing cooperative; loan to purchase property and renovations

Boston Tech Collective; Cambridge, Massachusetts

A worker owned technology services provider; loan for start-up expenses

Brattleboro Food Cooperative; Brattleboro, Vermont

A retail food cooperative; loans for expansion and to facilitate member-directed investment loans

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## Appendix A

### **Schedule of Program Loans (continued)**

Borrower and Location

(Description of activities and purpose of loan)

Buffalo Street Cooperative; Ithaca, New York

A consumer cooperative bookstore; loan for inventory and working capital

Catamount Solar; Randolph, Vermont

A worker owned solar installer; loan for working capital

Charter Oaks Village Cooperative; Brunswick, Maine

A manufactured housing cooperative; participation in loan with the Genesis Community Loan Fund

Chatham Cooperative Market; Chatham, New York

A small rural retail food store; loan for start-up

Cold Pond Community Land Trust; Acworth, New Hampshire

A community land trust and intentional community; loan to purchase and develop property

Collective Copies; Amherst, Massachusetts

A worker-owned copy store; loans for renovations and working capital

Common Fire Foundation; Tivoli, New York

A housing cooperative; loan to purchase land and for construction

Concord Food Co-op; Concord, New Hampshire

A retail food cooperative; loan for expansion

Cooperative Energy, Recycling & Organics (CERO); Dorchester, Massachusetts

A worker-owned commercial composting cooperative; loan for working capital

Cooperative Home Care Associates; New York City, New York

A worker-owned home health care provider; participation in loan with Shared Capital Cooperative

Cultivating Community; Portland, Maine

A nonprofit working on issues of access to healthy food; line of credit to purchase vehicles

Deep Root Farmers Co-op; Johnson, Vermont

A rural farmer co-op; seasonal line of credit for working capital during growing season and building construction

Democracy Brewing; Boston, Massachusetts

A start-up worker-owned brew-pub; loan for equipment purchase

Dorchester Community Food Cooperative; Dorchester, Massachusetts

An urban retail food cooperative in formation; loan for start-up expenses

Downtown Sounds Worker Cooperative, Inc.; Northampton, Massachusetts

A music store converted to worker ownership; loan for working capital

Earth Designs; Rosendale, NY

A landscaping company sold by the owner to the employees; loan for conversion

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## Appendix A

### **Schedule of Program Loans (continued)**

Borrower and Location

(Description of activities and purpose of loan)

Energia, LLC; Holyoke, Massachusetts

A cooperatively owned company that provides energy audits and creates jobs; loan for working capital

Equal Exchange; West Bridgewater, Massachusetts

A worker-owned fair trade importer of coffee, tea chocolate; loan for working capital

Evergreen Community Association; Warren, Massachusetts

A community owned manufactured housing cooperative; loan to purchase land and to renovate facility

Ewing Controls; Greenfield, Massachusetts

An engineering firm that converted to a worker cooperative; loan for conversion

Fare Share Food Cooperative; Norway, Maine

A small retail food co-op; loan for working capital

Farming Artists; Blue Hill, Maine

A housing cooperative; loan for land acquisition

FEDCO Seeds; Waterville, Maine

A wholesaler/distributor of seed and gardening products; loan for working capital and facility renovation

Fiddleheads Food Cooperative; New London, Connecticut

An urban retail food store; loan to provide working capital and to purchase equipment

Firehouse Housing Cooperative; Worcester, Massachusetts

A former firehouse purchased by its residents for cooperative housing; loan for acquisition

Forest Glen Housing Cooperative; Jamaica Plain, Massachusetts

An urban limited equity housing cooperative; loan for renovations

Franklin Square Homeowners' Association; Montpelier, Vermont

A housing cooperative; loan for renovations

GAIA Host Collective; Greenfield, Massachusetts

A worker-owned internet hosting service; loan for working capital

Gardiner Food Cooperative; Gardiner, Maine

A retail grocery store; loan for start-up working capital

Good Tern Cooperative; Rockland, Maine

A retail grocery store; loan for working capital

Green Mountain Spinnery; Putney, Vermont

A worker-owned wool spinning mill; loan for seasonal working capital

GreenStar Cooperative; Ithaca, New York

An established retail food cooperative; loan for additional location

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## Appendix A

### **Schedule of Program Loans (continued)**

Borrower and Location

(Description of activities and purpose of loan)

Homestead Acres Housing Cooperative; St. Albans, Vermont

A resident-owned manufactured housing co-op; loan for water system repairs

Hunger Mountain Food Cooperative; Montpelier, Vermont

A retail food cooperative; loan for working capital

Intervale Community Farm Cooperative; Burlington, Vermont

A community supported agriculture (CSA) program; loan for tunnel frame construction to expand growth cycle

Island Employee Cooperative; Stonington, Maine

A worker cooperative retail market and hardware store; loan for conversion to employee ownership

Isuken; Lewiston, Maine

A Somali worker-owned farm-to-table food truck; funds to purchase a used food truck and additional equipment

Land in Common; Greene, Maine

Member-run Community Land Trust; loan for purchase of land for Celebration Tree Farm & Wellness Center

Maine Solar Cooperative (dba Insource Renewables); Pittsfield, Maine

A worker-owned solar installation co-op; loan for business acquisition and working capital

Mainer News; Woolwich, Maine

Worker owned independent news outlet; loan for working capital

Medomak Mobile Home Park Cooperative; Waldoboro, Maine

A manufactured housing cooperative; participation in loan with the Genesis Community Loan Fund

Midcoast Fishermen's Co-op; Port Clyde, Maine

A fishermen's co-op; loan for season working capital

Milton Mobile Home Cooperative; Milton, Vermont

A manufactured housing cooperative; refinance existing debt

More Trees Arborist Collective; Troy, New York

A tree care company that converted to worker ownership; loan for working capital

Morrisville Food Co-op; Morrisville, Vermont

A start-up rural food cooperative; loan for working capital

NASCO / Providence East Cooperative Housing; Providence, Rhode Island

A student housing cooperative; loan for building renovations

New Frameworks Natural Design/Build, LLC; Burlington, Vermont

A worker cooperative building company; loan for conversion to worker-ownership

New Roots; Lewiston, Maine

An immigrant farmers' cooperative; funding for the purchase of equipment

# Information for Social Investors

## Appendix A

### **Schedule of Program Loans (continued)**

Borrower and Location

(Description of activities and purpose of loan)

New School of Montpelier; Montpelier, Vermont

A worker-owned school for children with special needs; loan for conversion

Nonotuck Community School; Florence, Massachusetts

A cooperative school; loan for purchase of property

North Avenue Cooperative; Burlington, Vermont

A manufactured housing cooperative; loan to purchase two additional units

North Country Food Cooperative; Plattsburg, New York

A retail food co-op; loan for equipment purchase

North Quabbin Harvest Food Cooperative; Orange, Massachusetts

A retail food cooperative; loan for working capital and store opening

November Collective Cooperative; Cambridge, Massachusetts

A limited equity housing cooperative; loan for refinancing and building renovation

Nuestras Raíces; Holyoke, Massachusetts

A nonprofit agricultural business incubator; loan for a start-up mobile market and working capital

Olio Culinary Cooperative (dba Tanám); Somerville, Massachusetts

A worker owned Filipino restaurant; loan for expansion and equipment

Onion River Food Cooperative d/b/a City Market; Burlington, Vermont

A large retail food cooperative; loans for working capital and land purchase

Park View Cooperative; Cambridge, Massachusetts

A limited equity housing cooperative; loan for working capital

Pelham Auto Co-op; Belchertown, Massachusetts

An employee-owned auto repair shop; loan to purchase additional real estate

Pioneer Valley Growers Association, Inc.; Whately, Massachusetts

A cooperative of farmers that distributes fruit and produce grown by local farmers; loan for expansion and renovation

Pioneer Valley Photovoltaics; Greenfield, Massachusetts

A worker-owned solar installation cooperative; loan for leasehold improvements and an operating line of credit

Plainfield Food Cooperative; Plainfield, Vermont

A small retail food cooperative; loan for energy related renovations and working capital

Portland Food Cooperative; Portland, Maine

A retail food cooperative; loan for start-up working capital

Putney Food Co-op; Putney, Vermont

A rural retail food cooperative; loans to purchase point of sale system and for working capital

# Information for Social Investors

## Appendix A

### **Schedule of Program Loans (continued)**

Borrower and Location

(Description of activities and purpose of loan)

Railroad Avenue Supply Co-op; Stamford, NY

A worker-owned construction supply retailer; working capital line of credit.

Raise-Op (formerly Faire Bande a Part) Housing Cooperative; Lewiston, Maine

A limited equity housing cooperative; loan for property purchase

Real Pickles; Greenfield, Massachusetts

A worker cooperative pickle producer; loan for leasehold improvements

Red Sun Press; Jamaica Plain, Massachusetts

A worker cooperative; loans for real estate refinancing and working capital

River Valley Co-op; Northampton, Massachusetts

A retail food cooperative; loan for working capital and startup costs

Rock City Employee Cooperative; Rockland, Maine

A worker owned café and coffee roaster; loan for business acquisition

Rutland Food Cooperative; Rutland, Vermont

A retail food cooperative; loan for working capital

Samara Collective; Roslindale, Massachusetts

A worker owned marketing company; loan for working capital

Sankofa Cooperatives, LLC; Bridgeport, Connecticut

A community and café space; launch loan

Southwick Social Ventures, LTD; Lawrence, Massachusetts

A garment manufacturing cooperative; loan for working capital

Spirit of 76 Realty Company; Medford, Massachusetts

A housing cooperative founded in 1971; loan for refinance and renovations

Springfield Co-op; Springfield, Vermont

A retail food cooperative; loan for real estate refinancing

Stone Soup; Worcester, Massachusetts

A community nonprofit; loan for renovations following a fire

TimberHomes; Montpelier, Vermont

A worker-owned timber framing company; loan for expansion and equipment

Toolbox for Education and Social Action (TESA); Holyoke, Massachusetts

A worker cooperative and maker of the game Co-opoly and Rise Up; loan for working capital

Triangle Cooperative of Brandon; Brandon, Vermont

A 126 unit manufactured housing cooperative; loan for property purchase

# Information for Social Investors

## Appendix A

### **Schedule of Program Loans (continued)**

Borrower and Location

(Description of activities and purpose of loan)

Turnpike Park Cooperative; Westborough, Massachusetts

A 46 unit manufactured housing cooperative; loan for acquisition of their park

Unitarian Universalist Community Cooperatives; Roxbury, Massachusetts

A limited equity housing cooperative; loans for property purchases

Upper Valley Food Cooperative; White River Junction, Vermont

A retail food store; loan to purchase their building.

Urban Greens Community Co-op; Providence, Rhode Island

An urban retail grocery store in the start-up phase; loan for working capital.

Vermont Associates for Training and Development; St. Albans, Vermont

A non-profit focused on workforce development; loan for working capital.

Warrenstreet Architects, Inc.; Concord, New Hampshire

A worker owned architectural firm; loan for debt restructuring

Wayfinders; Springfield, Massachusetts

A nonprofit providing a wide range of housing services to low income clients; loan for working capital

Wellspring Harvest Corporation; Springfield, Massachusetts

A worker-owned commercial hydroponic greenhouse; loan for land purchase

Wellspring Upholstery Corporation; Springfield, Massachusetts

A cooperatively owned upholstery shop; loan for working capital

Windy Hollow Mobile Home Cooperative, Inc.; Castleton, Vermont

A rural manufactured housing cooperative; loan towards purchase of property

WJW Co-op; South Paris, Maine

A worker owned insurance broker; loan for business acquisition

Wolfeboro Community Food Co-op; Wolfeboro, New Hampshire

A cooperative grocery store; loan for working capital

Woo Rides; Worcester, Massachusetts

A transportation cooperative; loan for vehicle purchase

Wood Street Cooperative; Providence, Rhode Island

A non-profit housing cooperative founded in 2017; loan for refinance

Woodbelly Pizza and Catering; Montpelier, Vermont

A worker cooperative; loan to secure permanent space

Worcester Roots Project; Worcester, Massachusetts (repaid)

A youth development program and co-op developer; loan for working capital

WorX Printing; Worcester, Massachusetts

A worker owned printing company; loan for working capital

# Information for Social Investors

## Appendix B

### BOARD MEMBERS AND STAFF

#### EXECUTIVE DIRECTOR

**MICHA JOSEPHY**, Boston, Massachusetts. Micha stepped into the Executive Director role in 2019 after nine years as Program Manager. In that role, he oversaw investor and funder relations as well as compliance reporting, marketing, and new program development, including its healthy food access project. Micha first joined the co-op movement as an Oberlin student cooperative association member and later coordinated the development of Boston Community Cooperative's first housing co-op. He entered the community development finance world as a portfolio assistant with the Community Economic Development Assistance Corporation. Just before joining CFNE in 2010, Micha managed the U.S. embassy's commissary in Lusaka, Zambia. He has a background in nonprofit financial management and community organizing, and holds a B.A. in environmental studies from Oberlin College and an M.S. in community economic development from Southern New Hampshire University. He serves on the Board of the Boston Workers Circle and completed the Opportunity Finance Network's leadership training program.

#### DEPUTY EXECUTIVE DIRECTOR

**DORIAN GREGORY**, Northampton, Massachusetts. As Deputy Director, Dorian partners with the executive director to achieve CFNE's mission and vision, supports finance and administration, and directs CFNE's lending activities. Dorian joined CFNE in 2014 as a loan and outreach officer. A CPA with almost 20 years in public accounting, including as a senior manager with PricewaterhouseCoopers, LLP, she provided finance, audit, governance, and business advisory services to a variety of companies in industries as diverse as higher education and health services, manufacturing, transportation, and technology. Her lifelong dedication to social and economic justice has driven her work on environmental and renewable energy campaigns, community organizing with a low-income and poor peoples' rights organization, and as a battered women's shelter hotline volunteer and board member. Dorian obtained a BA in Mathematics and Philosophy from George Mason University, her MA in Philosophy from SUNY at Stony Brook, and concentrated accounting studies at the UMass-Amherst Isenberg School of Management. She currently serves on the board of her local food co-op and teaches Taijiquan (Tai Chi).

#### LOAN AND OUTREACH OFFICERS

**MAGGIE COHN**, Loan and Outreach Officer, Roxbury, Massachusetts. Maggie joined CFNE in 2010 as a loan and outreach officer covering Rhode Island, eastern Connecticut and eastern Massachusetts. Maggie previously served as executive director for various local non-profits, most recently Mission Hill Health Movement. Prior to that she oversaw a two-year planning initiative for the Boston Collaborative for Food & Fitness, working with a broad array of community organizations, institutions and municipal agencies; and served as the executive director of Mission Hill Main Streets, working with business owners and local residents to bring in new independent businesses and to strengthen and improve the commercial district. In the 1990s, she worked at Red Sun Press, a worker-controlled commercial print shop in Jamaica Plain. Developing a lasting interest in community development, she left Red Sun to pursue a degree in Community Economic Development. Maggie currently serves on the board of the Back of the Hill Community Development Corporation and the Cooperative Development Institute. She holds a B.A. from UMass Boston in Studio Arts and a Master's Degree in Community Economic Development from Southern New Hampshire University.

**REBECCA FLETCHER**, Loan and Outreach Officer, Northampton, Massachusetts. Rebecca joined CFNE in 2019 after 14 years of experience at Equity Trust, Inc., where she guided multiyear projects to keep farms in the food system. She worked with farmers, land trusts, and communities to protect affordability and use, focusing on innovative ownership structures for land and housing to make ownership and access more equitable. For five of her Equity Trust years, Rebecca provided management for the Equity Trust Fund, a \$3.5 million revolving community loan fund. She helped launch Grow Food Northampton, a food security and sustainable agriculture nonprofit. She served on the founding board and as Treasurer through a 6-month capital campaign to raise the funds to acquire the 121 acres of prime agricultural land that became the Northampton Community Farm. Rebecca's work has given her a deep appreciation for how the capacity of community-controlled enterprises is often limited by access to affordable capital. She holds a B.A. from Hampshire College.

**LANE FURY**, Loan and Outreach Officer, Montpelier, Vermont. Lane joined the CFNE team in 2017 as a loan and outreach officer covering Vermont and New Hampshire. They are a board director with Vermont Public Radio/Vermont PBS, a member of the Vermont Community Foundation's investment committee, a loan committee member at Community Capital of Vermont and a coordinating circle member of the Path to Freedom: Solidarity Economy Exchange with Media Sutra.

# Information for Social Investors

## Appendix B

**CHRIS LINDER**, Loan and Outreach Officer, Hampden, Maine. Chris joined the CFNE in 2021 and visits current and potential borrowers, providing technical assistance, administration of the loan portfolio, and marketing the Fund in Maine. Chris joins us after directing MaineStream Finance, a nonprofit lender/CDFI focusing on mortgage and small business lending. He has also led teams providing technical assistance on enterprise development, product development, social performance, and digital finance in Africa, the Middle East, and Asia. Chris was introduced to microfinance and cooperative finance as a Peace Corps volunteer in Mali, West Africa.

**JOE MARRAFFINO**, Loan and Outreach Officer, Ithaca, New York. Joe joined the Cooperative Fund in early 2021 to support lending to cooperatives in New York State. He worked previously as a Program Manager for the Democracy at Work Institute, coordinating Workers to Owners, a national collaborative of organizations working to transition small businesses to democratic employee ownership. Prior to that he was the Finance Manager for consumer-owned GreenStar Food Co-op in Ithaca, and before that a baker and cooperative developer for the worker-owned Arizmendi Bakery and Arizmendi Association of Cooperatives in the San Francisco Bay Area. Joe has served on the boards of the Network of Bay Area Worker Cooperatives and the California Center for Cooperative Development, and helped organize the Upstate Cooperative Summit. Joe has an undergraduate degree in Literature and Creative Writing from SUNY Binghamton, and a master's degree in Culture, Ecology, and Sustainable Communities from the New College of California.

### TECHNICAL ASSISTANCE & PARTNERSHIP DEVELOPMENT

**CAROLYN EDELL-VETTER**, Cooperative Business Support Officer, Medford, Massachusetts. Carolyn joined CFNE as in March 2019 to strengthen its training and technical assistance program, deepen community partnerships, and support new immigrant applicants and borrowers. She previously led the conversion of A Yard & A Half Landscaping (AYAH) to a worker co-op, and currently serves on the Co-op Development Institute board, giving her a deep understanding of the co-op development process. At AYAH, she used her bilingual Spanish-English skills to design and implement bilingual trainings for prospective worker-owners about cooperative principles, finance, and governance. She holds a Masters of Divinity from Harvard University and a B.A. from Cornell University.

**JOHAN MATTHEWS**, Community Engagement Facilitator, Schenectady, New York. Johan joined the CFNE team in January, 2021 as our Community Engagement Facilitator. In this role, he develops supportive ecosystems and provides technical assistance to ensure that communities traditionally excluded from economic investment can engage in cooperative enterprise. He joins CFNE after almost a decade of facilitating community-based economic engagement strategies throughout the Capital Region of NYS, where he still serves as a trusted collaborator and coach to local leaders striving to create equitable change. He holds a B.A. in Philosophy from SUNY at Buffalo, a Certificate of Graduate Study in Nonprofit Leadership and Management from Rockefeller College, as well as an M.S. in Strategic Design and Management from The Parsons School of Design Strategies. As a Caribbean immigrant, Johan is especially interested in using cooperatives to create social, racial and economic justice for those who have faced structural barriers to self-determination and shared ownership.

### ADMINISTRATIVE STAFF

**JOSIE SHAGWERT**, Administrative Manager; Providence, RI. Josie joined CFNE in February 2020. In her role as Administrative Manager she supports the organization by creating and maintaining administrative systems for accounting, investor relations, and portfolio management as well as by helping with investor and funder compliance activities. For nearly 20 years Josie has specialized in strengthening the administrative and financial capacity of organizations with a social, economic, or racial justice mission. Her previous roles include Director of Development for the Regional Environmental Council, an environmental justice organization in Worcester, MA, and Executive Director for Fuerza Laboral, a worker and immigrant justice organization in Central Falls, RI. In 2019 she returned to the U.S. after five years in the Middle East serving as Director of Development for the Center for Civil Society and Democracy, a Syrian-led peacebuilding and women's empowerment organization.

# Information for Social Investors

## Appendix B

### BOARD OF TRUSTEES

**MARILYN SCHOLL**, Board President, Putney, Vermont. A 2018 Co-op Hall of Fame inductee, Marilyn recently retired from administering Columinate Co-op (fka CDS Consulting Co-op) since 2000. In addition, she has provided consulting services to numerous food co-ops since 1996 specializing in cooperative governance. She is former food co-op General Manager at two co-ops (Wheatsville and Gordon Park) and worked for 9 years at the University of Wisconsin Center for Cooperatives where she helped organize CCMA. Marilyn has a Master's degree in adult education from the University of Wisconsin - Madison.

**BONNIE HUDSPETH**, Board Vice-President, Putney, Vermont. Bonnie is Membership & Outreach Manager for the Neighboring Food Co-operative Association (NFCA), a network of more than 30 food co-ops and start-up initiatives with a combined membership of over 90,000 people across Vermont, New Hampshire, Connecticut, Massachusetts and Rhode Island. Prior to joining the NFCA, Bonnie served as Project Manager for the Monadnock Food Co-op, creating the founding organizational structure and overseeing pre-operational development and fundraising to create a co-operatively owned grocery store in Keene, NH. She holds a B.A. in Environmental Studies from the University of Vermont, and Masters in Sustainable Community Development from Antioch University New England. Bonnie has been a board member since 2015 and serves on the governance committee.

**MATT FEINSTEIN**, Board Clerk, Grafton, Massachusetts (Nipmuc territory). Matt is the Co-op Clinic Program Manager with the U.S. Federation of Worker Cooperatives and Co-Director of Global Village Farms, a center for land-based education, farming and co-op development. He is of ashkenazi jewish and european ancestry and is based in Central Massachusetts. For over ten years he was the co-director of Worcester Roots, a grassroots co-op organizing group that focuses on urban worker cooperatives with a social justice lens. He is also co-founder of Stone Soup Community Center. Matt is passionate about social and environmental justice organizing, worker cooperatives and supporting youth to become agents of change. Using documentary film as a tool for connecting social movements worldwide, Matt speaks English, Spanish, Portuguese and French and has collaborated on film projects with groups in Argentina, Brazil and Worcester, MA. Matt joined the Fund board in 2013 and serves on the Racial Equity and Governance Committees.

**ANDREW DANFORTH**, Board Treasurer, Attleboro, Massachusetts. Andy is a cooperative financial consultant and former housing program manager for the Cooperative Development Institute. He has over 25 years of executive, accounting, technology, and operational experience in banking and finance. Prior to joining CDI to run their manufactured housing program, he was a self-employed consultant specializing in enterprise solutions for mortgage companies, commercial banks, software providers, governmental agencies, and whole loan traders. He has founded a number of businesses and has held executive finance positions for two public companies. Andy is a CPA, and has been a board member since 2003.

**CLARK ARRINGTON**, Baltimore, MD. A 2021 Co-op Hall of Fame inductee, Clark is legal counsel to The Working World, a CDFI lender specializing in providing financing and technical assistance to worker-owned and or cooperatively-managed enterprises. He served as a member of the CFNE board in the 1990's when he was Chair, General Counsel and Capital Coordinator of Equal Exchange. Prior to working at Equal Exchange, Clark served as General Counsel to the ICA Group. Since then he has done economic development work in Tanzania that included working for the African Development Foundation, Kampala International University, and the Open University of Tanzania. He has provided consulting services in South Africa, Puerto Rico, Slovenia, Zimbabwe, Tanzania, Mexico, Costa Rica, Tanzania, Zambia, Madagascar, UK, Japan, and South Sudan. He has a BA in Sociology from Pennsylvania State University and a JD from the University of Notre Dame Law School.

**ALFRED 'DUKE' BOUCHARD**, Albany, NY. Duke is the CFO at River Valley Food Cooperative, Northampton, MA. From 2002-2016 he was employed by Honest Weight Food Cooperative in Albany, NY, first in the role of Assistant Financial Manager and then as Chief Financial Officer & Co-General Manager. In 2013, the Albany Business Review named Duke "CFO of the Year." He is an active participant in the National Co-op Grocers Association, working on the Risk Management committee to review financial performance and proposed expansion projects for NCG member cooperatives. He has a B.S. in Finance from Siena College in Loudonville, NY.

**AMETHYST CAREY**, Jamaica Plain, MA. Amethyst is a Boston based co-op advocate, organizer and solidarity economy practitioner. As the Co-Op Organizer for Center for Economic Democracy (CED), Amethyst coordinates the Coalition for Worker Ownership and Power (COWOP), a multi-stakeholder racial and economic justice initiative advancing policies, financing and technical assistance to grow worker ownership across the state. Before joining CED, Amethyst served as an Associate and Consultant for Dudley Street Neighborhood Initiative's nationally recognized Community Land Trust, Dudley Neighbors Inc., where she supported resident and community engagement. Amethyst is a Board Member for CoFED, a national nonprofit supporting young Queer and Trans

# Information for Social Investors

## Appendix B

people of color in the practice of cooperative economics and values through food and land. She is an avid gardener, music lover, and is passionate about envisioning new futures with the poor and working class Black communities that raised her.

**SUSAN ELLIS**, Spruce Head, Maine. Susy served on the CFNE board from 1982 to 1996 and served for many years as the Board President. She returned to the CFNE board in 2012. She has provided accounting and management services to small businesses in Maine. Management services include personnel, business planning and financial analysis. She also provided Coast Guard documentation for commercial fishermen and yachtsmen throughout New England. Susy was formerly President of the Federation of Co-ops and was co-author of "A Comparative Financial Analysis of Maine Co-op Stores". She has a BA from St. Lawrence University, is a member of Good Tern Co-op in Rockland which she managed for eight years. Susy serves as chair of the CFNE loan committee.

**JONAH FERTIG-BURD**, Durham, Maine. Jonah Fertig-Burd joined the Sewall Foundation in 2020 as a Community Partner providing leadership for Food Systems Programs. Over the past 18 years, Jonah has built deep, collaborative relationships; developed new nonprofits, cooperative businesses, and collaboratives; worked in restaurants, food pantries, and farms; advocated for food and farm policies; and helped to grow racial equity in the food system. During the past 6 years at the Cooperative Development Institute (CDI), Jonah worked with farmers, fishers, cooks and food producers to form cooperatives, particularly New American farmers in Lewiston-Auburn, Maine and the Northeast. He helped start New Roots Cooperative Farm, Maine's first New American owned co-op, and Maine Farm & Sea Cooperative, the first multi-stakeholder foodservice co-op in the country. Jonah has consulted with co-ops in Maine and across the region, assisting them in developing democratic governance and management, business plans, raising funds, and more. Prior to CDI, he co-founded Local Sprouts Cooperative, a worker-owned cafe and catering business. He's also on the board of Land in Common Community Land Trust. He was a 2018 BALLE Local Economy Fellow, 2016 Democracy at Work Institute Worker Cooperative Developer Fellow, Food Solutions New England Network Leadership Institute graduate and Sustainable Food System Leadership Institute graduate. He loves to cook, make art, play music and walk in the woods. He is also a farmer and co-owner of Celebration Tree Farm & Wellness Center a multi-stakeholder cooperative in Durham, Maine, where he lives with his wife and two children.

**KIMBERLY R. LYLE**, Roxbury, MA. Kimberly R. Lyle is the Director of Strategy and Development at Dorchester Bay Economic Development Corporation. She leads strategic initiatives and planning, resource development, and communications. Prior to her work in community development, Kimberly worked in several capacities in financial services, tech, and higher education. Perpetually curious about humanity and human societies, Kimberly received a Bachelor of Arts in Philosophy from Rutgers University, and she completed graduate coursework in social anthropology at Harvard University. A proud native of the Roxbury neighborhood in Boston, Kimberly is committed to building collective power in her community. She previously served on the board of the Roxbury Neighborhood Council and is active in other advocacy efforts. Kimberly also serves on the board of the Massachusetts Association of Community Development Corporations (MACDC).

**JON RESKE**, West Springfield, Massachusetts. Jon recently retired from a 20-year tenure as a senior manager and Vice President of Marketing at the UMass Five College Credit Union, which has 34,670 co-op members and assets of \$412 million. He has skills in marketing and strategic planning. Jon has a B.S. in Business Administration from American International College and an M.B.A. from Wake Forest University, Winston-Salem, North Carolina.

**DANIEL ROSS**, Holyoke, Massachusetts. As CEO and principal of DAISA Enterprises LLC, Daniel specializes in supporting development of sustainable and equitable food & environmental enterprises, working with entrepreneurs to strengthen strategies and access capital, as well as the mission-driven investors and funders wanting to maximize their impact. He is co-founder and Director of eKutir Global, scaling cutting-edge mobile technology proven to increase yields and sustainability for 60,000 smallholder farmers India to partners worldwide. Daniel is Visiting Assistant Professor of Social Entrepreneurship at Hampshire College and as Chief Operating Officer at Wholesome Wave he launched the Investments program, connecting "food hubs" with impact investment capital. Daniel was Executive Director of Nuestras Raíces, a grass-roots organization to promote economic, human and community development in Holyoke, Massachusetts through projects relating to food, agriculture and the environment. He has helped community members start small food and agriculture businesses, launched Energia worker a nonprofit and worker-owned energy-efficiency services company employing formerly incarcerated young people. He holds an MBA from MIT Sloan, MIT Sloan Fellow for Innovation and Global Leadership, MIT Legatum Fellow for Development and Entrepreneurship.

**LUCAS TURNER-OWENS**, Boston, Massachusetts. Lucas Turner-Owens is the founding partner of The Sankofa Group, where he specializes in supporting BIPOC entrepreneurs and impact investors interested in social and environmental equity. Previously, he served as the Fund Manager for the Boston Ujima Project where he was responsible for launching the fund, raising capital, underwriting investments, and providing technical assistance to

## Information for Social Investors

### Appendix B

entrepreneurs. Prior to joining Ujima, Lucas worked as an Economic Policy Analyst for Operation HOPE, a nonprofit focused on consumer financial education; a Loan Officer for Cooperation DC, providing technical assistance and loan packaging for women-of-color-led worker-owned co-operatives; and a Senior Analyst at Next Street Financial, supporting clients making impact investments and strategic growth decisions. Lucas holds a BA from Wesleyan University and is currently pursuing a Master of Business Administration at the Georgetown McDonough School of Business.

Information for Social Investors  
Appendix C

**Cooperative Fund of the Northeast, Inc.**  
**Audited Balance Sheet**  
**Consolidated with Cooperative Capital Fund (a)**  
**For the Year ended December 31**

	2015	2016	2017	2018	2019	2020
<b>Current Assets</b>						
Cash	4,848,874	7,611,163	8,539,384	9,219,264	7,472,429	13,200,527
Prepaid Expenses	0	0	0	0	0	56,281
Grants Receivable	0	0	0	0	565,000	0
<b>Total Current Assets</b>	<b><u>4,848,874</u></b>	<b><u>7,611,163</u></b>	<b><u>8,539,384</u></b>	<b><u>9,219,264</u></b>	<b><u>8,037,429</u></b>	<b><u>13,256,808</u></b>
Program loans –net of loss reserve (and participations)	15,918,881	16,592,565	18,341,397	20,954,275	23,499,205	22,363,478
Other Investments	328,257	219,534	108,947	113,947	113,947	113,947
Property and Equipment (net)	3,571	1,404	0	0	0	0
<b>Total Assets</b>	<b><u>21,099,583</u></b>	<b><u>24,424,666</u></b>	<b><u>26,989,728</u></b>	<b><u>30,287,485</u></b>	<b><u>31,650,581</u></b>	<b><u>35,734,233</u></b>
Social Investment Loans	14,998,471	16,032,765	18,351,300	20,269,797	21,558,755	25,126,531
Other Liabilities	9,209	0	225,003	109,520	0	131,985
<b>Total Liabilities</b>	<b><u>15,007,680</u></b>	<b><u>16,032,765</u></b>	<b><u>18,576,303</u></b>	<b><u>20,379,317</u></b>	<b><u>21,558,755</u></b>	<b><u>25,258,516</u></b>
<b>Net Assets</b>						
Net Assets without donor restrictions	5,761,483	8,061,481	8,083,005	9,577,748	9,711,406	10,145,297
Net Assets with donor restrictions	330,420	330,420	330,420	330,420	380,420	330,420
<b>Total Net Assets</b>	<b><u>6,091,903</u></b>	<b><u>8,391,901</u></b>	<b><u>8,413,425</u></b>	<b><u>9,908,168</u></b>	<b><u>10,091,826</u></b>	<b><u>10,475,717</u></b>
<b>Total Liabilities and Net Assets</b>	<b><u>21,099,583</u></b>	<b><u>24,424,666</u></b>	<b><u>26,989,728</u></b>	<b><u>30,287,485</u></b>	<b><u>31,650,581</u></b>	<b><u>35,734,233</u></b>
Loan loss reserve	571,191	633,297	668,316	760,973	1,591,758	1,680,000
CFNE Total Loans Outstanding	16,805,193	17,564,100	19,313,234	22,992,478	26,325,473	25,071,932

(a) Through and including 2017, the financial results of Cooperative Fund of the Northeast, Inc. are consolidated with those of the Cooperative Capital Fund of New England, Inc. ("CCF"), a related social investment fund. CCF ceased operations effective December 31, 2017. The financial results presented for 2018 are solely for the Cooperative Fund of New England, Inc. (Cooperative Fund of the Northeast's previous name).

Information for Social Investors  
Appendix C

**Cooperative Fund of the Northeast, Inc.  
Audited Statement of Activities  
Consolidated with Cooperative Capital Fund (a)  
For the Year ended December 31**

	2015	2016	2017	2018	2019	2020
Revenues and Other Support						
Interest on Program Loans	864,157	913,507	985,831	1,033,976	1,302,100	1,408,952
Investment Income	44,469	68,256	66,544	208,273	167,645	134,384
Contributions	350,569	2,511,718	407,947	2,113,677	947,116	250,006
Unrealized Gains	0	0	0	0	66,142	88,670
Other income	<u>36,751</u>	<u>37,723</u>	<u>30,046</u>	<u>68,174</u>	<u>65,784</u>	<u>71,980</u>
<b>Total Revenues and support</b>	<b>1,295,946</b>	<b>3,531,204</b>	<b>1,490,368</b>	<b>3,424,100</b>	<b>2,548,787</b>	<b>1,953,992</b>
Expenses						
Program Services						
Payroll	484,782	529,239	576,015	640,344	620,422	774,893
Interest	283,700	301,407	355,073	367,899	449,769	461,217
Technical Assistance	302,313	198,404	168,650	114,698	286,884	101,965
Additions to Loan Loss Reserve	60,472	62,106	167,625	625,400	830,785	88,242
Other	149,640	140,050	162,302	181,016	177,269	143,784
<b>Total Expenses</b>	<b>1,280,907</b>	<b>1,231,206</b>	<b>1,429,665</b>	<b>1,929,357</b>	<b>2,365,129</b>	<b>1,570,101</b>
Change in Net Assets	15,039	2,299,998	60,703	1,494,743	183,658	383,891
Net Assets at Beginning of Year	<u>6,076,864</u>	<u>6,091,903</u>	<u>8,391,901</u>	<u>8,413,425</u>	<u>9,908,168</u>	<u>10,091,826</u>
Net Assets at End of Year	<u>6,091,903</u>	<u>8,391,901</u>	<u>8,413,425</u>	<u>9,908,168</u>	<u>10,091,826</u>	<u>10,475,717</u>

(a) Through and including 2017, the financial results of Cooperative Fund of New England, Inc. are consolidated with those of the Cooperative Capital Fund of New England, Inc. ("CCF"), a related social investment fund. CCF ceased operations effective December 31, 2017. The financial results presented for 2018 are solely for the Cooperative Fund of New England, Inc. (Cooperative Fund of the Northeast's previous name).

# Information for Social Investors

## Appendix D

### RISK FACTORS

Investing in social investment notes issued by the Cooperative Fund of the Northeast (the “Notes”) involves significant risks. You should only invest in the Notes if you can afford to lose your entire investment and do not require liquidity. These risks include the following:

**The Notes are unsecured and uninsured.** The Notes are not secured by any collateral, nor are the Notes guaranteed or insured by the Fund, the FDIC or any other entity. The Fund’s ability to pay interest or repay principal depends on solely on the Fund’s financial condition. Risks associated with investments in the Notes may be greater than implied by the relatively low interest rates on the Notes.

**The Notes are not liquid.** There is no secondary market for the Notes, nor is a public market expected to develop. These factors may therefore require that you retain the Note until its maturity, even under circumstances where it is economically undesirable to do so. You should invest in the Notes only if you have independent means for providing for your current and future needs and contingencies.

**The Notes are unrated.** The Notes have not been submitted to any rating agency to obtain an opinion or rating of the risk of timely collection of principal and interest.

**The Fund has limited liquidity.** The Fund expects to lend substantially all of the proceeds from the sale of the Notes and the source of repayment of the Notes will be loan payments from borrowers. The Fund may or may not choose to allow early redemption of the Notes based on both market conditions and current liquidity. Substantial losses or delinquencies in the loan portfolio may impede the Fund’s ability to pay principal and interest in a timely fashion or at all.

**The Fund’s ability to raise capital is limited.** Traditional for-profit financial institutions sell stock and retain earnings to build capital. This capital is available to cover overhead and to provide liquidity and reserves against losses. As a non-profit organization, the Fund will not issue stock and does not have or expect to have substantial retained earnings. It must rely largely on donated funds and cash flow from operations to serve as its capital and therefore may be unable to increase or maintain its current capital balance.

**The Fund’s loans may have weak risk profiles.** As described in this Prospectus, the Fund’s lending program is an essential component of its charitable mission, and its underwriting criteria will include mission-related factors that extend beyond a traditional lender’s focus on credit risk. Accordingly, the Fund often makes loans that would be considered high-risk by traditional for-profit lenders. Any of these borrowers could default, which could make it difficult or impossible for the Fund to meet its obligations under the Notes.

**Changes in laws.** Changes in federal or state laws, rules or regulations regarding the sale of securities by religious, charitable or other non-profit organizations may make it more costly and difficult for the Fund to offer and sell Notes in the future. Such an occurrence could result in a decrease in the amount of Notes that the Fund sells, thus affecting the Fund’s operations and ability to meet its obligations under the Notes.

**Interest rate spread risk.** The Fund makes loans at a higher interest rate than it pays on borrowed funds. The “spread” between interest earned and interest paid is intended to cover the Fund’s cost of doing business, including credit losses. The terms of loaned and borrowed money are not identical, and under certain circumstances, market and credit conditions may cause the spread to decline to the point where the Fund’s annual expenses exceed its annual income, thus negatively affecting the Fund’s ability to meet its obligations under the Notes.

**The Fund is not obligated to proceed with planned operations.** At any time, the Fund could discontinue its operations and either undertake different activities or discontinue activities altogether. At this time, the Fund fully intends to proceed with the operations described in this Prospectus indefinitely but is under no legal obligation to do so.

**Note holders have no control.** All decisions with respect to the management of the Fund will be made exclusively by the Fund’s board of directors or by officers to whom the board delegates authority. Investors have no right to take part in the management of the Fund or to vote on any matters affecting the Fund, including the election of Directors. Accordingly, you should not invest in the Fund unless you are willing to entrust all aspects of the management of the Fund to its board of directors.

**Earnings from the Notes are taxable to you.** All of the interest you earn on the Notes will be taxable income to you, regardless of whether it is paid out to you or is retained and reinvested. Even though the Fund is a tax-exempt organization under Internal Revenue Code section 501(c)(3), your earnings from your investment in the Fund will be

## Information for Social Investors

### Appendix D

taxable to you, when paid or accrued, as the case may be.

**Investors in the Notes may lose their entire investment.** No assurance can be made or is given that a purchaser of the Notes will realize a return on investment or any return at all or that he or she will not lose his or her entire investment. For this reason each prospective investor should read the sample Note, the Subscription Agreement and this Prospectus, as well as all Appendices, carefully and should consult with his or her own attorney, accountant, or business advisor prior to making an investment decision.

Information for Social Investors  
Appendix E

**SAMPLE**  
**PROMISSORY NOTE**  
(for Social Investment Note)

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THIS NOTE HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”) AND MAY NOT BE SOLD, ASSIGNED, PLEDGED, HYPOTHECATED, OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, OR AN OPINION OF COUNSEL SATISFACTORY TO THE MAKER THAT REGISTRATION IS NOT REQUIRED UNDER SUCH ACT.

**PROMISSORY NOTE**

\$ \_\_\_\_\_

Watertown, Massachusetts

FOR VALUE RECEIVED, the Cooperative Fund of the Northeast, Inc., a Massachusetts corporation having its mailing address and its administrative office at P.O. Box 970, Watertown, MA 02471 (hereinafter, the “**Fund**” or the “**Maker**”) promises to pay to the order of \_\_\_\_\_ (hereinafter the “**Social Investor**” or the “**Holder**”) the principal sum of \_\_\_\_\_ Thousand Dollars (\$\_,000.00) in lawful money of the United States of America, with annual interest thereon at the fixed rate of interest (the “**Interest Rate**”) and in accordance with the manner of payment indicated below.

1. Interest Rate. The effective Interest Rate shall be the fixed rate equal to \_\_\_\_\_ percent (\_\_\_\_) per annum.
2. Manner of Payment. The Maker shall pay the principal and interest on this Promissory Note in the following manner:
  - a. Maturity Date. This Promissory Note shall mature on \_\_\_\_\_, 20\_\_ (the “**Maturity Date**”), at which time the entire principal balance, interest, and any other charges or amounts due under this Promissory Note shall be paid in full. **[If a demand note: Holder may declare the entire principal amount of this Note, together with all interest and costs accrued thereon, due immediately; provided however, payment under such demand shall be made in increments not to exceed Fifty Thousand Dollars (\$50,000) per thirty (30) day period beginning immediately upon receipt of such notice.]**
  - b. Payments. Beginning on **[DATE]**, and continuing through the Maturity Date, Maker shall make payments of interest only then due and payable to the Holder on the outstanding principal balance, the first such payment being due on **[DATE]** and subsequently on the same date of each succeeding year through the Maturity Date.

## Information for Social Investors

### Appendix E

- c. Payments of Amounts Due. All payments of interest, principal, and fees shall be made at the Maker's discretion by: (a) wire transfer or ACH to the Holder; or (b) check payable to the Holder and delivered to the Holder's address set forth in that certain Subscription Agreement dated \_\_\_\_ by and between Maker and Holder (the "**Subscription Agreement**") or such other address as may be designated by the Holder in a written notice to the Maker in accordance with the Subscription Agreement.
    - d. No Prepayment Penalty. The Maker shall have the right to prepay the principal in whole or in part at any time, and from time to time, without penalty. All prepayments received by the Holder are to be applied first to any fees or charges due hereunder, and then to interest accrued to the date of payment, and thereafter toward payment of the principal.
3. Event of Default. The occurrence of any of the following events shall constitute an event of default (an "**Event of Default**") under this Note:
  - a. any failure to pay any installment of principal and/or interest within ten (10) days after the Cure Period (as defined below).
  - b. the insolvency of the Maker or the commission of any act of insolvency by the Maker;
  - c. the filing of any petition of the commencement of any proceeding by or against the Maker for any relief under any bankruptcy or insolvency laws or any laws relating to the relief of debtors, readjustment of indebtedness, reorganizations, compositions, or extensions;
  - d. an assignment for the benefit of creditors by the Maker;
  - e. the dissolution, liquidation, termination of business existence of the Maker.
4. Notice of Default. Holder shall provide written notice to Maker of the occurrence of any Event of Default. Upon receipt of such Notice of Default, Maker shall have ten (10) business days to cure said Event of Default ("**Cure Period**") by remedying such factors as precipitated that specific Event of Default.
5. Remedies. Upon the occurrence of an Event of Default, delivery of Notice of Default and expiration of the Cure Period, then or at any time thereafter Holder may declare the entire principal amount of this Note, together with all accrued interest thereon, due and payable in increments not to exceed Fifty Thousand Dollars (\$50,000) per thirty (30) day period beginning immediately upon such notice. The Fund waives all other forms of notice, demand, presentment or protest to which it may otherwise be entitled. No waiver by the Social Investor of any Event of Default shall operate as a waiver of any other Event of Default or of the same Event of Default on a future occasion.

Information for Social Investors  
Appendix E

6. Miscellaneous.

- a. All notices, demands, requests, and other communications required under this Promissory Note shall be given in accordance with the Subscription Agreement.
- b. This Promissory Note is entered into under the laws of the Commonwealth of Massachusetts. The Maker and the Holder each consent and submit to the exclusive jurisdiction of the courts of the Commonwealth of Massachusetts (or federal courts within the Commonwealth of Massachusetts), which courts shall have exclusive jurisdiction over any disputes arising hereunder.
- c. This Promissory Note shall be binding upon the heirs, executors, administrators, and assigns of the Maker.
- d. Any provision of this Note which is determined to be unenforceable shall be ineffective to the extent of such unenforceable provision without invalidating the remaining portions of this Note.

**[SIGNATURE PAGE FOLLOWS]**

Information for Social Investors  
Appendix E

IN WITNESS WHEREOF, a duly authorized representative of the Maker has executed and delivered this Promissory Note as of \_\_\_\_\_, 20\_\_

**MAKER:**

COOPERATIVE FUND OF  
THE NORTHEAST, INC.

By: \_\_\_\_\_  
Name:  
Title:

## SUBSCRIPTION AGREEMENT

**THE NOTES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES LAWS OF ANY STATE OR ANY OTHER JURISDICTION. THERE ARE FURTHER RESTRICTIONS ON THE TRANSFERABILITY OF THE NOTES DESCRIBED HEREIN.**

**THE PURCHASE OF THE NOTES INVOLVES A HIGH DEGREE OF RISK AND SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN BEAR THE RISK OF THE LOSS OF THEIR ENTIRE INVESTMENT.**

THIS SUBSCRIPTION AGREEMENT (this “**Agreement**”) is made as of the date set forth below by and between the Cooperative Fund of the Northeast, Inc., a Massachusetts corporation, (the “**Fund**”) and the undersigned Social Investor (the “**Social Investor**”).

### RECITALS

1. The Fund desires to generate capital to be used for the purposes set forth in the Prospectus of the Fund dated February 7, 2022 (the “**Prospectus**”).
2. The Company is currently offering to sell promissory notes (the “**Notes**”), as set forth in the Prospectus to certain Social Investors;
3. Capitalized terms used herein and not otherwise defined have the respective meanings ascribed to such terms in the Prospectus; and
4. The undersigned desires to purchase the Notes offered by the Fund under the terms and conditions hereinafter set forth.

### AGREEMENT

In consideration of the premises and the mutual agreements and covenants contained in this Agreement (including those set forth above), the parties hereto agree as follows:

SECTION 1. Subscription. Upon the terms and subject to the conditions set forth in this Agreement and the Prospectus the undersigned Social Investor hereby subscribes for the Notes offered by the Fund in the amount and for the Purchase Price set forth on the signature page hereto (the “**Purchase Price**”). The Social Investor shall pay the Purchase Price identified on the signature page by wire transfer or certified check payable to the Fund (the “**Subscription**”).

The undersigned understands that, except as provided under any applicable state securities laws or as expressly provided herein, this subscription may not be revoked by the undersigned, and that the execution and delivery of this Agreement will not constitute an agreement binding upon the Fund until, and to the extent that, this Agreement has been accepted by the Fund, and then subject to the terms and conditions of this Agreement and the Prospectus.

## Information for Social Investors

### Appendix F

The Fund reserves the right to reject this subscription at any time. In the event this subscription is rejected, then this Agreement and the proceeds of the payment tendered will be returned by the Fund to the undersigned and this Agreement shall have no further force or effect.

THE UNDERSIGNED UNDERSTANDS THAT THIS INVESTMENT IN THE FUND IS ILLIQUID AND INVOLVES A HIGH DEGREE OF SPECULATIVE RISK.

SECTION 2. Closing. The Social Investor shall (i) pay the Purchase Price by check or wire transfer and (ii) execute and deliver to the Fund this Agreement. The date by which the Purchase Price is due may be extended in the sole discretion of the Fund.

SECTION 3. Representations and Warranties of the Social Investor. The Investor acknowledges, warrants, represents, and agrees as follows:

(a) Authority. The Social Investor has the full power and legal right to execute and deliver this Agreement and to perform its obligations hereunder, and this Agreement constitutes a legal, valid, and binding obligation on the Social Investor.

(b) Investment. The Notes hereby acquired by the Social Investor are for the Social Investor's own account, for investment purposes only, and not with a view to, or with any intention of, the distribution or resale thereof, in whole or in part, or the grant of any participation therein, except in compliance with the Securities Act of 1933, as amended, (the "**Securities Act**") and applicable state securities laws.

(c) Registration. The Social Investor understands that (i) the Notes have not been registered under the Securities Act and are being offered and sold in reliance upon an exemption from registration contained in Section 3(a)(4) under the Securities Act for transactions not involving a public offering and are "restricted securities" within the meaning of Rule 144 under the Securities Act, (ii) the Notes cannot be sold, transferred, or otherwise disposed of unless they are subsequently registered under the Securities Act or an exemption from registration is then available, (iii) in any event, the exemption from registration under Rule 144 or otherwise may not be available for at least one year and even then will not be available unless a public market then exists for the Fund's securities, adequate information concerning the Company is then available to the public, and other terms and conditions of Rule 144 are complied with, and (iv) there is now no registration statement under the Securities Act on file with the Securities and Exchange Commission with respect to any securities of the Fund, and the Fund has no obligation or current intention to register the Notes.

(d) Inquiry and Experience. The Social Investor has had the opportunity that such Social Investor has deemed adequate to obtain from the Fund all information necessary to permit the Social Investor to evaluate the merits and risks of its investment in the Fund. The Social Investor has sufficient experience in business, financial, and investment matters to be able to evaluate the risks involved in the purchase of the Notes and to make an informed investment decision with respect to such purchase. The Social Investor can afford a complete loss of the value of the Notes and is able to bear the economic risk of holding the Notes for an indefinite period.

## Information for Social Investors

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(e) Residence. The Social Investor is a resident of the U.S. state or the country set forth on the signature page hereto and is not acquiring the Notes as a nominee or agent or otherwise for any other person.

(f) Compliance with Laws. The Social Investor will comply with all applicable laws and regulations in effect in any jurisdiction in which the Social Investor purchases or sells Notes and obtain any consent, approval or permission required for such purchases or sales under the laws and regulations of any jurisdiction to which the undersigned is subject or in which the undersigned makes such purchases or sales, and the Fund shall have no responsibility therefor.

(g) Acknowledgement of Receipt. The Social Investor hereby acknowledges that the undersigned is in receipt of, and has reviewed, the following information and disclosures provided by the Fund: (i) the Prospectus delivered in connection herewith; and (ii) all other materials relating to the business, finances, operations and prospects of the Fund and materials relating to the offer and sale of the Notes that have (A) been made available to the Social Investor, and/or (B) been requested by the undersigned Social Investor.

SECTION 4. Representations and Warranties of the Fund. The Fund acknowledges, warrants, represents and agrees as follows:

(a) The Fund is a nonprofit corporation duly organized, validly existing, and in good standing under the laws of the Commonwealth of Massachusetts and has all necessary corporate power and authority to execute and deliver this Agreement, and perform all of its obligations hereunder, and this Agreement constitutes a valid and legally binding obligation of the Fund, enforceable in accordance with its terms (except as such enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally and by general equitable principles).

(b) The Fund warrants that it will use the proceeds of the Note to further its charitable and educational activities in support of non-profit cooperative organizations. The Fund will not use any material portion of the proceeds of the Note for any other purpose without the prior consent of the Social Investor.

(c) The Fund shall prepare financial statements which fairly present its financial position and results of activities as well as narrative summaries of its activities no less frequently than annually each year. The Fund will submit a copy of such documents to the Social Investor within sixty (60) days after the end of each such period, which reports may be submitted by email.

(d) The Fund shall promptly notify the Social Investor in writing of any change of its principal office or the occurrence of any Event of Default described in the Note.

SECTION 5. Entire Agreement. This Agreement, the Prospectus, and all other agreements and instruments executed and delivered in connection herewith are the final, complete, and exclusive statements and expressions of the agreement among the parties hereto

# Information for Social Investors

## Appendix F

with relation to the subject matter of this Agreement and all such other agreements and instruments, it being understood that there are no oral representations, understandings, or agreements covering the same subject matter as this Agreement and all such other agreements and instruments. This Agreement and all other agreements and instruments executed and delivered in connection herewith supersede, and cannot be varied, contradicted, or supplemented by evidence of any prior or contemporaneous discussions, correspondence, or oral or written agreement of any kind.

### SECTION 6. Miscellaneous.

(a) Amendment. No amendments to this Agreement shall be made except by an instrument in writing signed on behalf of each of the parties hereto.

(b) Counterparts and Facsimile Signatures. This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which, when taken together shall constitute one and the same agreement. This Agreement may be executed by facsimile signatures.

(c) Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the Commonwealth of Massachusetts applicable to contracts executed in and to be performed in that state.

### SECTION 7. Terms of Note.

(a) Original Principal Amount of Investment in Notes: \$\_\_\_\_\_ (minimum investment \$1,000)

(b) Annual interest rate of \_\_\_\_\_% (choose from 0-1.25%; please consider a lower rate so we can pass on the savings to our borrowers)

(c) Interest to be:  
\_\_\_\_\_ added to the principal  
or  
\_\_\_\_\_ paid out annually

(d) Term of Note: the Note to be repaid:  
\_\_\_\_\_ upon notification by the Social Investor to the Fund  
or  
\_\_\_\_\_ at the following time \_\_\_\_\_

(e) Payment Method:  
\_\_\_\_\_ Check enclosed  
\_\_\_\_\_ Please draw my investment funds from my bank account:  
Acc't # \_\_\_\_\_ ABA # \_\_\_\_\_  
Bank Name \_\_\_\_\_ Account Type: Savings or Checking (circle)

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(f) Other:

\_\_\_\_\_ I wish to designate that this loan convert to a gift to the Fund in the event of my death before the maturity date of the loan \_\_\_\_\_ (initial)

\_\_\_\_\_ I have included a contribution of \$\_\_\_\_\_ (Contributions are tax deductible)

\_\_\_\_\_ You have my permission to publicly list my name with other CFNE investors.

\_\_\_\_\_ Please keep my name as an investor in the CFNE confidential.

\_\_\_\_\_ Please only send me newsletters and annual reports electronically

(g) How did you hear about CFNE? \_\_\_\_\_

SECTION 8. Issuance of Note. Upon acceptance of this Agreement by the Fund, the Fund shall promptly issue and deliver an original Note to the Social Investor.

*[remainder of page intentionally left blank; signature page follows]*

Information for Social Investors  
Appendix F

IN WITNESS WHEREOF, intending to be legally bound hereby, each of the undersigned has duly executed and delivered this Agreement as of the date first above written.

**In addition to completing the information below, please be sure you have completed Section 7 above.**

**SOCIAL INVESTOR:**

Signature: \_\_\_\_\_

Signatory Name: \_\_\_\_\_

Signatory Title (if applicable): \_\_\_\_\_

Entity Name (if applicable): \_\_\_\_\_

Address of Residence or Principal Place of Business:

\_\_\_\_\_  
\_\_\_\_\_

Taxpayer Identification Number: \_\_\_\_\_

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

Date: \_\_\_\_\_

**FUND:**

**COOPERATIVE FUND OF THE NORTHEAST, INC.**

By: \_\_\_\_\_

Name:

Title:

Date Subscription Accepted: \_\_\_\_\_

***PLEASE MAIL TO:***

Micha Josephy, Executive Director  
Cooperative Fund of the Northeast  
P.O. Box 970  
Watertown, MA 02471

With questions, contact:

1-800-818-7833

[cfne@cooperativefund.org](mailto:cfne@cooperativefund.org)