

Department of Defense
Office of Strategic Capital

Application Part 1

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Annex A: Standard Certifications and Covenants for OSC Applications

Annex B-1: Anti-Lobbying Certification – Direct Loans

Annex B-2: Anti-Lobbying Statement – Guaranteed Loans

Annex C: Disclosure of Lobbying Activities, OMB Standard Form LLL

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Annex E: Sources and Uses of Funds and Model Financial Disclosure Materials

1. Instructions

The following application (“Application Part 1”) is Part 1 of a two-part application (“Application Part 1”, and together with Application Part 2 (as defined below), the “Application”). Please review the instructions in full for information on eligibility, processing, and other guidance related to the Office of Strategic Capital (“OSC”). Potential applicants are encouraged to participate in a pre-Application consultation with OSC, prior to preparing an Application. Pre-Application consultations are meant to informally address issues and materials that are needed to meet the standards of an acceptable Application. Pre-Application consultations serve to inform potential applicants about eligibility and viability criteria, program parameters and the Application process. Additionally, OSC has a Frequently Asked Questions section on its website, <https://www.cto.mil/osc>, that provides additional instructions on the Application Part 1, OSC, and related issues. Applicants can also contact OSC to schedule a pre-Application consultation at OSC.Loan.Application@osc.mil.

a) What is the purpose of Application Part 1?

To be considered for a loan or loan guarantee financing, potential applicants must submit this Application Part 1, to provide a summary of key information to assist OSC make an initial assessment on potential eligibility and viability of the proposed underlying commercial Project or Transaction (as defined below) based on OSC’s strategic program priorities and requirements.

b) What is a “Project or Transaction”?

The phrase “Project or Transaction” as used throughout this Application Part 1 refers to the underlying commercial project or transaction for which the applicant seeks financing, whether it is an actual project (such as a “greenfield” project to build a manufacturing plant) or a discrete equipment purchase, or anything in between. Applicants may group similar transactions in Application Part 2 (e.g., equipment purchases for multiple locations), but eligibility needs to be assessed for each transaction.

c) Who can complete and submit the Application Part 1?

The Application Part 1 can be completed by the prospective borrower (hereafter the “Borrower” or the “Applicant”), its related parties, or other affiliated third parties such as sponsors, advisors, counsel, or financial institutions. If filed by a related or affiliated third party, an official mandate of authority must be submitted along with the Application Part 1. In all cases, the Application Part 1 must be signed by the Borrower or, if the Borrower is to be a special purpose vehicle, the lead Sponsor.

d) How detailed should responses be in Application Part 1?

Answers to this Application Part 1, where a text box is provided, should be no more than 100 words in any one instance. Where text boxes are not provided, Applicants should follow precise instructions related to the specific question. If invited to complete Application Part 2, Applicants will have additional space to provide explanations, attach documents, and explain their positions in greater detail.

e) Where can I find transaction eligibility criteria?

Certain Notices of Funding Availability from OSC will include specific eligibility criteria that applicants must address in applications. OSC may also, from time to time, make financial support available without publishing a formal Notice of Funding Availability or additional eligibility criteria. In those cases where meeting specific eligibility criteria is required, however, applicants must answer those eligibility-related questions and furnish materials supporting their responses.

f) What happens after the applicant submits the Application Part 1?

Proposed transactions that meet OSC's eligibility and viability assessment may be invited to submit the second component of the Application (the "Application Part 2"). Factors including, but not limited to, transaction size, risk, strategic priorities, and availability of appropriated funds may be considered in selecting the applicants that can proceed to filing Application Part 2. Application Part 2 will request further information in more detail about the parties involved in the Project or Transaction, the products, or services to be produced, and the operations of the Project or Transaction during and after the financing stage.

OSC WILL NOT ACCEPT APPLICATION PART 2 FROM APPLICANTS THAT HAVE NOT BEEN FORMALLY INVITED BY OSC IN WRITING. FORMAL INVITATION BY OSC FOR APPLICATION PART 2 IS NOT AN INDICATION OF FINAL TRANSACTION ELIGIBILITY NOR DOES IT OBLIGATE OSC TO FUND A TRANSACTION.

g) Confidential Treatment

The Applicant should identify with clear markings any information or document that the Applicant customarily treats as confidential and should indicate the time period for which it seeks such confidential treatment. Information covered by a confidentiality claim will be disclosed by OSC only to the extent and only by means of the procedures set forth under 32 C.F.R. Subchapter N.

h) What to submit with the Application Part 1:

The Application Part 1 submission must include:

1. A completed, signed version of this Application Part 1 form, including the Certifications and Covenants set forth in Annex A and, depending on the nature of application, either Annex B-1 or Annex B-2, and/or Annex C;
2. All attachments requested and referenced in the Application Part 1 form, and
3. Signed mandate letter for representing the Borrower (applicable if form is filed by a third party).

i) How to submit the completed Application Part 1?

When finished, the Application Part 1 form and attachments may be submitted by emailing OSC at OSC.Loan.Application@osc.mil, with the subject line: "[NAME OF BORROWER/SPONSOR] – [NAME OF PROJECT] – Application Part 1 Submitted". Hard copy submissions will not be accepted. OSC strongly suggests that the applicant submit the application in an encrypted format and separately provide OSC with instructions on accessing the documents once received.

2. Eligibility Criteria

If you are responding to a Notice of Funding Availability that requires adherence to Section 8140 Eligibility Criteria (as defined in the Notice of Funding Availability), the following questions represent a minimum threshold for eligibility, applications will also be assessed against a wide range of other factors. Please answer the following questions prior to proceeding with the rest of the Application Part 1:

1. Is the prospective borrower seeking financing for a project or transaction to produce a technology, product, asset, and/or service for which the Federal Government is the sole user?
2. Is the prospective borrower seeking financing for a project or transaction to produce a technology, product, asset, and/or service where repayment is majority dependent on current or anticipated Federal sources (e.g., grants or contracts)?

If your answer to either question above is “Yes”, you are likely ineligible for funding from OSC. Please refer to the Frequently Asked Questions section at <https://www.cto.mil/osc> and/or you may contact us at OSC.Loan.Application@osc.mil.

If you answered “no” to both of the above threshold questions, please proceed to complete the Application Part 1, including the eligibility questions set forth in Annex D.

APPLICATION PART 1 –
QUESTIONS AND REQUESTS FOR INFORMATION AND DOCUMENTS

Please type your responses to the following questions. The processing of Application Part 1 may be delayed if the requested information is not provided.

3. Applicant Profile

a) General Information

Notice of Funding Availability: *Are you responding to a specific Notice of Funding Availability published by the Office of Strategic Capital? If so, please specify the Notice of Funding Availability and the date of publication.*

Full legal name of Borrower (if applicable, Sponsor), to include entity form (i.e., C Corporation, LLC, LP):

Trade name, D/B/A, or commonly used name of the Borrower (if applicable, Sponsor), if the Borrower does not use its full legal name for public communications:

Borrower (if applicable, Sponsor) mailing address and, if different, principal place of business:

Borrower (if applicable, Sponsor) State or other jurisdiction of formation:

Borrower (if applicable, Sponsor) notice and contact information (include name of authorized signatory and title, telephone, email, and physical location). Please include contact information for legal counsel and/or financial advisors, as applicable:

Borrower website:

Borrower (if applicable, Sponsor) Employer Identification Number ("EIN"): *Please provide the 9-digit EIN:*

SAM Registration Confirmation: *Does the Borrower have an active registration in System for Award Management (SAM)?* Yes ___/No ___. *Applicants must have an active registration in SAM to do business with the Federal government. Registration information is available at sam.gov.*

Borrower Unique Entity ID: *Please provide the Unique Entity ID (“UEI”) created in SAM.gov (if no UEI, it is recommended that Borrowers obtain one as soon as possible as OSC will not obligate funding on any project or transaction without this information):*

b) Borrower Summary

Project or Transaction Name: *If applicable, for purposes of identification, please assign a short name to the project, (e.g. “Ohio Equipment Purchase Project”):*

Description of key business activities:

Year Borrower established:

Does the Borrower, or any Affiliates of the Borrower (Affiliate as defined in 2 C.F.R. § 180.905), have any existing or planned business operations in a Foreign Country of Concern as set out in 15 U.S.C. § 4651(7) or with a Foreign Entity of Concern as set out in 15 U.S.C. § 4651(8)? Yes ___/No ___. If “yes” please briefly describe.

Approximate total number of employees (if applicable, include contractors, consultants, and advisors):

a.) Approximate number of U.S. based employees:

b.) Approximate number of internationally based employees:

c.) Approximate number of internationally based employees that are based in Countries of Concern broken down by country:

Briefly describe the Borrower’s business profile, including key products manufactured, key services provided, and end markets:

Please identify the full legal name(s) of the Borrower's ultimate beneficial owner(s), including name(s) of the individual(s) or entity(ies), types of entities, locations of formation or citizenship. The ultimate beneficial owner ("UBO") is the person, entity, or government at the top of the ownership hierarchy. For any UBO that is an entity, please also identify the full legal name, and percentage-based ownership of any individual or parent entity owning 10.0% or more of the UBO entity's fully diluted capital, whether as a stockholder, member or partner:

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c) Additionality

If applying for a direct loan, have you attempted to obtain other financing (e.g. private, municipal, foreign public sector, or multilateral), for this project or transaction? "Yes" ___ / "No" ___. If "yes", please describe, including an explanation of why such financing did not materialize. If "No", please explain why.

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If applying for a loan guarantee, have you attempted to obtain other financing for this project or transaction that is not guaranteed by the Federal Government? "Yes" ___ / "No" ___. If "yes", please describe, including an explanation of why such financing did not materialize. If "No", please explain why.

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4. Financial Information

For the following responses, please submit attachments in .PDF format along with the Application Part 1.

- a. Please submit the Borrower's most recent audited Financial Statements (including Income Statement, Balance Sheet, and Statement of Cash Flows). If these audited financials are not available for the preceding fiscal year, please explain. For new borrowing entities, please submit the most recent audited financial statements for Project Sponsor(s), in addition to a financial model that provides a high-level summary of forecasted revenues, costs, and cash flows for each project, including income statement, balance sheet, and cash flow statement. The financial model should be in the format of a dynamic and integrated workbook in Microsoft Excel, or similar program. All key assumptions should be in the workbook. The financial model should permit variable inputs to the key assumptions. All statements should be linked in the financial model.
- b. If the proposed project or transaction is to receive a corporate guarantee or guarantees from a parent or affiliate, please provide the most recent audited Financial Statement of any guarantor. If the project or transaction is to receive a personal guarantee, please provide the most recent Federal tax return of the individual guarantor(s).
- c. Please provide a bank reference from the Borrower's primary institution indicating the length of the banking relationship. If the Borrower is a new entity, or is not yet formed, in a project finance transaction, provide bank reference letters for the lead sponsor(s).
- d. Please summarize the Borrower's key financial performance indicators based on the template in Annex E.
- e. Does the Borrower (or the guarantor, if applicable) have a current credit rating from a credit rating agency? Yes ___/No ___. If "yes", please set forth the credit rating and the name of the credit rating agency and the date the rating was obtained.

- f. In the past year has the Borrower (or the guarantor, if applicable) issued any bonds or debentures that have been rated by a credit rating agency? Yes ___/No ___. If "yes", please set forth the credit rating and the name of the credit rating agency, the CUSIP number or ISIN of the bond or debenture, and the date of issuance of the bond or debenture.

- g. Have there been any material changes (either positive or negative) in the applicant's financial conditions, business operations, or competitive environment since the date of Financial Statements? Yes ___/ No ___. If "yes" please briefly explain:

5. Guarantor(s) Profile

If applicable, full legal name of guarantor, to include entity form (e.g., C Corporation, LLC, LP) or full name of individual:

Trade name, D/B/A, or commonly used name of guarantor, if the guarantor does not use its full legal name for public communications:

Guarantor mailing address and, if different, principal place of business:

Guarantor State or other jurisdiction of formation:

Guarantor notice and contact information (include name of authorized signatory and title, telephone, email, and physical location). Please include contact information for legal counsel and/or financial advisors, as applicable:

Guarantor website (if applicable):

Guarantor EIN: *Please provide the guarantor's 9-digit EIN (if the guarantor is an individual, do not provide a social security number):*

Guarantor SAM Registration Confirmation: *Does the guarantor have an active registration in System for Award Management ("SAM")? Yes ___/No ___. Corporate or other entity Guarantors must have an active registration in SAM to do business with the Federal government. Registration information is available at sam.gov. (Individual Guarantors are not registered in SAM as individuals.)*

Unique Entity ID ("UEI"): *Please provide the UEI created in SAM.gov. (This does not apply to individual Guarantors.)*

6. Lender Profile(s)

If this is an Application for a guaranteed loan, please fill out the following information for the beneficiary of the proposed OSC guarantee. If the application involves a project with multiple lenders, please provide the information below for the Lenders' agent (also known as lead arranger or lead lender):

Full legal name of lender, if known at this time, to include entity form (e.g., N.A.):

Lender's mailing address and, if different, principal place of business:

Lender notice and contact information (include name of authorized signatory and title, telephone, email, and physical location). Please include contact information for legal counsel and/or financial advisors, as applicable:

Lender's EIN: *Please provide the lender's 9-digit EIN:*

SAM Registration Confirmation: *Does the lender have an active registration in System for Award Management ("SAM")? Yes ___/No ___. Lenders must have an active registration in SAM to do business with the Federal government. Registration information is available at sam.gov.*

Unique Entity ID ("UEI"): *Please provide the UEI created in SAM.gov.*

7. Project or Transaction Summary

Project or Transaction Location: *Provide physical address(es) for the project or where the financed assets or equipment will be located.*

Use of Proceeds. *Describe how OSC-provided funds will be employed.*

Project or Transaction Industry: *Please provide reference to which covered technology category (as set out in 10 U.S.C. § 149(e)) is addressed in the Project or Transaction:*

Requested Loan Amount (in U.S. dollars):

What is the requested term and maturity date of the financing? What is the requested disbursement period? What is the date the first drawdown would be needed?

What security, pledge, and /or collateral does the applicant propose to provide for the loan, either to OSC on a direct loan, or to the lender on a guaranteed loan?

Estimated Transaction Date: *On which approximate date is the Borrower planning to commence the project and/or transaction outlined in the transaction summary?*

8. Project or Transaction Description

Please provide a description of the Project or Transaction for which the Borrower is seeking financing as outlined in the following questions. If any element of the Project or Transaction description below is not applicable, please provide an explanation. Please refer to OSC's Frequently Asked Questions section on its website, <https://www.cto.mil/osc>, that provides additional instructions on the Application Part 1, OSC, and questions listed below.

- a. Explain how the Project or Transaction advances the mission of the Department of Defense through the Office of Strategic Capital and benefits the economic security of the United States, its allies, and/or its partners.
- b. Identify the industry or technical sector of the Project or Transaction (i.e., NAICS code), including, if applicable, an assessment of Technology Readiness Level (as defined in the Technology Readiness Assessment Guidebook, June 2023, published by the Office of the Undersecretary of Defense for Research and Engineering).
- c. Briefly describe the product(s) or service(s) the applicant expects to make available as a result of the Project or Transaction.
- d. Describe the benefits such products or services aim to achieve. Identify product end market applications (i.e., types of customers and which end markets will be served by the product(s) or services being delivered).
- e. Briefly describe the technology, asset(s), equipment and / or services for which the Project or Transaction is seeking financing. This description should include technical specifications of the equipment or services being purchased.
- f. Describe the repayment sources of the proposed financing, highlighting commercial or government offtake agreements, current or proposed customers, commercial market projections, and other repayment sources.
- g. Does the project or transaction involve any restructuring or refinancing of existing debt?
- h. Will proceeds from the project or transaction be employed in a merger, acquisition, or some other form of transaction in which a separate entity will become an asset of the Borrower, or if applicable, the Sponsor?
- i. If equipment purchasing is part of the project or transaction, what is the purchase contract date for the equipment or service being purchased? If there is more than one purchase contract, identify the date range for the contracts.
- j. Are milestone payments required for the Project or Transaction? If so, briefly describe the required milestone and payment amount.
- k. What is the technical and economic useful life of the project or the equipment being financed (if applicable)?
- l. Briefly describe any associated services required for the Project or Transaction (e.g., road, rail, power, or water infrastructure development).

- m. Identify the key parties (e.g., sponsors; lenders; contractors; customers; suppliers; related entities) to the Project or Transaction.
- n. Provide the names and titles of the Project or Transaction leadership team.

Please limit your response to the above questions to a maximum of 4 pages and focus on essential information.

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9. Timeline

Provide a high-level timeline in quarters / years for the Project or Transaction. If requesting capital assistance for transactions in support of existing business operations, include planning, feasibility analysis and design, permitting and regulatory, key contractual milestones, and installation/project completion date. The timeline should clearly define the expected purchase date of equipment or services, site acquisition or construction, and when the equipment will be expected to begin operating as part of the production process. Indicate the current stage in the procurement process and the name of relevant counterparties. If requesting capital assistance for a “brownfield” or “greenfield” project financing, include key milestones in planning, feasibility analysis and design, permitting and regulatory, funding (debt and equity), key contractual milestones, construction, and project completion. Indicate where the project stands with each of these elements, including counterparty names when possible.

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10. Project or Transaction Financial Information

Please see the costs and capital sources tables attached as Annex E and provide the information requested in the tables, to the extent applicable, via a Microsoft Excel spreadsheet, supplemented with a brief narrative if necessary.

11. OSC Application Information

Please provide any other information about the potential application that OSC should know? (Optional):

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12. Application Submission Expectations

OSC will review Applications submitted in Application Part 1. OSC will determine suitability of the applicant based on the information submitted, aligning with the OSC's objectives and eligibility criteria. In certain cases, applicants will receive a written notice to schedule a pre-consultation meeting with OSC (if necessary) and submit Application Part 2. The Application Part 2 form will be published at: <https://www.cto.mil/osc>.

13. Privacy Advisory

- a. Authority: The information requested by this application is authorized by the National Defense Authorization Act for Fiscal Year 2024 (NDAA), Section 903 (Pub. L. 118-31).
- b. Purpose: The information requested by this application will be used to determine whether the loan transaction presents a reasonable assurance of repayment, meets the eligibility requirements set forth in NDAA Section 903 and Section 8140 of the Further Consolidated Appropriations Act, 2024, and supports the mission of the Office of Strategic Capital to source and scale private investment in critical supply chain technologies needed for national security. The information collected will also be used for "know your customer" purposes to assure that transaction parties do not have ownership, control, or influence from or by foreign parties adverse to the United States.
- c. Uses: While the information requested by this application is primarily intended to be used internally, in certain circumstances it may be necessary to disclose this information externally, including to contractors, experts, consultants, and others performing or working on a contract, service, or other assignment for the Federal Government, when necessary to accomplish an agency function.
- d. Disclosure: Voluntary. Provision of the information requested by this application is voluntary. However, failure to provide the requested information may result in the Office of Strategic Capital being unable to determine eligibility for capital assistance and rejection of a loan application. At all times, the Office of Strategic Capital reserves the right to decline to process or to discontinue processing any application.
- e. OMB Control Number: The Office of Strategic Capital may not require the information requested by this application, and applicants are not required to provide the requested information, unless a currently valid OMB control number is displayed on this application form.

14. Paperwork Reduction Act Statement

The Office of Strategic Counsel estimates that it will take the applicant approximately 15 hours to complete this form. This includes the time it will take to read the instructions, gather the necessary facts, information, and documents, and fill out the form. If you have comments or suggestions regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, send correspondence to the Department of Defense, Washington Headquarters Service, at whs.mc-alex.esd.mbx.dd-dod-informationcollections@mail.mil. Applicants should be aware that, notwithstanding any other provisions of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number.

15. Signature

Application Part 1, including (i) Annex B-1 or Annex B-2 (whichever is applicable), and (ii) Annex C (if applicable), should be signed below by an authorized representative of the Borrower or the Sponsor and, if applicable, the Guarantor. In the case of a project finance transaction wherein the borrower is intended to be a special purpose vehicle, the Application Part 1 should be signed by the lead Sponsor.

The individual signing on behalf of each of the signatory parties below represents that he or she is fully and duly authorized to sign this Application Part 1 on behalf of such party.

[Remainder of Page Left Blank]

BY SIGNING BELOW, applicant certifies, under penalties of perjury, that all responses provided in this Application Part 1, including the certifications and declarations as set forth in the attached Annexes, are true and correct to the best of the applicant's knowledge and belief after conducting reasonable diligence.

BORROWER

[•]¹

Name: [•]²

Title: [•]³

Address: [•]⁴

Email: [•]⁵

¹ **NTD:** Add full legal name of entity.

² **NTD:** Add full legal name of authorized signatory.

³ **NTD:** Enter title of signatory – title must correspond with appointment under corporate governance documentation.

⁴ **NTD:** Enter address for signatory.

⁵ **NTD:** Enter contact email for signatory.

BY SIGNING BELOW, applicant certifies, under penalties of perjury, that all responses provided in this Application Part 1, including the certifications and declarations as set forth in the attached Annexes, are true and correct to the best of the applicant’s knowledge and belief after conducting reasonable diligence.

SPONSOR

[•]⁶

Name: [•]⁷

Title: [•]⁸

Address: [•]⁹

Email: [•]¹⁰

⁶ **NTD:** Add full legal name of entity.

⁷ **NTD:** Add full legal name of authorized signatory.

⁸ **NTD:** Enter title of signatory – title must correspond with appointment under corporate governance documentation.

⁹ **NTD:** Enter address for signatory.

¹⁰ **NTD:** Enter contact email for signatory; include contact information for legal counsel if desired.

BY SIGNING BELOW, applicant certifies, under penalties of perjury, that all responses provided in this Application Part 1, including the certifications and declarations as set forth in the attached Annexes, are true and correct to the best of the applicant's knowledge and belief after conducting reasonable diligence.

GUARANTOR

[•]¹¹

Name: [•]¹²

Title: [•]¹³

Address: [•]¹⁴

Email: [•]¹⁵

¹¹ **NTD:** Add full legal name of entity.

¹² **NTD:** Add full legal name of authorized signatory.

¹³ **NTD:** Enter title of signatory – title must correspond with appointment under corporate governance documentation.

¹⁴ **NTD:** Enter address for signatory.

¹⁵ **NTD:** Enter contact email for signatory; include contact information for legal counsel if desired.

Annex [A]

STANDARD CERTIFICATIONS AND COVENANTS FOR OSC APPLICATIONS

APPLICATIONS: The certifications and covenants below are incorporated into each Office of Strategic Capital (“OSC”) Application as if fully and directly set forth in such Application. When signing an OSC Application, the applicant certifies that the representations made and the facts stated in the Application, including those set forth in these Standard Certifications and Covenants, are true to the best of applicant’s knowledge and belief, and applicant has not misrepresented or omitted any material facts. With knowledge that OSC will rely on the certifications and representations made in the Application, applicant agrees that it is liable to OSC for any damages OSC suffers as a result of such reliance.

All statements and certifications to OSC set forth in these Standard Certifications are subject to penalties for fraud and for providing false documentation, including, but not limited to, those criminal penalties provided for in Article 18 U.S.C. Section 1001.

The Applicant (hereafter “Applicant” or “it”) **CERTIFIES, ACKNOWLEDGES and COVENANTS to the Office of Strategic Capital** (hereafter “OSC”) that to the best of Applicant’s knowledge and belief, after due diligence, the statements set forth below are true and correct. Any reference below to “this transaction” shall refer to the individual transaction that is the subject of the Application, or, if applicable, to all transactions done under a guarantee that relate to a single Application.

A. Neither Applicant, nor any of its Principals (as defined in the Debarment Regulations identified below) is now, or within the past 3 years, has been:

- 1) debarred, suspended, declared ineligible from participating in, or voluntarily excluded from participation in a Covered Transaction (as defined in the Government- wide debarment regulations, found at 2 CFR Part 3513 and 2 CFR Part 180, respectively) (collectively the “Debarment Regulations”);
- 2) formally proposed for debarment from participating in a Covered Transaction, with a final determination still pending;
- 3) indicted, convicted or had a civil judgment rendered against it for any conduct or offenses described at 2 CFR § 180.800 in the Debarment Regulations;
- 4) delinquent on any amounts due and owing to the U.S. Government or its agencies or instrumentalities as of the date of execution of this certification; or
- 5) listed on any of the publicly available debarment lists of the following international financial institutions: the World Bank Group; the African Development Bank; the Asian Development Bank; the European Bank for Reconstruction and Development, and the Inter-American Development Bank.

B. Applicant has conducted and will conduct reasonable due diligence in connection with this transaction, including checking the **System for Award Management** (<https://www.sam.gov/SAM/>) (“SAM”) to determine if parties are excluded from U.S. Government transactions, and the **Sanctions List Search** of the **Department of the Treasury, Office of Foreign Assets Control (“OFAC”)** (<https://sanctionssearch.ofac.treas.gov/>). Applicant will not knowingly enter into any sales, leasing or

financing agreements in connection with this transaction with any individual or entity that is listed on the SAM or the Sanctions List Search (or is otherwise prohibited from conducting business with U.S. public and private entities, or prohibited from participating in its role in this transaction, pursuant to **OFAC Regulations**).

C. If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with a commitment providing for the United States to guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

D. Neither Applicant nor any agent or representative acting on Applicant's behalf, has or will engage in any activity in connection with this transaction that is a violation of 1) the **Foreign Corrupt Practices Act of 1977**, 15 U.S.C. § 78dd-1, *et seq.*; 2) 18 U.S. Code §201 (prohibiting bribery of public officials of the United States of America; 3) any applicable U.S. laws prohibiting bribery of, or kickbacks to, private sector persons; 4) the **Arms Export Control Act**, 22 U.S.C. § 2751 *et seq.*, 5) the **International Emergency Economic Powers Act**, 50 U.S.C. § 1701 *et seq.*, 6) the **Export Administration Act of 1979**, 50 U.S.C. § 4611 – 13; 7) the **Export Control Reform Act**, 50 U.S.C., § 4801 *et seq.*, and, 8) the regulations issued by the **OFAC**. Applicant also certifies that neither Applicant nor any agent or representative acting on Applicant's behalf in connection with this transaction has been found by a court of the United States to be in violation of any of the foregoing statutes or regulations within the preceding 12 months, and to the best of its knowledge, the performance by the parties to this transaction of their respective obligations does not violate any of the foregoing or any other applicable law.

E. Neither the Applicant nor any agent or representative acting on Applicant's behalf in connection with this transaction is currently under charge, formally under investigation by public prosecutors, or has been, within the past 5 years, convicted in any court of any country, or subject to equivalent measures such as deferred prosecution agreements or non-prosecution agreements, of any country, for bribery of foreign public officials, U.S. domestic public officials, or for bribery of, or illegal kickbacks to, any private person.

F. All fees, commissions and things or services of value paid or given to any agent or representative acting on Applicant's behalf in connection with this transaction, if any, are: i) based on a contract entered on arm's length terms for fair market value for the services rendered or to be rendered by the agent or representative; ii) paid or given, or to be paid or given in the ordinary course of business; iii) readily identifiable on Applicant's books and records as to amount, purpose, recipient, and place of payment; iv) in an approximate amount or percentage customarily paid by Applicant or by other companies in Applicant's industry for the services rendered, or to be rendered, by the agent or representative; and v) not intended to be used for any illicit or corrupt purpose.

G. Neither the Applicant, nor, to the best of Applicant's knowledge, lender, borrower or end-user in the transaction has, within the preceding 5 years, been convicted of an act of fraud or corruption in connection with an OSC transaction.

H. If the Applicant cannot truthfully attest to all of the certifications above, or make all of the covenants above, the Applicant has received a written statement of exception from OSC attached to the Application, permitting acceptance of this Application notwithstanding an inability to make all of the certifications in paragraphs A – G of these Standard Certifications and Covenants.

Annex [B-1]

ANTI-LOBBYING CERTIFICATION
Certification for Contracts, Grants, Loans, and Cooperative Agreements
(including Office of Strategic Capital Direct Loans)
[Date]

Department of Defense
Office of Strategic Capital – Loan Program Office
3030 Defense Pentagon
Washington D.C. 20301-3030

Re: Name of Borrower (or, if applicable, the Sponsor or Guarantor):

To Whom It May Concern:

The undersigned certifies, to the best of his or her knowledge and belief, that:

- (1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal loan, the making of any Federal guarantee, and the extension, continuation, renewal, amendment, or modification of any Federal contract, loan, guarantee, or agreement.
- (2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal loan, Federal guarantee or agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying", in accordance with its instructions.
- (3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under loans, guarantees and agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of the fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code.

Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

[Signature Page Follows]

CERTIFIED, as of the date first listed above, by the undersigned.

[•]¹⁶

Name: [•]¹⁷

Title: [•]¹⁸

Address: [•]¹⁹

Email: [•]²⁰

¹⁶ **NTD:** Add full legal name of entity.

¹⁷ **NTD:** Add full legal name of authorized signatory.

¹⁸ **NTD:** Enter title of signatory – title must correspond with appointment under corporate governance documentation.

¹⁹ **NTD:** Enter address for signatory.

²⁰ **NTD:** Enter contact email for signatory; include contact information for legal counsel if desired.

Annex [B-2]

Anti-Lobbying Statement for Loan Guarantees and Loan Insurance
(including loan guarantees issued by the Office of Strategic Capital)
[Date]

Department of Defense
Office of Strategic Capital – Loan Program Office
3030 Defense Pentagon
Washington D.C. 20301-3030

Re: Name of Borrower (or, if applicable, the Sponsor or Guarantor):

To Whom It May Concern:

The undersigned states, to the best of his or her knowledge and belief, that:

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with a commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying", in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

[Signature Page Follows]

CERTIFIED, as of the date first listed above, by the undersigned.

[•]²¹

Name: [•]²²

Title: [•]²³

Address: [•]²⁴

Email: [•]²⁵

²¹ **NTD:** Add full legal name of entity.

²² **NTD:** Add full legal name of authorized signatory.

²³ **NTD:** Enter title of signatory – title must correspond with appointment under corporate governance documentation.

²⁴ **NTD:** Enter address for signatory.

²⁵ **NTD:** Enter contact email for signatory; include contact information for legal counsel if desired.

Annex [C]

OMB Standard Form LLL: “Disclosure Form to Report Lobbying”

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Annex [D]

Federal Section 8140 Eligibility Threshold Questions

1. Is the prospective borrower seeking financing for a project or transaction to produce a technology, product, asset, and/or service for which the Federal Government is the sole user? Yes ___/No ___
2. Is the prospective borrower seeking financing for a project or transaction to produce a technology, product, asset, and/or service where repayment is majority dependent on current or anticipated Federal sources (e.g., grants or contracts)? Yes ___/No ___

Please Note: If you answered “Yes” to any of the eligibility threshold criteria questions above, please proceed no further. A “yes” answer to either question disqualifies the Project or Transaction from being the basis for a loan or loan guarantee from OSC.

Federal Transaction Screening Criteria

1. Is the borrower a public-private partnership, or does the Federal Government otherwise have a role in the governance of the activity financed by the proposed transaction (e.g., a corporate officer position, membership on the Board of Directors, the ability to unilaterally elect or veto members of the Board of Directors, or other forms of control or influence reserved for a stockholder), excepting any terms and conditions contained in the Credit Agreement or ancillary documents?

2. Is the proposed transaction financing an activity for which a Federal agency has received previous authorization in legislation, and without which authorization a private sector entity would not engage in the activity?

3. In the absence of a OSC loan, is the project economically viable (e.g., is the OSC loan critical to securing favorable ratings opinions or catalyzing private investments)? If yes, please explain how the proposed transaction fits within the assessed current private market.

4. Does the transaction depend on the Federal Government making other in-kind contributions (land, real estate, right-of-way, etc.)? If yes, please explain.

5. What, if any, current Federal capital assets (e.g., Federal land, structures, equipment, or intellectual property) will be affected by the transaction? For example, will the transaction finance construction of an asset on Federal land, or does the transaction rely on the Federal Government’s continued ownership and maintenance of a structure for viability?

6. To your knowledge, excepting an event of default, would the Federal Government be required to cover financial losses associated with the project?

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Please note: if you answered “Yes” to any of the selection criteria questions above, please briefly explain or elaborate.

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Annex [E]

Sources and Uses of Funds and Model Financial Disclosure Materials

Please Note: The first two portions of the information requested below pertain to the Project or Transaction for which financing is sought, and the second two portions pertain to key financial performance indicators of the borrower. Responses should be provided in excel format, supplemented with brief narrative if necessary for clarification. If any information below is not applicable, please indicate with "N/A".

Source Category Details:

Name	Description (incl. dates)	Enter Amount	Percentage
OSC Direct Loan/Guaranteed Loan		\$	
Borrower Cash/Equity Contribution		\$	
Corporate Debt Financing		\$	
Private Credit Financing (not OSC guaranteed)		\$	
Other Federal funding/grants		\$	
Other (please identify)		\$	

Uses Category Details

Name	Description (incl. dates)	Enter Amount	Percentage
Pre-Installation Costs		\$	
Equipment Costs		\$	
Services		\$	
Ancillary Costs (financing, banking, legal, etc.)			
Installation costs		\$	
Appraisal and Inspection Costs		\$	
Initial Operating Expenses		\$	
Refinancing Costs/Repayment of Debt		\$	

Please fill in tables with the borrower's historical financial data and projections

Primary Revenue Source Table											
				Revenue amounts from the source							
				Historical			Projections				
Name of Revenue Source	Entity Form	Firm or Conditional Contract? (Y/N)	% of Revenue	Y-2	Y-1	Y-0	Y+1	Y+2	Y+3	Y+4	Y+5
Firm											
Agency											
Entity											

Key Financial Metrics Table								
	Historical			Projections				
	Y-2	Y-1	Y-0	Y+1	Y+2	Y+3	Y+4	Y+5
Total Revenue								
Operating Income								
EBITDA								
Net Income								
Total Cash & Short-term Investments								
Net Property, Plant & Equipment								
Total Assets								
Total Current Liabilities								
Total Liabilities (including proposed loan)								
Total Equity								
Tangible Net worth								
Cash from Operations								
Cash from Financing								