



Job Aid: Exclusion Resolutions

This Job Aid provides templates for when facilities and certain personnel may need to fill out an Exclusion Resolution to exclude certain identified parties from access to classified information. The Defense Counterintelligence and Security Agency (DCSA) does not have official Exclusion Resolution templates; however, the following are being provided as a means of assisting industry and outside government stakeholders in ensuring all required information is reflected in Exclusion Resolutions for different scenarios.

Highest Cleared Entity Noting Excluded Entity's Exclusion and Resolution to Exclude Parent Organization

I, *(Insert Full Name)*, the duly elected Secretary of *(Insert Name of Highest Cleared Entity)*, a corporation in the State of *(Insert Name of State)*, do hereby certify that the following is a true and complete copy of a resolution passed at a meeting of the Board of Directors of said Corporation, at which a quorum was present, duly called, and held *(Insert Month Day, Year)*.

BE IT RESOLVED that officials of *(Insert Name of Highest Tier Excluded Entity and any Intermediate Entities)*, the ultimate tier entity organization, or any of the intermediate tier entities of *(Insert Name and Address of Highest Cleared Entity)*, shall not require and shall not have access to classified information in the custody of *(Insert Name of Highest Cleared Entity)*, a subsidiary organization or any other facilities reporting to *(Insert Name of Highest Cleared Entity)* that require access to classified information.

BE IT FURTHER RESOLVED that *(Insert Name of Highest Cleared Entity)* hereby acknowledges the execution of a resolution by *(Insert Name and Address of Highest Excluded Entity)* whereby the Corporation, its officers and directors, as such, and intermediate entities will not require and will not have access to classified information in the custody of *(Insert Name of Highest Cleared Entity)*, a subsidiary corporation, and further that this action will not affect adversely the policies of said subsidiary involving the security and safeguarding of classified information or performance of classified contracts.

BE IT FURTHER RESOLVED that these actions of the Board of Directors of the *(Insert Name of Highest Cleared Entity)* are taken for the purpose of exempting the *(Insert Name of Highest Tier Excluded Entity and Intermediate Tiers)* from the necessity of being processed for a Facility Security Clearance equivalent to that held by the *(Insert Name of Highest Cleared Entity)* in conformity with the "32 Code of Federal Regulations Part 117, [National Industrial Security Program Operating Manual \(NISPOM\) Rule.](#)"

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of *(Insert Name of Highest Cleared Entity)* this *(Insert Date)*.

Signature

NOTE: If the parent is to be excluded from a higher category of classified information, the next to last paragraph should read "... from the necessity of having to be processed for a Facility Security Clearance equivalent to that held by the (Name of Subsidiary)."



Exclusion Resolution of Corporate Organization

I, *(Insert Full Name)*, the duly elected Secretary of *(Insert Name of Highest Tier Excluded Entity)*, a corporation organized in the State of *(Insert Name of State)*, located at *(Insert Address of Highest Tier Excluded Entity)* do hereby certify that the following is a true and complete copy of a resolution passed at a meeting of the Board of Directors of said Corporation, at which a quorum was present, duly called and held *(Insert Month Day, Year)*.

BE IT RESOLVED that *(Insert Name and Address of Highest Tier Excluded Entity and Intermediate Entities)*, its officers and directors, as such, will not require and will not have access to classified information in the custody of *(Insert Name of Highest Cleared Entity)*, or any other facilities reporting to *(Insert Name of Highest Cleared Entity)* that require access to classified information, and further that *(Insert Name of Highest Cleared Entity)*, has been delegated full authority to act completely independent of *(Insert Name of Highest Tier Excluded Entity and intermediate tiers)* in all matters that involve or relate to *(Insert Highest Cleared Entity's)* responsibility to perform on classified contracts, to include safeguarding classified information.

BE IT FURTHER RESOLVED that this action is taken for the purpose of exempting *(Insert Name of Highest Tier Excluded Entity and Intermediate Tiers)* from the necessity of being processed for a Facility Security Clearance (FCL) in conformity with the "32 Code of Federal Regulations Part 117, [National Industrial Security Program Operating Manual \(NISPOM\) Rule.](#)" In lieu of a Facility Security Clearance, *(Insert Name of Highest Tier Excluded Entity)* will report any changed conditions within the complete organizational structure that may impact the FCL eligibility, as defined in 32 CFR 117.9(c), of *(Insert Name of Highest Cleared Facility)*. Any changes that may impact FCL eligibility of *(Insert Name of Highest Cleared Facility)* will be disclosed to the Facility Security Officer at *(Insert Name of Highest Cleared Facility)* or in special circumstances, directly to the Defense Counterintelligence and Security Agency.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of *(Insert Name of Company)* this *(Insert Date)*.

Signature

Exclusion Resolution for LLC Member (Organization)

I, *(Insert Full Name)*, the duly elected *(Management Official Title)* of *(Insert Name of LLC Member)*, a *(Type of Organization)* organized in the State of *(Insert Name of State)*, located at *(Insert Address of LLC Member)* do hereby certify that the following is a true and complete copy of a resolution passed at a meeting of the *(Type of Management Board)* of *(Management Officials)* of said *(Type of Organization)*, at which a quorum was present, duly called and held *(Insert Month Day, Year)*.

BE IT RESOLVED that *(Insert Name and Address of LLC Member)*, its management officials, as such, will not require, shall not have, and can be effectively and formally excluded from access to classified information disclosed to *(Insert Name of subject LLC)*, a *Limited Liability Company*, and further that *(Insert Name of subject LLC)*, has been delegated full authority to act completely independent of *(Insert Name of LLC Member)* in all matters that involve or relate to *(Insert Name of subject LLC)'s* responsibility to safeguard information.

BE IT FURTHER RESOLVED that *(Insert Name and Address of LLC Member)*, is taken for the purpose of exempting the *(Insert Name of LLC Member)* from the necessity of being processed for a Facility Security Clearance in conformity with the "32 Code of Federal Regulations Part 117, [National Industrial Security Program Operating Manual \(NISPOM\).](#)"

Signature _____
(Senior Management Official of LLC Member)

Date _____



Exclusion Resolution for Certain Directors, Officers, and LLC Member or Manager (if Person)

I, *(Insert Full Name)*, do hereby certify that I am *(Identify eligible KMP officer/position title)* of *(Insert Name of Corporation)*, a *(Insert Corporation, Company)* organized and existing under the laws of the State of *(Insert Name of State)*, and that the following is a true and correct copy of a resolution adopted by the Board of Directors, management board, or a similar type of executive body of the said *(Insert Corporation, Company)* at a meeting held at *(Insert Location)* on *(Insert Month, Day, Year)* at which time a quorum was present.

WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the Chairman of the Board, Senior Management Official and Facility Security Officer meet the requirements for eligibility for access to classified information established for a contractor facility security clearance; and

WHEREAS, said Department of Defense Regulations permit the exclusion from the personnel of the requirements for access to classified information of certain members of the Board of Directors and other officers, provided that this action is recorded in the corporate minutes.

NOW THEREFORE BE IT DECLARED that the Chairman of the Board, Senior Management Official and Facility Security Officer at the present time do possess, or will be processed for, the required eligibility for access to classified information; and

BE IT RESOLVED that in the future, when any individual enters upon any duties as Chairman of the Board, Senior Management Official and Facility Security Officer, such individual shall immediately make application for the required eligibility for access to classified information; and

BE IT RESOLVED AND DIRECTED that the following members of the Board of Directors and other officers or members shall not require, shall not have, and can be effectively and formally excluded from access to all **CLASSIFIED** information disclosed to the corporation/company and shall not affect adversely corporate/company policies or practices in the performance of classified contracts for the Department of Defense or the Government contracting activities (User Agencies) of the National Industrial Security Program.

NAME	TITLE

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of *(Insert Name of Company)* this *(Insert Date)*.

Signature