

Issuance Date: **November 7, 2022**

Closing Date: **This RFA shall remain Open until September 29, 2023 (however, evaluation and awards shall be on rolling basis)**

Grants maximum amount: **\$600,000.00**

Anticipated Number of Grants: **6 grants of amounts up to \$100,000**

Feed the Future Ghana Mobilizing Finance in Agriculture

**Subject: Palladium Request for Applications (RFA) Number
2022-FI-001**

Dear Prospective Applicants,

Palladium is seeking applications from **“Qualified Financial Institutions/Intermediaries (FIs) interested in mobilizing capital into maize, soy, groundnut, cowpea and other high value export crops, including but not limited to mango, cashew, and shea”** under **“Feed the Future Ghana Mobilizing Finance in Agriculture (MFA) Project.”** Palladium is implementing MFA under contract with USAID Contract Number: 72064120C00003

Feed the Future Ghana Mobilizing Finance in Agriculture (MFA) Activity

Grants will be administered in accordance with the following regulations as applicable.

- Automated Directives System (ADS) Chapter 303 Grants & Cooperative Agreements to Non-Governmental Organizations: 303.3.25 Fixed Amount Awards to Non-Governmental Organizations
- A Mandatory Reference for ADS Chapter 303: 303_mak Fixed Amount Award Entity Eligibility Checklist
- A Mandatory Reference for ADS Chapter 303: 303_mat Fixed Amount Awards to Non-Governmental Organizations
- ADS 302.3.4.13 Grants Under Contracts (GUCs)
- 2 C.F.R. 200.45 Definition Fixed Amount Awards
- 2 C.F.R. 200.201 Use of grant agreements (including fixed amount awards), cooperative agreements, and contracts (as referenced in ADS 303.3.25.a.)
- 2 C.F.R. 200 Subpart E – Cost Principles for non-profit and educational organizations – used to negotiate award amounts and terminations per 2 C.F.R. 200.201 (b)(1))
- FAR Part 31 – Cost Principles for For-Profit organizations used to negotiate award amounts and terminations per 2 C.F.R. 200.201 (b)(1))

The RFA is comprised of the following main sections:

1. **Program Description**
2. **Award Information**
3. **Eligibility Requirements**
4. **Application Review Information**
5. **Award Administration Information**
6. **Submission Requirements**

Successful Applicants will be responsible for ensuring achievement of the program objectives. Please refer to the Program Description section of this RFA for a complete statement of goals and expected results.

Subject to availability of funds, Palladium intends to provide up to \$600,000 in total funding for activities to be implemented from approximately December 2022 to October 2023, with awards up to \$100,000. Palladium reserves the right to fund any or none of the applications submitted.

To be eligible for award, Applicants must provide all required information in their application, including the requirements found in any attachments to this RFA. Applications that are submitted late, incomplete or are non-responsive will not be considered. Awards will be made to the responsible applicants whose application best meet the requirements of this RFA and the evaluation criteria contained herein.

Palladium requires that applications be submitted electronically (e-mailed) to ghanamfa.procurement@thepalladiumgroup.com no later than **August 31, 2023 @5:00 GMT**.

Submitted applications **shall be evaluated 4 weeks following publication and on first come, first served basis, and awarded on rolling basis until the RFA closure on September 29, 2023.**

Issuance of this RFA does not constitute an award commitment on the part of Palladium, nor does it commit Palladiums to pay for any costs incurred in the preparation and submission of an application. Further, Palladium reserves the right to reject any or all applications received. Applications are submitted at the risk of the Applicant, and all preparation and submission costs are at the Applicant's own expense.

Palladium team will be conducting different meetings with all interested applicants to answer any questions related to the RFA.

Sincerely,

Lawrence Akubori
Palladium Procurement/Grants Director

FUNDING OPPORTUNITY STATEMENT

1. Program Description:

BACKGROUND

Over the past 5 years, Ghana has made great progress creating the infrastructure and conditions to expand financing to agricultural microenterprises (including smallholder farmers of staple foods) and medium enterprises (SMEs) needing financing up to \$500,000. However, much remains to be done, given that interest rates for the smallest loans remain exorbitant, tenors too short, collateral requirements (even with guarantees) above 100%, and transaction costs prohibitive for commercial financial institutions (FIs) and anchor firms to profitably provide financing under \$10,000 at scale. Barriers to inclusive financing act as a drag on the Ghanaian agriculture sector and result in a Micro, Small and Medium sized enterprise lending gap, with the smallest entrepreneurs struggling to post profits. These conditions can eventually lead to structural failure in the VCs, lower nutrition and resilience, persistent poverty, and higher levels of child labor and environmental degradation.

In order to unlock agricultural finance in Ghana, the Feed the Future Ghana Mobilizing Finance in Agriculture (MFA) Activity will facilitate transactions to drive capital investment and trade in select value chains. It will leverage performance-based incentives to enhance the capacity of business advisory service providers to close deals, as well as catalyze financial institutions' (FIs) engagement with the target segment. Over the four-year period of performance (2020-2024), MFA will unlock \$261 million in investment, in addition to spurring agricultural finance market behavior change and system reform to drive sustainable agricultural lending and inclusive growth.

For these staple food crops (maize, soy, cowpea, groundnut), MFA will work in the value chain in the following Feed the Future geographic areas:

- Northern Region, districts covered: Gushiegu, Karaga, Mion, Sagnerigu, Nanton, and Yendi,
- North East Region, districts covered: East Mamprusi; Mamprugu, Moagduri
- Upper East Region, district covered: Bawku Municipal, Bawku West, Garu, Tempene.
- Upper West Region, district covered: Daffiama Bussie Issa, Nadowli-Kaleo, Sissala East, Sissala West, Wa East.

For the other export-oriented value chains (including but not limited to mango, cashew, and shea), MFA will work across Ghana to promote agribusinesses that have export potential and will result in improved terms of trade for Ghana.

MFA will support agro inputs financing and distribution to facilitate availability, accessibility and affordability by farmers, especially smallholder farmers.

Purpose of RFA and Grant

MFA will apply a portion of our resources to incentivize financial institutions (banks and non-banks; debt or equity providers) to mobilize finance and investment toward any link in the target value chains, as a part of our effort to mobilize \$261M in financing over the next 4 years.

This Application is a call for Financial Institutions/Intermediaries/Investors (FIs) committed to expand lending to or investing in agriculture (maize, soy, groundnut, cowpea and other high value export crops, including but not limited to mango, cashew, and shea) enterprises to participate in MFA's Pay-for-Performance Fixed Amount Award (FAA) Grants program, in order to receive milestone payments for mobilizing new financing (debt or equity) that meets the qualifications listed in this Application. Milestone payments will be made by MFA on a periodic basis, based upon the accomplishment of financing targets set by FIs responding to this application.

Term of Reference of Application

The FIs shall mobilize finance and investment to firms operating in MFA's target sectors. This financing may include working capital, capital investment, debt and equity investments in the targeted value chains. All commercial actors in the target value chains and agro inputs distribution are eligible for financing ("Qualified Financing"), subject to the following criteria:

- The business is commercially viable and fulfilment of financing terms on the part of the Recipient can reasonably be anticipated.
- If the business is involved in the maize, soy, cowpea, and groundnut value chains, the business must involve direct and/or indirect linkages to 17¹ selected districts the 4 focus regions: Northern, North East, Upper East and Upper West regions.
- If the business is involved in the shea, mango, cashew, or other select high value export crops, there is a demonstrable positive impact on Ghana's ability to export these crops as a result of this financing.
- There is reasonable expectation of positive social, financial, and economic benefits that will accrue to farming communities as a result of this financing.
- No immitigable effect on the environment is expected. The Applicant will be required to develop and utilize an environmental screening process and screen qualifying investments in line with USAID policies (in accordance with 22 CFR 216).

MFA strongly encourages and welcomes the facilitation of financing for women-led or youth-led enterprises, or to enterprises that will be able to employ more women or youth once they receive financing.

Responsibilities of the Grantor

FIs sub-awarded by MFA will be considered part of the project's FI network. MFA will provide demand-driven trainings and capacity building to the FI network on topics requested by members, such as value chain financing, risk assessment and management, asset-based finance, and gender intelligent financing strategies on women, youth, and impact on the local community. MFA intends to deliver mainly institution-specific trainings and will work with FI network members to tailor trainings to the individual needs of each FI. Aside from a mandatory environmental training, attendance in these trainings is recommended but not required. Participation in trainings will not be compensated under this solicitation, and a tailored institution-specific training may require co-investment by the FI on a case-by-case basis.

Separate from this solicitation, but important to note, MFA has also awarded pay-for-performance subcontracts to Ghanaian Transaction Advisor (TAs), formerly known as Business Advisory Service (BAS) Providers to deliver financial facilitation services to agribusinesses in MFA's target value chains to prepare applications and documentation for loans and investment. MFA has identified a portfolio of immediately viable financing opportunities that will benefit MFA's target value chains in Ghana, and will be sharing these with subcontracted TAs, who may facilitate financing for these and other opportunities they identify on their own. Following award, MFA will provide this list of TAs to sub-awarded FIs, and vice-versa, so that FIs can target these TAs as potential partners to provide a qualified deal pipeline, and TAs can deliver financing applications to FIs looking to expand their financing of agribusinesses in MFA's target value chains through this grant. However, FIs will not be required to work with these TAs (and vice versa) and may identify or source investment opportunities for client enterprises on their own.

Communications

As part of the FI's commitment to working with MFA, they agree to be a part of MFA's network of FIs. We expect FIs to participate in networking and lessons learned activities. FIs will be required to provide information to the MFA communications team to enable the creation of finance

¹Northern Region (, Gushiegu, Karaga, Mion, Sagnerigu, Nanton, Yendi), North East (East Mamprusi, Mamprugu Moagduri). Upper East Region (Bawku Municipal, Bawku West, Garu, Tempene), Upper West Region (Daffiama Bussie Issa, Nadowli-Kaleo, Sissala East, Sissala West, Wa East)

success stories. MFA will obtain both FI and enterprise approval to release firm names in publicly reported success stories, quarterly reports, and lessons learned reports. The FIs will be required to participate in a mandatory environmental screening training. MFA will also require the below periodic data submissions from FIs, outside of the milestone payment submissions:

- Value of agricultural loans as a percentage of total portfolio (on an annual basis).
- Financial recovery rate of loans made and value of Non-Performing Loans (on an annual basis). This data will not be shared externally with any identifying factors (name of FI).
- Progress updates on when FIs anticipate they will meet their agreed milestones and will be invoicing for success fees (on a monthly basis).
- Amount of FIs' own resources spent on expanding lending activities to MFA target sectors and geographies, otherwise known as co-investment (on an annual basis).
- Number of new internal structures set up by the FI to support lending to targeted sectors (on an annual basis).
- Number of new loan products developed (on a quarterly basis).
- Average agribusiness finance interest rates (on an annual basis).
- Average tenor of agribusiness loans (on an annual basis).
- Average turnaround time for issuing agribusiness loans (on an annual basis).

FIs may also be asked to participate in a capacity assessment on a bi-annual basis to assess the impact of MFA's capacity building trainings.

Sub-awardees

Selected Financial Institutions/Intermediaries (FIs) will be awarded grant for an initial ceiling amount of up to \$100,000 for an initial period of up to 9 months. MFA will review the performance of FIs every three months and evaluate whether adjustments to the annual order ceiling or payment schedule is merited, and issue modifications to increase or decrease ceilings as required within the 9 month period. It is anticipated that any additional grant renewal ceilings will range from \$5,000 - \$80,000, will be based on performance, and are renewable on an annual basis for up to two years.

Geographic scope of the assignment

For enterprises engaged in the maize, soy, groundnut and cowpea value chains, there is a specific geographic focus to be eligible for MFA pay-for-performance grants. FIs will be eligible to receive a milestone payment for investment or credit mobilization to client enterprises located at (or working with suppliers/producers located in) the 17 districts in 4 Feed the Future focus regions of Ghana:

- Northern Region (Gushiegu, Karaga, Mion, Sagnerigu, Nanton, Yendi)
- North East Region (East Mamprusi, Mamprugu Moagduri)
- Upper East Region (Bawku Municipal, Bawku West, Garu, Tempene)
- Upper West Region (Daffiama Bussie Issa, Nadowli-Kaleo, Sissala East, Sissala West, WA East).

As long as the client enterprise is either located in, sells to, or buys from any of the 4 regions, this will qualify as an eligible entity.

For enterprises engaged in the other value chains (shea, mango, cashew, and other high-value export crops), agribusinesses across all of Ghana will be viable for financing.

Qualifying value chains

FIs will mobilize investment or capital in enterprises engaged in the select VCs (specifically maize, soy, groundnut, cowpea, shea, cashew, and mango). Any link in the VC will be a candidate for MFA's financing support, and thus performance payment milestones to selected

FIs. For example, if a feed mill will utilize the financing to buy maize and soy for feed production, this would qualify for MFA support.

Enterprise Definitions

The FIs will be financing enterprises of different sizes, and it is important to categorize them while reporting financing amounts to MFA. The definition of a microenterprise is one that has employed less than 10 people in the previous 12 months; a small enterprise employed 10-49 people; medium enterprises employed 50-249 individuals; and large enterprises and corporations employed 250 and more individuals in the previous 12 months. All sizes of enterprises qualify for financing under this activity.

Deliverables

Each of the Financial Institutions/Intermediaries/Investors (FIs) selected under this RFA will have their own milestone payment table, **based on the total amount of financing they commit to lend/invest during the application process.** If an FI is accepted into the program, the total amount of financing each FI commits to lend/invest will be divided into four equal milestone payments and the award payments will be automatically determined as a percentage of each milestone target (details on the percentages can be found in the Milestone Payments section). Final milestones may be negotiated between MFA and the FI. Details on required evidence for each milestone and payment are described below:

1. For payment of each Milestone, the FI must provide evidence of the approval and disbursement of debt or equity financing to the enterprises. The required documentation is listed below, including an example Milestone table for reference.

A. An Excel summary sheet of all investments/finance disbursed as a part of the Milestone. The Excel sheet should contain the below indicators for each enterprise receiving financing:

- Name of firm receiving the finance
- Type of firm or link along the VC (producer, processor, exporter, etc.)
- Gender of financing recipient (female-owned, male-owned, or mixed)
- Age of financing recipient (15-29, 30+, or mixed)
- Relevant value chain (maize, cowpea, groundnut, soy, mango, cashew, shea, or other)
- Location of the financing recipient, including village/town name, region name, latitude and longitude, and photographic evidence of the location of each financing recipient.
- Value of loan or amount of investment
- Interest rate, if applicable
- Price per share, if applicable
- Moratorium given (if any)

B. Proof of financing for each deal. Disbursement may include the loan offer/acceptance documents signed by both the FI and the enterprise as well as evidence of disbursement in the case of debt financing. In the case of equity, evidence of a legally binding contract to invest or a signed letter from the FI investor attesting to the value of the transaction and its execution plus evidence of disbursement. The debt or equity must be for incremental (new) financing and is dependent upon the nature of the funding. For debt or equity listing on an organized exchange such as Ghana Stock Exchange (GSE), Ghana Alternative Market (GAX) (GSE's) Main Investment Market Segment (MIMS), Alternative Investment Market Segment (AIMS), Fixed Income Securities Market Segment (FISMS) or Growth, Enterprises Market Segment (GEMS), this would be evidence of a share or bond issuance from the SEC and/or the GSE listing. For private placements of either debt or equity this would be the equivalent of an investment memorandum

- C. **Completed deal scoring matrix** for each deal demonstrating that the deal meets the project's criteria. MFA will provide the deal scoring matrix template to all FIs in the program. MFA, at its discretion, may require further documentation of a particular transaction before certifying this deliverable. Should MFA determine that the documents are deficient in any way, MFA may withhold, postpone, or deny payment of the affected deliverable until documents are deemed to be acceptable by MFA management. Delivery of all deliverables and any other documentation shall be made to the COP.

Milestone Payments

The payment milestone table will be established for each FI based on the financing/lending target they propose in their response to this Application. The overall amount of financing will be multiplied by a percentage to determine the total award fee to be paid. The percentage differs based on the type of FI:

- For FIs that are classified as a Microfinance Institution (MFI) or Savings and Credit Cooperative Organization (SACCO), MFA shall pay to the FI a sum equal to 1.5% of the financing received by the enterprise.
- For all other FIs, including commercial banks, Non-Bank Financial Institutions, international NGOs, and impact investors, among others, MFA shall pay to the FI a sum equal to 0.75% of the financing received by the enterprise.

For example, if a commercial bank commits in their application to lend \$5M, the total award fee maximum payout will be \$37,500. This lending target and payout will be divided equally into four milestones for the 12-month period. For example, once the FI reaches \$1.25M in disbursements they can invoice for \$9,375. To receive their award fee, the FI will submit all evidence of financing or investments disbursed to enterprises and all required documentation. Both of the percentages are subject to adjustment.

All invoice payments shall be converted from USD into GHS at the current exchange rate on the date of payment by MFA, less relevant taxes.

Example Milestone Table for a Microfinance Institution (qualified financing released numbers will be different for each FI, depending on the total amount of lending/investment proposed. In this example, the MFI has proposed a target of \$1M in lending):

Milestone	Percentage value of the total budget	Invoice payable by MFA for completed loan/investment for a firm	Deliverables
Milestone 1: \$250,000 of qualified financing released	25%	\$3,750 (calculated as 1.5% of the qualified financing target)	Documents Required: Excel Summary Sheet; Proof of debt/equity financing; Completed Deal Scoring Matrix for each transaction
Milestone 2: \$250,000 of qualified financing released	25%	\$3,750	Documents Required: Excel Summary Sheet; Proof of debt/equity financing; Completed Deal Scoring Matrix for each transaction
Milestone 3: \$250,000 of qualified financing released	25%	\$3,750	Documents Required: Excel Summary Sheet; Proof of debt/equity financing; Completed Deal Scoring Matrix for each transaction

Milestone	Percentage value of the total budget	Invoice payable by MFA for completed loan/investment for a firm	Deliverables
Milestone 4: \$250,000 of qualified financing released	25%	\$3,750	Documents Required: Excel Summary Sheet; Proof of debt/equity financing; Completed Deal Scoring Matrix for each transaction
Total: \$1,000,000 of qualified financing released (total amount is determined based on what the FI commits in their proposal)	100%	MFA will pay a maximum of \$15,000 (1.5% of total financing achieved) under this grant	

Example Milestone Table for a Commercial Bank (qualified financing released numbers will be different for each FI, depending on the total amount of lending/investment proposed):

Milestone	Percentage value of the total budget	Invoice payable by MFA for completed loan/investment for a firm	Deliverables
Milestone 1: \$250,000 of qualified financing released	25%	\$1,875 (calculated as 0.75% of the qualified financing target)	Documents Required: Excel Summary Sheet; Proof of debt/equity financing; Completed Deal Scoring Matrix
Milestone 2: \$250,000 of qualified financing released	25%	\$1,875	Documents Required: Excel Summary Sheet; Proof of debt/equity financing; Completed Deal Scoring Matrix
Milestone 3: \$250,000 of qualified financing released	25%	\$1,875	Documents Required: Excel Summary Sheet; Proof of debt/equity financing; Completed Deal Scoring Matrix
Milestone 4: \$250,000 of qualified financing released	25%	\$1,875	Documents Required: Excel Summary Sheet; Proof of debt/equity financing; Completed Deal Scoring Matrix
Total: \$1,000,000 of qualified financing released (total amount is determined based on what the FI commits in their proposal)	100%	MFA will pay a maximum of \$7,500 (0.75% of total financing achieved) under this grant	

NOTE: All FIs that are accepted into the MFA program will be required to have Environmental Due Diligence (EDD) systems in place to screen their deals for potentially harmful environmental impacts. MFA will review and validate that the EDD systems meet USAID requirements before

any payments are made. If an FI does not have an EDD system, MFA will provide technical assistance to develop one.

2. Award Information

The grant instrument for this application is Fixed Award Amount (FAA) and the award has an anticipated start date of **December 2022** with a period of performance end date of August 31, 2023, with the option for renewal based on performance and availability of funding. Subsequent renewals will be for additional periods of performance of 12 months up until the end of the MFA project. Performance will be reviewed by MFA after six months, which could mean a reduction or an increase in the award within the 12-month period.

3. Eligibility Requirements

Eligibility

FIs who wish to respond to this solicitation must meet the following minimum eligibility qualification criteria and provide corresponding supporting documents:

- i. Must be a registered legal entity in Ghana and provide copy of certificate or articles and memorandum of association.
- ii. Must have Bank of Ghana (BoG) or appropriate regulatory/certification;
- iii. Must have been in operation for at least three years;
- iv. Declaration forms completed, dated, and signed (Attached at the end of this RFA);
- v. Must submit signed audited financial statements for the most recent two years.
- vi. Must have been operating profitably for at least one of the most recent two years.
- vii. Must have a UEI and also begin your entity's registration in the sam.gov database (instructions for obtaining UEI and registering your entity may be found here Instructions: www.sam.gov)
- viii. Must not have any active exclusions in www.sam.gov, UN or other international compliance databases.
- ix. Must be owned by nationals of a country not considered a prohibited source or barred from doing business with the United States.
- x. Must demonstrate functional managerial systems, including financial, administrative, and technical policies and procedures that safeguard assets, protect against fraud, waste and abuse:
- xi. Must comply with all applicable USAID rules and regulations (including procurement regulations, if applicable, branding and marking requirements, environmental requirements, regulations regarding terrorism financing, trafficking of persons, etc.).

4. Application and Submission Information

The below section details the requirements from the Applicants to respond to this Request for Application. 'The Applicants' (where capitalized) means the person or organization to whom this invitation has been sent, the person or organization responding to this invitation (as applicable).

Application Due Date

This Request for Application (RFA) from FIs is open until **5:00 PM GMT, Friday, August 31, 2023**. **FIs are encouraged to submit their proposals as soon as possible, as this is a rolling process.** The completed copy of the response to this RFA must be delivered via email with all relevant documents to the following address:

Procurement and Grants Director
Feed the Future Ghana Mobilizing Finance in Agriculture
Email: ghanamfa.procurement@thepalladiumgroup.com

MFA will hold Bidders Conference on **Wednesday, November 23, 2022, from 11:00am to 12:30pm**, and, on monthly basis thereafter from January 2023 through to September 2023 based on the number of applications received, to review the requirements of the RFA, and to answer any questions that may arise by potential applicants. Questions and answers provided

at this conference will be made available to all interested applicants. All applicants are invited to participate and pose questions to the project team on the solicitation requirements.

In addition, questions on this RFA may be submitted via email to the email address above any time prior to submission of applications and before September 29, 2023. Answers to questions submitted to MFA will be distributed to all interested applicants.

Application Contents

The application must contain the following:

- A **cover letter** (no longer than 1 page) to the application for the activity basic contact information and information regarding the status of the organization. General information includes: (1) Legal Name of Organization, (2) Tax ID number, (3) Mailing Address, (4) Physical Location, (5) Contact Information, (6) Organization’s Legal Representative;
- A **technical submission** (form provided below);
- A **budget** detailing the anticipated co-investment costs that the FI will commit to expanding their lending in MFA target sectors;
- **Supporting institutional documentation**, including:
 - Copy of the organization's chart and by-laws and Power of Attorney of authorized signer;
 - Copy of organization’s legal registration under the laws of Ghana;
 - Bank of Ghana (BoG) or appropriate regulatory/certification; and
 - Copies of the last one or two Annual Financial Reports completed by an authorized/certified accountant, showing profitability in at least one year; and
- Signed **certifications and provisions** required as part of the Application in accordance with [ADS 303 mav Certifications, Assurances, Other Statements of the Recipient and Solicitation Standard Provisions](#) (included in Attachment B).

Applications are to be written in English, Arial or Times New Roman font 11, and submitted in Word and/or Excel.

Technical Submission

A response to this Application is required to include the following information to demonstrate that the FI has the capacity to perform the work. The applicant(s) must submit their application in accordance with generally accepted format/template specified below. Failure to use the templates provided or the submission of incomplete documentation will result in the disqualification from this RFA:

A. About your Institution

Financial Institution	
Legal Name of FI	
FI's Registration (attach any relevant document)	
UEI	
Core business activity	
Country of Registration	
Type of FI (Please tick)	a. Commercial Bank [] b. Non-Banking Financial Institution (NBFI) [] c. Microfinance Institution (MFI) [] d. Impact Investor [] e. International Financial NGO [] f. SACCO [] g. Equity Investor [] h. Other(s)
Physical Address	
Postal Address	
Contact Details	

Financial Institution	
Name	
Job title	
Mobile Number/Email	

B. Project Details

The FIs will be required to fill out the below application:

1. State the total amount in US Dollars to be committed for financing/investment into the project's target value chains within the initial 9 months' grant period. Breakdown amount into Capital Expenditure and Working Capital. This target financing/investment amount will be used to set milestone targets and milestone payment amounts, however, please note MFA reserves the right to adjust targets before award.

For example, we commit to disbursing **\$2M** in financing in 12 months to target value chain enterprises.

Projected Capital Expenditure: \$1.5 million

Projected Working Capital: \$500,000

2. Provide a budget that details the purposes to which the MFA Award Fee will provide. The amount of Award Fee is based on the type of financial institution and the targeted disbursement amount provided in question 1:

- For FIs that are classified as a Microfinance Institution (MFI) or Savings and Credit Cooperative Organization (SACCO), MFA shall pay to the FI a sum equal to 1.5% of the financing received by the enterprise. For example, an MFI committing to a targeted \$1M disbursement amount will be eligible for a maximum award fee of \$150,000.
- For all other FIs, including commercial banks, Non-Bank Financial Institutions, international NGOs, and impact investors, among others, MFA shall pay to the FI a sum equal to 0.75% of the financing received by the enterprise. For example, other FIs except for MFIs committing to a targeted \$1M disbursement amount will be eligible for a maximum award fee of \$75,000.

More information on Award Fees is available in the Milestone payments section of this RFA.

The applicant must submit a budget of the expenses towards which the Award Fee will be used. This cannot include profit as a line item. The budget may not exceed the maximum Award fee as calculated above. The applicant is required to submit a budget using the MS Excel template [C1 – Fixed Award Amount Budget Template](#). The table below is an example to serve as a guide when preparing the budget. Applicants budgets should not include the purchase of vehicles, but these may be included in the co-investment budget which is funded by the applicant. Should an applicant include a vehicle in their grant budget, Ghana MFA may decline to award a grant to that applicant, remove the value of the vehicle from the budget, negotiate a new budget, or require that the grantee procure the vehicle according to the regulations provided in [ADS 312.3.3.2 Motor Vehicles](#) and [22 CFR 228.01](#).

Category 1 Labor				
Name	Rate (\$)	Number of days	Total \$	Notes
Agricultural Loan Officer	100.00/day	100	10,000.00	Responsible for sourcing and reviewing loan applications

Senior Finance Officer	200.00/day	80	16,000.00	Responsible for oversight and reporting to MFA
Category 2: Working Capital				
Description	Amount \$	Number	Total	Notes
Marketing of new financial product	20.00	1	20.00	Billboards, newspaper advertisements
Training of agriculture staff	5,000.00	4	20,000.00	Training sessions for new staff
Category 3: Non expendables				
Description	Amount \$	Number	Total	Notes
Desks for new agricultural loan facility	500.00	10	5,000.00	Desks for expanded bureau serving MFA Zone of Influence
Allowances for new staff	10,000.00	2	20,000.00	Allowances calculated on a per annum basis
Total			71,020.00	
Note	The above is an example budget to show some potential costs, but the FI should develop theirs based on their intended utilization of the Award Fee. Please include notes to explain each line item. Please note: this budget should not contain any items described in Question 6; this is a budget for financial institutions' costs which are subsidized in part by the Award Fee.			

3. How many micro, small, medium enterprises, and large enterprises in MFA's target VCs will be targeted for financing in the coming 9 months? Please see **Enterprise Definitions** under section 1 for definition of enterprise sizes

For example, we commit to financing 150 small-sized enterprises and 50 medium-sized enterprises in 9 months.

4. State the percentage of the total amount committed above that will be financing/investment to women-owned enterprises.

For example, we commit to disbursing **50%** of the \$2M in financing in 12 months to women-owned in the select VC, i.e., maize, soy, groundnut etc.

5. Describe how your institution will use the award payments earned through a grant with MFA to meet the financing target listed in Question 1.

For example, set up agriculture desk in four branches, staff training, bonuses to staff, vehicle(s) for loan monitoring, etc.

6. State the amount of your own resources that your institution will commit to expanding lending/investment in MFA's target sectors. This co-investment will not come from MFA's award fee payments, but will be from your institution to demonstrate commitment to the expansion of lending activities. The applicant is required to submit a budget using the MS Excel template [C2 – Co-investment Budget Template](#). The table below is an example to serve as a guide when preparing the budget. An applicant may, if they choose, include a vehicle in their co-investment budget.

Category 1 Labor				
Name	Rate (\$)	Number of days	Total \$	Notes
Agricultural Loan Officer	100.00/day	100	10,000.00	Responsible for sourcing and reviewing loan applications
Senior Finance Officer	200/day	80	16,000.00	Responsible for oversight and reporting to MFA
Category 2: Working Capital				
Description	Amount \$	Number	Total	Notes
Marketing of new financial product	20.00	1	20.00	Billboards, newspaper advertisements
Training of agriculture staff	5,000.00	4	20,000.00	Training sessions for new staff
Category 3: Non expendables				
Description	Amount \$	Number	Total	Notes
Vehicles for loan monitoring	40,000.00	2	80,000.00	New vehicle purchases for monitoring agric. loans
Allowances for new staff	10,000.00	2	20,000.00	Allowances calculated on a per annum basis
Total			146,020.00	
Note	The above is an example budget to show some potential costs, but the FI should develop theirs based on what they intend to commit as co-investment. Please include notes to explain each line item. Please note: this budget should not contain any items described in Question 2, this is a budget for the costs that the institution will bear for the expansion of lending as co-investment and will not be financed by the MFA award fee payments.			

7. State the current financial products offered by your FI that support agricultural lending, as well as any future products you plan to develop, which will enable your institution to expand your agriculture/agribusiness portfolio. State the number of new products that the FI intends to introduce and roll out in the coming year (i.e., it may be zero, or 1, 2, etc.).

For example, products that provide tailored repayment terms or lower interest rates to women in agriculture, agriculture insurance, etc.

8. Describe the current level of lending or investing to MFA's target sectors and geographies. Discuss any future plans to expand to MFA's target sectors and geographies. Express as well quality of the team and strength/depth of the experience in these kinds of lending/investments.

For example, estimate the current portfolio amounts for agriculture, including portfolio of borrowers in MFA's target value chains, and the level of lending/investment in MFA's target geographies. Years of experience of team members and some examples of financing which convey knowledge in these sectors and VCs.

9. Describe the strategy the FI will undertake to expand their financing activities to enterprises working along any of MFA's target value chains within the targeted counties. Please be as specific as possible, including the staff that will be involved, any potential partnerships, timelines, and how you will conduct targeting to identify deals that fit the "qualifying investment"

For example, hiring new staff for agriculture loans, roll out of new products, or entering into agreements with BAS providers to pay a “finder’s fee” for BAS providers to identify pipeline, etc.

10. MFA reserves the right to audit documentation of disbursement results at any time, as the project conducts Monitoring and Evaluation verifications. The FI agrees to comply with and respond to MFA’s requests for information.

Signature of acknowledgement: _____

[END OF TECHNICAL SUBMISSION]

5. Application Review Information

Selection Process

The process for selection of successful grantees will follow the below steps:

- a) The Procurement and Grants Director, via email notification, will confirm receipt of all Applications received.
- b) The Procurement and Grants Director will check that each application has met the eligibility criteria from Section 3. Any ineligible proposals will be informed immediately that they will not be evaluated.
- c) The Procurement and Grants Director will schedule a date for the Grants Evaluation Committee (GEC) to review and evaluate the Applications and give feedback to all Applicants.
- d) The GEC will formally evaluate and rank each Application in writing, using an Application Evaluation Form. Rankings will be based on the selection criteria (listed below) and points based on 100 as the maximum points allowed.
- e) Applications that are scored higher than 70 will undergo a risk assessment and then be sent to USAID by Contracts and Compliance for the Contracting Officer (CO) and/or the Contracting Officer' Representative' (COR) concurrence.
- f) Upon receipt of the CO and/or COR concurrence, MFA will issue the FAA grants.
- g) Unsuccessful applicants/applications would also be notified in writing and possibly share the reasons for the rejection.

Feed the Future Ghana Mobilizing in Agriculture (MFA) reserves the right to conduct negotiations once a successful proposal is identified, or to make an award without conducting negotiations based solely on the written proposals if it decides it is in its best interest to do so. In addition, MFA reserves the right to not accept a proposal and not proceed to the contracting stage at its discretion.

Selection Criteria

Applicants will be scored against the following criteria:

1. Commitment to expanding financing activities to enterprises in MFA's targeted value chains and targeted regions. Consideration will be made for current presence in MFA's value chains and geographic regions, commitment to introducing new financial products, as well as quality of the team and the strategy to expand. (25 points)
2. Value of financing to be committed. The greater the value of investments to be committed by FIs, the greater the points to be obtained. Consideration will be given to the fact that MFIs/RCBs have lower average transaction and portfolio sizes than other types of FIs, thus MFA will rank submissions separately for FIs in each category. (25 points)
3. Number of new clients (micro, small, medium, and large enterprises) in MFA's target value chains to which the FI commits to lend. (15 points)
4. Proportion of investments that will be channeled to women-owned or youth-led enterprises. (15 points)
5. Value of co-investment to be committed by the financial institution for the implementation of these new financing activities and payments of awards. (10 points)
6. The extent to which the proposed use of the FI's milestone payments contributes to the overall MFA objective of stimulating increased financing and investment in support of the value chains. (10 points)

6. Award Administration Information

- a) A successful applicant will receive an award signed by the relevant Palladium point of contact that will authorize activities to begin under this program. Finance/loans/credit disbursed prior to the start of the activities under the program as authorized by Palladium

in the grant agreement shall not be eligible for submission for payment. Only qualifying finance/loans/credits within the start and end dates respectively of the grant agreement are eligible for submission for payment.

- b) The award will be administered under the applicable **ADS 303mat, Standard Provisions for Fixed Amount Awards to Nongovernmental Organizations**.
- c) The successful applicant agrees to report as per the requirements of section 1 (Communications), which details the financial and performance indicators that will be reported on a monthly, quarterly, or annual basis.
- d) Grants issued under this contract, as authorized in accordance with ADS 302, "USAID Direct Contracting," will be branded and marked as grants in accordance with the policy
- e) directives and required procedures for branding and marking of assistance awards in ADS Chapter 320.3.3, and 22 CFR 226.91. To ensure that the marking requirements flow down to subrecipients of subawards, the following USAID approved marking provision will be included in all grants awarded:
- f) *"As a condition of receipt of this subaward, marking with the USAID Identity of a size and prominence equivalent to or greater than the recipient's, subrecipient's, other donor's or third party's is required. In the event the recipient chooses not to require marking with its own identity or logo by the subrecipient, USAID may, at its discretion, require marking by the subrecipient with the USAID Identity."*
- g) The Applicant will be required to develop and utilize an environmental screening process and screen qualifying investments in line with USAID policies (in accordance with 22 CFR 216).

ATTACHMENT A: BUSINESS ASSESSMENT AND SELECTION TOOL

The MFA Business Assessment and Selection Tool (BAST) objectively assesses and prioritizes businesses for MFA support. The BAST will guide the MFA to qualify investment and partnership opportunities that increase the competitiveness of the target agribusiness value chains (maize, soy, groundnuts, cowpeas, mango, cashew, shea and other high value export crops). The following matrix will be used to identify and prioritize opportunities:

Necessary Conditions: Commercially viable, relevant to MFA's target value chains

Criteria	Score	Possible Score	Justification
Youth Development		1 to 10	
Gender Inclusion		1 to 10	
Smallholder Impact		1 to 20	
ZOI ³ Impact		1 to 15	
Enhances Inclusive Growth		1 to 15	
Contributes to High-Value Exports		1 to 10	
Additional Job Creation		1 to 10	
Environmental Impact*		-10 to 0	
Sustainability		1 to 10	
Total (Max)		100	

* If the environmental impact is negative, then the investment will not be considered until the negative impacts are addressed.

Rubric	
90-100	Excellent Fit
80-90	Strong Fit
70-79	Good Fit
Below 70	Requires MFA COP/DCOP Approval

Business Selection Decision Criteria

The maximum score is 100. Higher scoring will be considered the higher priority for MFA support. Though opportunities with a score of less than 70⁴ will be screened out, the Chief of Party and/or Deputy Chief of Party may approve these opportunities on a case-by-case basis. This approval process will be documented and recorded.

³ USAID ZOI: Northern Region (Gushiegu, Karaga, Mion, Sagnerigu, Nanton, Yendi), North East Region (East Mamprusi, Mamprugu Moagduri), Upper East Region (Bawku Municipal, Bawku West, Garu, Tempene), Upper West Region (Daffiama Bussie Issa, Nadowli-Kaleo, Sissala East, Sissala West, Wa East). The above ZOI applies to production only. All other value chain activities can be in Ghana outside the ZOI, but with demonstrable working relationship with stakeholders in the ZOI.

⁴ Score below 70% does not mean the opportunity should be abandoned. MFA team will explore scenario where these businesses could be supported to achieve impact in alignment with FtF goals. Arcadia model could be deployed in some cases.

Scoring Guide

Necessary Conditions	Definition	
Relevance to MFA's Value Chains	The supported agribusinesses should enhance the competitiveness of the targeted MFA Value Chains: Maize, Soy, Groundnut, Cowpea, shea, mango, cashew and other high value chain crops ² .	
Commercially Viable	Agribusinesses is profitable or has the potential to be profitable and grow within a competitive market.	
Criteria	Definition	Direction of Scoring
Youth Development	<ol style="list-style-type: none"> 1. Business employs youth, or will employ more youth once the investment is made; OR 2. Business sources raw materials from activities dominated by youth or will source raw materials from activities dominated by youth once the investment is made; OR 3. Business is youth-led; OR 4. Business is youth focused 	The higher the score the greater the potential for youth development
Gender Inclusion	<ol style="list-style-type: none"> 1. Business employs women, or will employ more women once the investment is made; OR 2. Business sources raw materials through activities dominated by women or will source raw materials through activities dominated by women once the investment is made; OR 3. Business is woman-led; OR 4. Business is women-focused 	The higher the score the greater the potential for gender inclusion
Smallholder Impact	<ol style="list-style-type: none"> 1. Business sources raw materials from smallholders in target value chains or will source from them once the investment is made; OR 2. Business provides services to smallholders 	The higher the score the greater the impact of the business activities on smallholder farmers
ZOI Impact	<ol style="list-style-type: none"> 1. Business operates in MFA's ZOI; OR 2. Business sources raw materials from MFA's ZOI; OR 3. Business will expand its source of raw materials to MFA's ZOI once investment is made; OR 4. Business has linkages to other businesses that operate in MFA's ZOI 	The higher the score the greater the impact of the business activities on the ZOI
Enhances Inclusive Growth	<ol style="list-style-type: none"> 1. Transaction will support improved economic growth in Ghana that is <ol style="list-style-type: none"> 1. broadly shared by other stakeholders within the system (e.g. women, youth, smallholders); OR 2. Enhances economic competitiveness while simultaneously advancing the economic and social conditions for actors within the system (e.g. food security, increased sales, increased incomes); 	The higher the score the greater the impact of the business activities on driving inclusive agriculture-led growth
Contributes to High- Value Exports	<ol style="list-style-type: none"> 1. The agribusinesses activities are within the Shea, Mango, Cashew Value chains which results in the export of these commodities OR 2. MSMEs activities are within the value chains of other high value export crops approved for support by MFA on a case-by-case basis. 	The higher the score the greater the contribution to High value exports

² Other high value crops can include cocoa but limited to agribusinesses at the planting and processing levels of the cocoa value chains

Additional Job Creation	<ol style="list-style-type: none"> 1. Business will create more jobs once investment is made; OR 2. Other businesses linked to the business will create more jobs once investment is made 	The higher the score the greater the impact of the business activities on additional job creation
Environmental Impact*	<ol style="list-style-type: none"> 1. The activities of the business have no deleterious impact on the environment; OR 2. The investment, once made, will not lead the business to expand into activities that have deleterious impact on the environment; OR 3. There are no unresolved environmental issues either with any government agencies or with the community the business operates in; OR 4. Business has developed credible, implementable environmental impact mitigation report. 	The closer the score is to zero the better.
Sustainability	<ol style="list-style-type: none"> 1. Business can continue operations and grow without external support but through market-based approaches; OR 2. Business has adequate market for its products that can be expanded; OR 3. Business has a clear strategy for growth 	The higher the score, the more the business is perceived as sustainable.

Business Selection Decision Criteria

The total weighted score a business obtains will determine if the MFA program will work with it. The following are the decision criteria:

1. **70%+ with no impact on the environment:** The MFA program will automatically consider working with a business with a total weighted score of 70% and above and no direct environmental impact. The decision not to work with such a business could only be made by the Chief of Party with documented reasons³.
2. **70%+ but with impact on environment:** Businesses that have direct impact (negative externalities) on the environment will be required to develop an Environmental Mitigation and Monitoring Plan (EMMP).
3. **Below 70%:** The MFA program will not consider working with a business that receives a total weighted score of less than 70%. The decision to give a waiver to a business could be made by the Chief of Party, on a case-by-case basis, with documented reasons.

³ This could include violating Palladium’s Code of Conduct and the businesses’ unwillingness to resolve the identified issue. MFA will not work with businesses that have been blacklisted by the USG government. A sanction search will be conducted here <https://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx>

ATTACHMENT B: MFA Activity Certifications and Representations

Subcontracts Under Prime Contracts with USAID

To be completed by prospective subcontractor.

1. Certification Regarding Debarment and Suspension

- (1) Subcontractor certifies to the best of its knowledge and belief that it and its “principals” (as defined below):
 - a. Are not presently debarred, suspended, proposed for disbarment, or declared ineligible for the award of contracts by any Federal agency;
 - b. Have not within a three-year period preceding this Subcontract been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) contract or subcontract; violation of Federal or State antitrust statutes relating to the submission of offers; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - c. Are not presently indicted for, or otherwise criminally or civilly charged by a governmental entity (Federal, State, or local) with, commission of any of the offenses enumerated in paragraph b. of this certification;
 - d. Have not, within a three-year period preceding this Subcontract, been notified of any delinquent Federal taxes in an amount that exceeds \$3,500 for which the liability remains unsatisfied; and
 - e. Have not within a three-year period preceding this Subcontract had one or more contracts terminated for default by any Federal agency.
- (2) “Principal” means an officer, director, owner, partner, or a person having primary management or supervisory responsibilities within a business entity (e.g., general manager, plant manager, head of a division or business segment, and similar positions).
- (3) Subcontractor shall not enter into any lower-tier subcontract in excess of \$35,000 with a subcontractor that is debarred, suspended, or proposed for debarment by any U.S. executive agency, unless approved in advance by the Company.

As the authorized certifying official, I hereby certify that the above specified certifications are true.

Business Name: ...
Authorized Representative ...
Name (print)
Authorized Representative ...
Title (print)
Authorized Representative
Signature

Date ...

2. Certification Regarding Lobbying

By signing this contract, Subcontractor certifies to the best of its knowledge and belief that no 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 US agency, a member of US Congress, an officer or employee of US Congress, or an employee of a member of US Congress on Subcontractor's behalf in connection with the awarding of this Subcontract or awarding, making, entering into, extending, continuing, renewing, amending, or modifying any Federal contract, grant, loan, or cooperative agreement.

If any registrants under the Lobbying Disclosure Act of 1995 have made a lobbying contact on behalf of Subcontractor with respect to this Subcontract, Subcontractor shall complete and submit to the Company OMB Standard Form LLL, Disclosure of Lobbying Activities, to provide the name of the registrants. Subcontractor need not report regularly employed officers or employees of the offeror to whom payments of reasonable compensation were made.

As the authorized certifying official, I hereby certify that the above specified certifications are true.

Business Name: ...

Authorized Representative
Name (print) ...

Authorized Representative
Title (print) ...

Authorized Representative
Signature

Date ...

3. Certification Regarding Terrorist Financing

By signing and submitting this application, the Subcontractor provides and is bound by the certification set out below:

1. Subcontractor, to the best of its current knowledge, did not provide, within the previous ten years, and will take all reasonable steps to ensure that it does not and will not knowingly provide, material support or resources to any individual or entity that commits, attempts to commit, advocates, facilitates, or participates in terrorist acts, or has committed, attempted to commit, facilitated, or participated in terrorist acts, as that term is defined in paragraph 3. The certification in the preceding sentence will not be deemed applicable to material support or resources provided by the Subcontractor pursuant to an authorization contained in one or more applicable licenses issued by the U.S. Treasury's Office of Foreign Assets Control (OFAC).

2. The following steps may enable Subcontractor to comply with its obligations under paragraph 1:

- a. Before providing any material support or resources to an individual or entity, Subcontractor will verify that the individual or entity does not (i) appear on the master list of Specially Designated Nationals and Blocked Persons, which list is maintained by the U.S. Treasury's Office of Foreign Assets Control (OFAC) and is available online at <https://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx> or (ii) is not included in any supplementary information concerning prohibited individuals or

entities that may be provided by the Company to Subcontractor.

b. Before providing any material support or resources to an individual or entity, Subcontractor also will verify that the individual or entity has not been designated by the United Nations Security (UNSC) sanctions committee established under UNSC Resolution 1267 (1999) (the "1267 Committee") [individuals and entities linked to the Taliban, Usama bin Laden, or the Al Qaida Organization]. To determine whether there has been a published designation of an individual or entity by the 1267 Committee, Subcontractor should refer to the consolidated list available online at the Committee's website: https://www.un.org/sc/suborg/en/sanctions/1267/aq_sanctions_list.

c. Before providing any material support or resources to an individual or entity Subcontractor will consider all information about that individual or entity of which it is aware and all public information that is reasonably available to it or of which it should be aware.

d. Subcontractor also will implement reasonable monitoring and oversight procedures to safeguard against assistance being diverted to support terrorist activity.

3. For purposes of this Certification:

- a. "Material support and resources" means currency or monetary instruments or financial securities, financial services, lodging, training, expert advice or assistance, safe houses, false documentation or identification, communications equipment, facilities, weapons, lethal substances, explosives, personnel, transportation, and other physical assets, except medicine or religious materials.
 - i. "Training" means instruction or teaching designed to impart a specific skill, as opposed to general knowledge.
 - ii. "Expert advice or assistance" means advice or assistance derived from scientific, technical, or other specialized knowledge.
- b. "Terrorist act" means-
 - i. an act prohibited pursuant to one of the 19 United Nations Conventions and Protocols related to terrorism (see UN terrorism conventions Internet site: <https://www.un.org/sc/ctc/resources/international-legal-instruments/>); or
 - ii. an act of premeditated, politically motivated violence perpetrated against noncombatant targets by sub-national groups or clandestine agents; or
 - iii. any other act intended to cause death or serious bodily injury to a civilian, or to any other person not taking an active part in hostilities in a situation of armed conflict, when the purpose of such act, by its nature or context, is to intimidate a population, or to compel a government or an international organization to do or to abstain from doing any act.
- c. "Entity" means a partnership, association, corporation, or other organization, group or subgroup.
- d. References in this Certification to the provision of material support and resources shall not be deemed to include the furnishing of USAID funds or USAID-financed commodities to the ultimate beneficiaries of USAID assistance, such as recipients of food, medical care, micro-enterprise loans, shelter, etc., unless Subcontractor has reason to believe that one or more of these beneficiaries commits, attempts to commit, advocates, facilitates, or participates in terrorist acts, or has committed, attempted to commit, facilitated or participated in terrorist acts.
- e. Subcontractor's obligations under paragraph 1 are not applicable to the procurement of goods and/or services by Subcontractor that are acquired in the ordinary course of business through contract or purchase, e.g., utilities, rents, office supplies, gasoline, etc., unless Subcontractor has reason to believe that a vendor or supplier of such goods and services commits, attempts to commit, advocates, facilitates, or participates in terrorist acts, or has committed, attempted to commit, facilitated or participated in

terrorist acts.

Any violation, notified or discovered, of this Certification prior to completion of the Subcontract work shall be grounds for voidance of the Subcontract in its entirety by the Company and no costs shall be recoverable by the Subcontractor. Any violation of this Certification, notified or discovered after any of the Work has been performed under this Subcontract, shall result in immediate termination of this Subcontract by the Company and no payments for any Work performed or goods delivered prior to such termination shall be made without express written approval of USAID.

Business Name: ...

Authorized Representative
Name (print) ...

Authorized Representative
Title (print) ...

Authorized Representative
Signature

Date ...

4. Certification of Compliance with Laws and the U.S. Foreign Corrupt Practices Act

Subcontractor shall comply with all laws and regulations in the jurisdictions where it is performing under this Agreement. Contractor is familiar with applicable anti-corruption, anti-bribery, anti-kickback, laws and regulations and will not undertake any actions that may violate these laws and regulations. Contractor is familiar with the U.S. Foreign Corrupt Practices Act (the "FCPA"), its prohibitions and purposes, and will not undertake any actions that may, if taken by a U.S. person, violate the FCPA.

Accordingly, Contractor hereby agrees that:

1. Contractor will not employ a person who is a governmental official or employee, including employees of government owned or government-controlled corporations, agencies or bodies.
2. Contractor will not, directly or indirectly, make any payment, offer or promise to make any payment or transfer of anything of value to a governmental official or employee, or to any political party or any candidate for political office, with the purpose of influencing decisions favorable to the Contractor and its business in contravention of the FCPA or other applicable laws.
3. Contractor will immediately advise the Company in writing in the event that any person employed by or associated with Contractor becomes such government official, political party official or candidate.
4. Contractor shall maintain true and accurate records necessary to demonstrate compliance with the Agreement (including the requirements of this Certification) and shall provide to the Company evidence of such compliance upon simple request.
5. Contractor shall provide the Company and/or its representatives, with access to financial records and supporting documentation to demonstrate the existence of normal and anticipated payment patterns and financial arrangements as well as transparency in expenses and accounting records related to transactions arising out of this Application.
6. Contractor understands that if it fails to comply with any of the provisions of this Certification (irrespective of the size, nature or materiality of such violation), such failure shall be deemed to be a material breach of any resulting Agreement and, upon

any such failure, the Company shall have the right to terminate any Agreement with immediate effect upon written notice to Contractor, without penalty or liability of any nature whatsoever.

Business Name: ...

Authorized Representative
Name (print) ...

Authorized Representative
Title (print) ...

Authorized Representative
Signature

Date ...

5. Certification Regarding Trafficking in Persons Compliance Plan

If any portion of the Subcontract is (i) for supplies (other than commercially available off-the-shelf items as defined in FAR 52.222-50) acquired outside the U.S. or services to be performed outside the U.S., and (ii) has an estimated value that exceeds \$500,000, Subcontractor certifies as follows regarding that portion of the Subcontract:

(a) Subcontractor has implemented a compliance plan to prevent any prohibited activities identified in paragraph (b) of the clause at FAR 52.222-50, Combatting Trafficking in Persons, and to monitor, detect, and terminate any agent, lower-tier subcontract or lower-tier subcontractor employee engaging in any such prohibited activities; and

(b) After having conducted due diligence, either –

(i) To the best of Subcontractor's knowledge and belief, neither it nor any of its proposed agents, lower-tier subcontractors, or their agents is engaged in any such activities; or

(ii) If abuses relating to any of the prohibited activities identified in FAR 52.222-50(b) have been found, Subcontractor or the proposed lower-tier subcontractor has taken the appropriate remedial and referral actions.

Business Name: ...

Authorized Representative
Name (print) ...

Authorized Representative
Title (print) ...

Authorized Representative
Signature

Date ...