

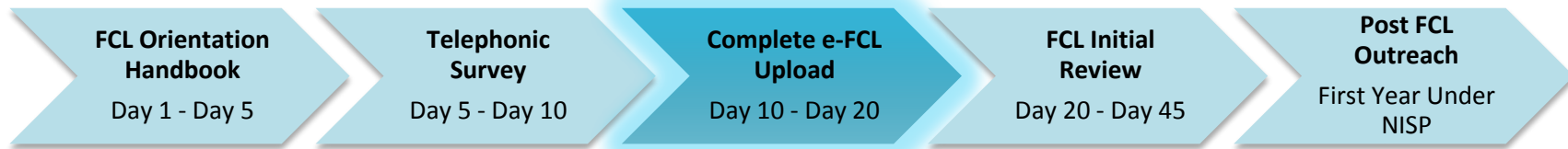
# Job Aid: Understanding Your e-FCL Submission Requirements

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## Introduction

This job aid will assist you in understanding what business documents and forms you are required to include in your Electronic-Facility Security Clearance (e-FCL) submission/upload in the Facility Security Clearance (FCL) process in the National Industrial Security Program (NISP). Refer to the Defense Security Service (DSS) Industrial Security Field Operations (ISFO) FCL Orientation Handbook [[http://www.dss.mil/documents/facility-clearances/FCL\\_Orientation\\_Handbook\\_18FEB15.pdf](http://www.dss.mil/documents/facility-clearances/FCL_Orientation_Handbook_18FEB15.pdf)] for complete details of the FCL process, the e-FCL submission requirements and a glossary of terms.



## How to Find Your Organization's Business Structure, Key Management Personnel and Tiered Entities

Before you can complete the required forms for the e-FCL submission, you must gather the required business documents\* for your organization and review them carefully so that you can identify your organization's business structure, key management personnel (KMP) and tiered entities. You can obtain this information by referring to specific business documents listed in the table below.

\* Depending on the state your company is organized under, some business documents may be named differently or are not required.

Business documents used to determine.....	Business Structure	Key Management Personnel	Tiered Entities
<b>Sole Proprietorship</b>	<ul style="list-style-type: none"> <li>• Business License</li> <li>• Fictitious Name Certificate (required when operating under a DBA)</li> </ul>	<ul style="list-style-type: none"> <li>• Business License</li> </ul>	<ul style="list-style-type: none"> <li>• Not applicable</li> </ul>
<b>General Partnership</b>	<ul style="list-style-type: none"> <li>• Business License</li> <li>• Fictitious Name Certificate (required when operating under a DBA)</li> <li>• Partnership Agreement</li> </ul>	<ul style="list-style-type: none"> <li>• Partnership Agreement</li> <li>• Supplemental Meeting Minutes</li> </ul>	<ul style="list-style-type: none"> <li>• Partnership Agreement</li> <li>• Supplemental Meeting Minutes</li> </ul>
<b>Limited Partnership</b>	<ul style="list-style-type: none"> <li>• Business License</li> <li>• Fictitious Name Certificate (required when operating under a DBA)</li> <li>• Partnership Agreement</li> <li>• Certificate of Limited Partnership</li> </ul>	<ul style="list-style-type: none"> <li>• Partnership Agreement</li> <li>• Supplemental Meeting Minutes</li> </ul>	<ul style="list-style-type: none"> <li>• Partnership Agreement</li> <li>• Supplemental Meeting Minutes</li> </ul>
<b>Joint Venture</b>	<ul style="list-style-type: none"> <li>• Business License</li> <li>• Fictitious Name Certificate (required when operating under a DBA)</li> <li>• Joint Venture Agreement</li> </ul>	<ul style="list-style-type: none"> <li>• Joint Venture Agreement</li> <li>• Supplemental Meeting Minutes</li> </ul>	<ul style="list-style-type: none"> <li>• Joint Venture Agreement</li> <li>• Supplemental Meeting Minutes</li> </ul>

Business documents used to determine.....	Business Structure	Key Management Personnel	Tiered Entities
<b>Corporation, Privately or Publicly Held</b>	<ul style="list-style-type: none"> <li>• Business License</li> <li>• Fictitious Name Certificate (required when operating under a DBA)</li> <li>• Articles of Incorporation</li> <li>• By-laws</li> </ul>	<ul style="list-style-type: none"> <li>• By-laws</li> <li>• Supplemental Board Meeting Minutes</li> <li>• Articles of Incorporation</li> </ul>	<ul style="list-style-type: none"> <li>• By-laws</li> <li>• Supplemental Board Meeting Minutes</li> <li>• Articles of Incorporation</li> </ul>
<b>Limited Liability Company</b>	<ul style="list-style-type: none"> <li>• Business License</li> <li>• Fictitious Name Certificate (required when operating under a DBA)</li> <li>• Articles of Incorporation</li> </ul>	<ul style="list-style-type: none"> <li>• Articles of Organization</li> <li>• Operating Agreement</li> <li>• LLC Meeting Minutes</li> </ul>	<ul style="list-style-type: none"> <li>• Articles of Organization</li> <li>• Operating Agreement</li> <li>• LLC Meeting Minutes</li> </ul>
<b>College/University</b>	<ul style="list-style-type: none"> <li>• Charter</li> </ul>	<ul style="list-style-type: none"> <li>• Charter</li> <li>• Board Meeting Minutes</li> </ul>	<ul style="list-style-type: none"> <li>• Charter</li> <li>• Board Meeting Minutes</li> </ul>

## Required Documentation by Business Structure

Select the business structure of your organization from the list below to see which business documents and forms are required for the e-FCL submission for your business type. To learn more about how to complete the individual forms, proceed to the [Completing Required Forms](#) section of this job aid.

- [SOLE PROPRIETORSHIP](#)
- [GENERAL PARTNERSHIP](#)
- [LIMITED PARTNERSHIP](#)
- [JOINT VENTURE](#)
- [CORPORATION, PRIVATELY HELD](#)
- [CORPORATION, PUBLICLY HELD](#)
- [LIMITED LIABILITY COMPANY](#)
- [COLLEGE/UNIVERSITY](#)

## **SOLE PROPRIETORSHIP**

### **Required Business Records**

- Business License
- Fictitious Name Certificate (if applicable)
- Legal Organization Chart
- Board/company meeting minutes (most recent showing current KMP and recent changes to company structure)

### **Required Forms**

- SF-328, Certificate Pertaining to Foreign Interests
- Summary Data Sheet
- Key Management Personnel (KMP) List
- Tiered Parents List (if applicable)
- DD Form 441, Department of Defense (DoD) Security Agreement
- DD-254, DoD Contract Security Classification Specification, and sponsorship letter (if applicable)

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## **GENERAL PARTNERSHIP**

### **Required Business Records**

- Business License
- Fictitious Name Certificate (if applicable)
- Partnership Agreement
- Legal Organization Chart
- Board/company meeting minutes (most recent showing current KMP and recent changes to company structure)

### **Required Forms**

- SF-328, Certificate Pertaining to Foreign Interests
- Summary Data Sheet
- Key Management Personnel (KMP) List
- Tiered Parents List (if applicable)
- DD Form 441, DoD Security Agreement
- DD Form 441-1, Appendage to DoD Security Agreement (if applicable)
- DD-254, DoD Contract Security Classification Specification, or sponsorship letter (if applicable)

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## **LIMITED PARTNERSHIP (LP)**

### **Required Business Records**

- Business License
- Fictitious Name Certificate (if applicable)
- Partnership Agreement
- Certificate of Limited Partnership
- Legal Organization Chart
- Board/company meeting minutes (most recent showing current KMP and recent changes to company structure)

### **Required Forms**

- SF-328, Certificate Pertaining to Foreign Interests
- Summary Data Sheet
- Key Management Personnel (KMP) List
- Tiered Parents List (if applicable)
- DD Form 441, DoD Security Agreement
- DD Form 441-1, Appendage to DoD Security Agreement (if applicable)
- DD-254, DoD Contract Security Classification Specification, or sponsorship letter (if applicable)

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## **JOINT VENTURE**

### **Required Business Records**

- Business License
- Fictitious Name Certificate (if applicable)
- Joint Venture Agreement
- Legal Organization Chart
- Board/company meeting minutes (most recent showing current KMP and recent changes to company structure)

### **Required Forms**

- SF-328, Certificate Pertaining to Foreign Interests
- Summary Data Sheet
- Key Management Personnel (KMP) List
- Tiered Parents List (if applicable)
- DD Form 441, DoD Security Agreement
- DD Form 441-1, Appendage to DoD Security Agreement (if applicable)
- DD-254, DoD Contract Security Classification Specification, or sponsorship letter (if applicable)

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## ***CORPORATION, PRIVATELY HELD***

### **Required Business Records**

- Business License
- Fictitious Name Certificate (if applicable)
- Certificate of Incorporation
- Articles of Incorporation
- Corporate By-laws
- Shareholders Agreement(s)
- Corporate Stock Ledger
- Legal Organization Chart
- Board meeting minutes (most recent showing current KMP and recent changes to company structure)

### **Required Forms**

- SF-328, Certificate Pertaining to Foreign Interests
- Summary Data Sheet
- Key Management Personnel (KMP) List
- Tiered Parents List (if applicable)
- DD Form 441, DoD Security Agreement
- DD Form 441-1, Appendage to DoD Security Agreement (if applicable)
- DD-254, DoD Contract Security Classification Specification, or sponsorship letter (if applicable)

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## ***CORPORATION, PUBLICLY HELD***

### **Required Business Records**

- Business License
- Fictitious Name Certificate (if applicable)
- Certificate of Incorporation
- Articles of Incorporation
- Corporate By-laws
- Shareholders Agreement(s)
- Corporate Stock Ledger
- SEC filings (most recent)
- Legal Organization Chart
- Board meeting minutes (most recent showing current KMP and recent changes to company structure)

### **Required Forms**

- SF-328, Certificate Pertaining to Foreign Interests
- Summary Data Sheet
- Key Management Personnel (KMP) List
- Tiered Parents List (if applicable)
- DD Form 441, DoD Security Agreement
- DD Form 441-1, Appendage to DoD Security Agreement (if applicable)
- DD-254, DoD Contract Security Classification Specification, or sponsorship letter (if applicable)

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## **LIMITED LIABILITY COMPANY (LLC)**

### **Required Business Records**

- Business License
- Fictitious Name Certificate (if applicable)
- Certificate of Formation or Articles of Organization
- Legal Organization Chart
- Operating Agreement
- LLC meeting minutes (most recent showing current KMP and recent changes to company structure)

### **Required Forms**

- SF-328, Certificate Pertaining to Foreign Interests
- Summary Data Sheet
- Key Management Personnel (KMP) List
- Tiered Parents List (if applicable)
- DD Form 441, DoD Security Agreement
- DD Form 441-1, Appendage to DoD Security Agreement (if applicable)
- DD-254, DoD Contract Security Classification Specification, and or sponsorship letter (if applicable)

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## **COLLEGE/UNIVERSITY**

### **Required Business Records**

- Charter
- Membership List
- Legal Organization Chart
- Board/University meeting minutes (most recent showing current KMP and recent changes to company structure)

### **Required Forms**

- SF-328, Certificate Pertaining to Foreign Interests
- Summary Data Sheet
- Key Management Personnel (KMP) List
- Tiered Parents List (if applicable)
- DD Form 441, DoD Security Agreement
- DD Form 441-1, Appendage to DoD Security Agreement (if applicable)
- DD-254, DoD Contract Security Classification Specification, and or sponsorship letter (if applicable)

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## Completing Required Forms

Listed in the chart below are the various forms that may be required for your e-FCL submission, depending on your business structure type. Listed next to each form is the information required on the form as well as some common errors to avoid when completing that form for your e-FCL submission.

- To see which forms are applicable to your business structure, select the appropriate [business structure from this list](#).
- To view samples of many of these forms for an LLC or for a Corporation, visit <http://www.cdse.edu/documents/fcl>.

Form	Submission Requirements	Common Errors to Avoid
<p><b>SF-328, Certificate Pertaining to Foreign Interests</b> <i>Used to report your organization's foreign involvement</i></p>	<ul style="list-style-type: none"> <li>✓ Execute two original SF-328 forms for DSS and contractor retention</li> <li>✓ Sign and date by an employee or representative of the company who has actual authority to execute agreements with the U.S. Government on behalf of the company</li> <li>✓ Provide all supplemental responses to affirmative SF-328 questions on supplemental data sheets in e-FCL</li> </ul>	<ul style="list-style-type: none"> <li>✗ SF328 has not been signed by an employee or representative of the company who has actual authority to execute agreements with the U.S. Government on behalf of the company</li> <li>✗ Certification section of the SF328 is improperly executed. Limited Liability Companies (LLCs) and Sole Proprietorships should not execute the Certification section of the form; however, one witness must sign the form.</li> <li>✗ Electronic version of the e-FCL does not match the uploaded SF328 (Defaults to all "yes" answers. Make sure you complete then save electronically before printing and executing.)</li> </ul>

Form	Submission Requirements	Common Errors to Avoid
<p><b>DD-254, DoD Contract Security Classification Specification, or sponsorship letter</b></p> <p><i>DD-254 specifies the classification requirements for a contract to include safeguarding, access and performance requirements.</i></p>	<ul style="list-style-type: none"> <li>✓ Submit Current DD-254 (which is completed and provided by the Government Contracting Activity (GCA) / Cleared Defense Contractor (CDC))</li> <li>✓ Submit Sponsorship Letter/Request, if applicable</li> </ul>	<ul style="list-style-type: none"> <li>✗ DD-254 is unsigned</li> <li>✗ DD-254 is incomplete</li> <li>✗ FCL level is incorrect or missing</li> </ul>
<p><b>Organizational Chart</b></p> <p><i>Outlines the internal structure of a company to include the roles, responsibilities and relationships between individuals within an organization.</i></p>	<p>If a corporate family exists:</p> <ul style="list-style-type: none"> <li>✓ Provide percentages of ownership</li> <li>✓ Outline delineation of control</li> <li>✓ Include full company names, addresses, CAGE Codes (if applicable) and whether each entity maintains or is being processed for an FCL</li> </ul>	<ul style="list-style-type: none"> <li>✗ Missing from e-FCL submission</li> <li>✗ Does not reflect the legal/ownership structure</li> <li>✗ Does not reflect clearly if there are tier parent companies, or if another legal entity has beneficial ownership of the facility</li> </ul>
<p><b>Tiered Parent List</b></p> <p><i>Parent Company is defined as a company owning at least a majority of another company's voting securities.</i></p>	<ul style="list-style-type: none"> <li>✓ List all parent companies</li> </ul>	<ul style="list-style-type: none"> <li>✗ Does not indicate which tiered parent companies are being excluded</li> </ul>

Form	Submission Requirements	Common Errors to Avoid
<p><b>Key Management Personnel (KMP) List</b></p> <p><i>Includes those having the authority and responsibility for planning, directing, and controlling the activities of an entity, either directly or indirectly – typically the board of directors, chief executive officer, chief operating officer, chief financial officer, vice presidents, Insider Threat Program Senior Official and the FSO.</i></p>	<ul style="list-style-type: none"> <li>✓ Spell out entire names of KMP</li> <li>✓ Provide Social Security Numbers (SSN) for all KMP (except excluded KMP)</li> <li>✓ Provide citizenship of all KMP</li> <li>✓ Only list clearance information for those KMPs that currently hold a clearance</li> <li>✓ Identify the Facility Security Officer (FSO) and the Insider Threat Program Senior Official (ITPSO)</li> <li>✓ Ensure KMP on this list match those listed on the Articles of Organization, By-laws or their amendments</li> <li>✓ Sign and date this form</li> </ul>	<ul style="list-style-type: none"> <li>✗ Missing for KMP (who need to be cleared): <ul style="list-style-type: none"> <li>○ SSN</li> <li>○ Date of birth</li> <li>○ Place of birth (including city)</li> </ul> </li> <li>✗ Missing for all KMP <ul style="list-style-type: none"> <li>○ Country of citizenship</li> <li>○ Positions that were identified in the Articles of Incorporation/Organization or By-laws/Operating Agreement</li> <li>○ Clearance or exclusion status</li> </ul> </li> <li>✗ If a position is vacant, the KMP List does not identify this position</li> <li>✗ Officer positions identified on the KMP List do not match those in the Articles of Incorporation/Organization or By-laws/Operating Agreement</li> <li>✗ Number of directors identified in the KMP List does not match that in the Articles of Incorporation/Organization or By-laws/Operating Agreement</li> </ul>

Form	Submission Requirements	Common Errors to Avoid
<b>Summary Data Sheet</b>	<ul style="list-style-type: none"> <li>✓ List type of business structure</li> <li>✓ List all previous business names</li> <li>✓ Include stock information/capital investment/LLC business units</li> <li>✓ List company website</li> <li>✓ List all tiered parents</li> <li>✓ Match number of Directors in Articles of Organization to Company By-laws</li> <li>✓ List all addresses dating back 10 years</li> <li>✓ List current Chairman of the Board</li> </ul>	<ul style="list-style-type: none"> <li>✗ The correct organization type not selected</li> <li>✗ Web site not listed</li> <li>✗ Stock information not listed or does not match the Articles of Incorporation/Organization or By-laws/Operating Agreement</li> <li>✗ Missing previous business names or addresses</li> <li>✗ Missing tiered parent companies</li> <li>✗ Number of Directors identified in the Summary Data Sheet does not match that in the Articles of Incorporation/Organization or By-laws/ Operating Agreement</li> <li>✗ Proscribed Information box not correctly completed</li> <li>✗ Items that are "Not Applicable" are not properly identified</li> </ul>
<b>DD Form 441, DoD Security Agreement</b> <i>Agreement between your organization and the United States Government (U.S.G.) that details the security responsibilities of both the cleared organization and the U.S.G.</i>	<ul style="list-style-type: none"> <li>✓ Execute two original DD441 forms for DSS and contractor retention</li> <li>✓ Sign and date by an employee or representative of the company who has actual authority to execute agreements with the U.S. Government on behalf of the company</li> <li>✓ Upload signed DD441 into e-FCL upon receipt of countersignatures from DSS</li> </ul>	<ul style="list-style-type: none"> <li>✗ DD441 has not been signed by an employee or representative of the company who has actual authority to execute agreements with the U.S. Government on behalf of the company</li> <li>✗ LLCs and Sole Proprietorships erroneously execute the "Certification" section of the DD441, instead of obtaining the required witness signature(s)</li> <li>✗ DD441 has not been countersigned by DSS</li> </ul>
<b>DD Form 441-1, Appendage to DoD Security Agreement</b>	<ul style="list-style-type: none"> <li>✓ List cleared divisions or branch offices that are included in and covered by the provisions of your organization's DD Form 441 and SF-328</li> </ul>	<ul style="list-style-type: none"> <li>✗ DD441-1 has not been countersigned by DSS prior to upload</li> </ul>

Form	Submission Requirements	Common Errors to Avoid
<p><b>Articles of Incorporation/ Certificate of Incorporation or Articles of Organization</b></p> <p><i>Acts as a charter to establish the existence of a corporation; is filed with the Secretary of State and must contain pertinent information such as the company's name, street address and the amount and type of stock issued.</i></p>	<ul style="list-style-type: none"> <li>✓ Submit complete and signed Articles of Incorporation and/or Articles of Organization</li> <li>✓ Upload amendments to these Articles which reflect changes to the original documents (company name, address, KMP, ownership, legal structure)</li> <li>✓ Exhibit A with: <ul style="list-style-type: none"> <li>○ Member/manager name(s)</li> <li>○ Overall percentage(s) of capital commitment of each member/manager</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>✗ Company name or address does not match the name/address of the in-process facility</li> <li>✗ Date of incorporation does not match the date reflected on the Summary Data Sheet</li> <li>✗ Amendments are not uploaded</li> <li>✗ Exhibit A is missing</li> <li>✗ List of members/manager in Exhibit A doesn't match KMP List</li> <li>✗ Members/managers in Exhibit A are excluded when they must be cleared in conjunction with the FCL</li> </ul>
<p><b>By-laws/Operating Agreement</b></p> <p><i>Your organization's operating manual – defines the size of the board and how it will function, the roles and duties of the directors and officers, the rules and procedures for holding meetings, electing directors and appointing officers.</i></p>	<ul style="list-style-type: none"> <li>✓ Identify all officers and directors who are reflected in the By-laws/Operating Agreement and in any subsequent amendments to By-laws/Operating Agreement</li> <li>✓ If By-laws/Operating Agreement are not required by state law, then the facility must submit a signed document on company letterhead identifying: <ul style="list-style-type: none"> <li>○ All members and managers</li> <li>○ How management is conducted</li> </ul> </li> <li>✓ Exhibit A with: <ul style="list-style-type: none"> <li>○ Member/manager name(s)</li> <li>○ Overall percentage(s) of capital commitment of each member</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>✗ Officer positions do not match the KMP List</li> <li>✗ Number of directors does not match the KMP List and Summary Data Sheet</li> <li>✗ Exhibit A is missing</li> <li>✗ List of members/manager in Exhibit A doesn't match KMP List</li> <li>✗ Members/managers in Exhibit A are excluded when they must be cleared in conjunction with the FCL</li> </ul>

Form	Submission Requirements	Common Errors to Avoid
<p><b>Shareholders Agreement(s)</b> <i>Defines the mutual obligations, privileges, protection, and rights, of the shareholders.</i></p>	<ul style="list-style-type: none"> <li>✓ Upload complete and signed Shareholder Agreement</li> </ul>	<ul style="list-style-type: none"> <li>✗ Shareholder Agreement not uploaded</li> <li>✗ Ownership percentages don't match the Organization Chart, KMP List or Summary Data Sheet</li> <li>✗ Owners are not identified as tier parent companies and are not being processed for an FCL or formally excluded from having access to classified information</li> </ul>
<p><b>Corporate Stock Ledger</b> <i>Permanent record of the capital stock of a corporation, listing the names and addresses of the stockholders, the number of shares owned, the serial numbers of the stock certificates, etc.</i></p>	<ul style="list-style-type: none"> <li>✓ List stockholder name(s)</li> <li>✓ List stockholder percentage(s) of ownership and number of shares held</li> </ul>	<ul style="list-style-type: none"> <li>✗ Stock ledger is missing</li> <li>✗ Ownership percentage doesn't match KMP List/Organizational Chart or Summary Data Sheet</li> </ul>
<p><b>Board meeting minutes</b> <i>Serves as an official and legal record of the meeting of the Board of Directors.</i></p>	<ul style="list-style-type: none"> <li>✓ Provide meeting minutes that can be used to validate the current KMP, company name and address, ownership or legal structure</li> </ul>	<ul style="list-style-type: none"> <li>✗ Have not been uploaded to document changes in company name, address, ownership or officer/director changes</li> </ul>

Form	Submission Requirements	Common Errors to Avoid
<p><b>Exclusions</b></p> <p><i>Formal Exclusion Resolutions are needed for Officers/ Directors on the KMP List who are being excluded from having access to classified information. Parent and Subsidiary companies are required to provide exclusion resolutions to reflect the formal exclusion of a parent company (or companies) from requiring access to classified information).</i></p>	<ul style="list-style-type: none"> <li>✓ Required exclusion resolutions must be uploaded</li> <li>✓ Exclusion Resolution must include all officers/ directors being excluded or all parent companies being excluded</li> <li>✓ Exclusion must be signed (typically by Secretary or another KMP)</li> </ul>	<ul style="list-style-type: none"> <li>✗ Are not uploaded or executed for all officers/directors who don't require access to classified information</li> <li>✗ Are not uploaded or executed for all tier parent companies that are being excluded</li> <li>✗ Are not signed</li> <li>✗ Missing temporary exclusion for KMP who is being temporarily excluded, pending the issuance of a security clearance</li> <li>✗ Wrong exclusion resolution executed</li> </ul>