Representation and Certification
for
Cornerstone Other Transaction Agreement

1. I have read 10 U.S.C. § 2371b, the “Cornerstone” Other Transaction Agreement (OTA) for the U.S. Industrial Base Resiliency and Assurance, and the provisions provided in Cornerstone Initiative Request (CIR) CS-________. By submitting this certification, I, __________________, as an authorized representative of _________________, am attesting to the accuracy of the representations and certifications contained herein. I understand that I may be subject to criminal prosecution under Section 1001, Title 18 of the United States Code or civil liability under the False Claims Act if I misrepresent _________________ in any of these representations or certifications to the Government.

2. In accordance with 10 U.S.C. § 2371b, Authority of the DoD to Carry Out Certain Prototype Projects, each prototype project awarded under an OTA must meet at least one of the following conditions:

   a. There is at least one nontraditional defense contractor or nonprofit research institution participating to a significant extent in the prototype project.

   b. All significant participants in the transaction other than the Federal Government are small businesses (including small businesses participating in a program described under section 9 of the Small Business Act (15 U.S.C. 638)) or nontraditional defense contractors.

   c. At least one third of the total cost of the prototype project is to be paid out of funds provided by sources other than the Federal Government.

3. I hereby certify that _________________:

   ☐ Is a non-traditional defense contractor

   ☐ Is a traditional defense contractor and there is at least one nontraditional defense contractor or nonprofit research institution participating to a significant extent in the prototype project. The following nontraditional defense contractor(s) or nonprofit research institution(s) is/are proposed to participate to a significant extent in the prototype project:

   ________________________________________________________________
   ________________________________________________________________

   ☐ Is a small business and all significant participants in the transaction other than the Federal Government are small businesses (including small businesses participating in a program described under section 9 of the Small Business Act (15 U.S.C. 638)) or nontraditional defense contractors.

   ☐ Is a traditional defense contractor and at least one third of the total cost of the prototype project is to be paid out of funds provided by sources other than the Federal Government.

4. Based on the certification provided in paragraph 3, a one-third cost share will ( )/will not ( ) be provided under this OTA in order to fulfill the requirement of 10 U.S.C. § 2371b.

Name: ______________________________

Title: ______________________________

Signature: __________________________ Date: ________________
APPENDIX A

Definitions Regarding 10 U.S.C. §2371b

a. **Nontraditional Defense Contractor**: An entity that is not currently performing and has not performed, for at least the one-year period preceding the solicitation of sources by the DoD for the procurement or transaction, any contract or subcontract for the DoD that is subject to full coverage under the cost accounting standards prescribed pursuant to Section 1502 of Title 41 and the regulations implementing such section.

b. **Significant Participation**: Significant participation by a nontraditional defense contractor can be:

   i. Supplying new key technology or products
   ii. Accomplishing a significant amount of the effort
   iii. Causing a material reduction in the cost or schedule or increase in performance

Note: Nontraditional does not necessarily have to be a prime contractor – can be a subcontractor, lower tier vendor, intra-company business unit, or teamed with a traditional as long as participation is “significant”. Offerors should ensure that the roles and responsibilities for nontraditional participants are clearly described in the Enhanced Whitepaper, if significant nontraditional participation is the supporting authority proposed for the OTA.

Cornerstone will follow the specific guidance from OSD concerning the use of nontraditional defense contractors. Nontraditional defense contractors will be required to provide DUNS number. Any offeror that does not fall within the parameters of the nontraditional defense contractor definition shall be considered a traditional defense contractor.

c. **Cost Sharing**: Cost sharing is defined as the resources expended by the award recipient in performance of the proposed SOW and subject to the direction of the Government Agreement’s Officer Representative. If an initiative does not contain at least one nontraditional defense contractor participating to a significant extent, then it is required that the proposal contains at least one-third of the total initiative cost as a cost share.

Please note that cost sharing is strongly encouraged if possible because it leads to stronger leveraging of Government-contractor collaboration. Proposals that contain cost share cannot include fee.