



# Ohio Third Frontier Commercial Acceleration Loan Fund Request for Applications (RFA)

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## Round 2: 2016

- RFA Released – February 22, 2016
- Intent to Apply Submission Deadline – April 1, 2016
- Application Submission Deadline – April 12, 2016
- Application Selection – April 28, 2016
- Due Diligence Periods
  - ✓ May 2, 2016 through June 24, 2016; or
  - ✓ July 8, 2016 through September 1, 2016
- Ohio Third Frontier Commission (approximate dates)
  - ✓ September 15, 2016; or
  - ✓ October 27, 2016

### RFA Administered by:

Ohio Development Services Agency  
Office of Small Business and Entrepreneurship  
77 South High Street, 28<sup>th</sup> Floor  
Columbus, OH 43215

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## **Appendices:**

Appendix A:	Intent to Apply – Deadline: Friday, April 1, 2015	(Submission Required)
Appendix B:	Application – Deadline: Monday, April 12, 2016	(Submission Required)
Appendix C:	Submission Instructions	
Appendix D:	Capitalization Table	(Submission Required – with Application)
Appendix E:	Intellectual Property Library Table	(Submission Required – with Application)

## **Exhibits:**

Exhibit I:	Form of Term Sheet
Exhibit II:	Technology Commercialization Framework Summary Table
Exhibit III:	Form of Loan Agreement
Exhibit IV:	Form of Pledge and Conditional Assignment of License Agreement

# Ohio Third Frontier

## Commercial Acceleration Loan Fund

### 1. Ohio Third Frontier Statement of Solicitation

#### 1.1 Background and the Request for Applications Issuance

Ohio Third Frontier is a \$2.1 billion economic development initiative supporting technology entrepreneurship and growing jobs across the state. Through a statewide network of resources, entrepreneurs have access to the technology, business assistance, capital and talent to turn great ideas into thriving companies. Ohio Third Frontier (OTF) is committed to transforming the state's economy through the growth of startup and early stage technology companies. Businesses and entrepreneurs have access to a statewide network of resources through this nationally-recognized initiative. The network provides access to business expertise, mentorship, capital and talent to help turn great ideas into thriving companies and well-paying jobs. The Ohio Third Frontier is driving this expanding, vibrant community of high-growth technology companies, and making Ohio a leading destination for entrepreneurs. For more information about Ohio Third Frontier, please see [Ohio Third Frontier Website](#).

This Request for Applications (RFA) is being issued by the Ohio Third Frontier Commission (Commission). The RFA will be released by publication on the Ohio Third Frontier website and individuals requesting Commercial Acceleration Loan Fund (CALF) program alerts will receive notice of the Publication.

CALF is an Ohio Third Frontier supported loan program that provides funding to early-stage and scale up companies commercializing next generation products and services. CALF bridges the gap between an early stage entrepreneur's need for capital and the traditional commercial sources of financing primarily reserved for established businesses. Successful CALF applicants: (i) are categorized within eligible industry sectors and technology commercialization phases; (ii) demonstrate the potential to grow substantially in size and value over a relatively short time-horizon; and (iii) are investment-validated through earlier rounds of professional financing, significant capital infusion from strategic partners; or (iv) have been awarded significant revenue-generating contracts. Since the CALF loan approvals began in December 2013, the Commission has approved \$32.8 million in funding to 25 companies.

RFA Website: [Commercial Acceleration Loan Fund Website](#).

The Intent to Apply (Appendix A), Application (Appendix B), and Submission Instructions (Appendix C) along with all other materials referenced within the Request for Applications are located along left hand side of the [Commercial Acceleration Loan Fund Website](#).

The Commission reserves the right to approve any application in full or in part, to request additional information to assist in the review process, to reject any or all applications responding to this RFA and to re-issue the RFA and accept new applications if the Commission determines that doing so is in the best interests of the State of Ohio (State). Issuing this RFA does not bind the State to make an award of Ohio Third Frontier funds. Any award of Ohio Third Frontier in respect to this RFA will be subject to availability of funds as provided in Section 126.07 of the Ohio Revised Code and to various mandatory provisions set forth in the Appendices hereto.

This RFA is not a contract or binding commitment of Ohio Development Services Agency (DSA). DSA administers this RFA and reserves the right to adjust the dates for this RFA at its sole discretion. DSA's Office of Small Business and Entrepreneurship (SBE) will administer funds awarded under this RFA.

## 1.2 The RFA Timeline

The RFA Process will consist of the following steps:

Release of RFA	February 22, 2016
Deadline: Intent to Apply (ITA) Submission <i>Required to be able to Submit an Application</i>	April 1, 2016 (4:00 PM EST)
Deadline: Application Submission	April 12, 2016 (4:00 PM EST)

The Awards Process will consist of the following steps:

Application Selection <i>Notified via Email Notification</i>	The week of: April 28, 2016
Third-Party Evaluation and Underwriting Period	May 2, 2016 to June 24, 2016; or July 8, 2016 to September 1, 2016
Award Decision – Proposed Presentation to Commission	September 15, 2016; or October 27, 2016
Award Agreement Preparation and Execution	Following Commission and Controlling Board Approval

## 1.3 Engagement with Entrepreneurial Network

The Ohio Third Frontier has made significant investment into fostering a statewide entrepreneurial network. This investment is particularly visible in the Entrepreneurial Signature Program (ESP), a statewide network of regionally-based organizations designed to provide services and capital to help entrepreneurs with start-up technology companies accelerate their growth and get their ideas to market and provide services such as:

- Mentorship by seasoned entrepreneurs and industry professionals;
- Help with business planning and investment pitch preparation;
- Access to investors and capital;
- Business support including legal, tax and accounting services;
- Help recruiting talent; and
- State-of-the-art workspaces at incubators.

While it is not a requirement of an application submission, CALF Applicants are encouraged to engage with the appropriate regional ESP representatives. Applicants acknowledge that DSA may contact the ESP to verify the level and type(s) of engagement between the ESP and the applicant. Contacts can be found at [ESP and Seed Fund Contact Listing](#).

## 2. Program Guidelines

### 2.1 CALF Loan Description

CALF loans are secured transactions disbursed in tranches as the borrower achieves certain milestones. Loan amounts range from \$500,000 to \$2,500,000 and can be used to finance up to 75 percent of allowable project costs. Loan awards at or above \$750,000 may be limited to borrowers generating revenues, long-term contracts and strategic partnerships, or who have attracted considerable equity capital.

Loan term may not exceed seven (7) years and target a 2x repayment to DSA on the principal amount drawn. Repayment structures may vary according to individual borrower needs, but a standard structure employs a graduated monthly payment schedule based on 5% projected annual sales. See Form of Term Sheet (Exhibit I). The CALF loan may offer an early repayment incentive.

### 2.2 CALF Program Eligibility

#### 2.2.1 Project Purpose Eligibility

Funds provided by the CALF program are intended to invest in projects moving innovative products/services into meaningful market entry or who are along the regulatory approval path.

Typical CALF loan projects have included:

- Commercial scale validation in market use conditions;
- First production run and manufacturing scale-up beyond pilot or *beta* stages;
- Final customer validation, product certification, and/or regulatory certification;
- Intellectual property development and protection;
- Research and development supporting iterations beyond first version releases;
- Launch of next generation of products, services or processes; and
- Design engineering and packaging.

#### 2.2.2 Technology Eligibility

Ohio Third Frontier seeks compelling business models for near-term market opportunities based on technology and tech-enabled products and services in the following areas of preference:

- Software/Information Technology
- Biomedical/Life Sciences
- Advanced Materials
- Sensors
- Energy
- Advanced Manufacturing

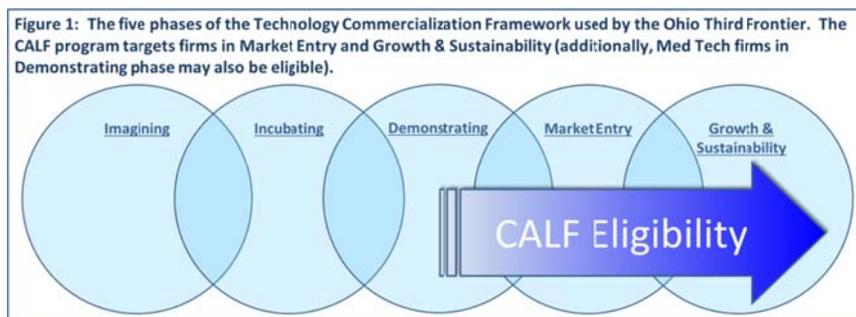
#### 2.2.3 Technology Commercialization Framework Phase Eligibility

Ohio Third Frontier Programs promote technology based economic development within Ohio by funding activities that move technology from idea to market. Consistent with this goal, the State identifies opportunities using the phases as set forth within the [Technology Commercialization Framework Guidelines](#) (Framework). The Framework consists of five (5) phases: 1) Imagining; 2) Incubating; 3) Demonstrating; 4) Market Entry; and 5) Growth and Sustainability. Each phase is defined by a requisite level of customer validation. Transitions between phases are accomplished as resources

are marshaled to support the transition (e.g. transitioning from Demonstrating to Market Entry may be supported by raising capital to expand manufacturing, sales, and customer support infrastructure).

Typical CALF loans support companies with products in Market Entry (proving market viability) and Growth and Sustainability (building and sustaining revenue) phases. Demonstrating phase products and processes in commercial context may also be supported in medical technology markets only. Eligible applicants must demonstrate that they have achieved an appropriate phase within the Framework in order to meet the requirement of the CALF program.

Applicants in all industries except medial technology must be generating revenue to qualify in either the “Market Entry” or “Growth & Sustainability” phases. For instance, projects at a minimum will support the commercialization of a first version or first production run release. Technologies within either pilot stages or *beta* release versions are not qualified. Medical technology applicants in the “Demonstrating” phase (Framework at page 49) may be eligible if applications demonstrate a clear and timely path to regulatory approval and commercialization. See the Technology Commercial Framework Summary Table (Exhibit II) for a summary of definitions, Customer Validation expectations and technology readiness levels for each phase.



## 2.2.4 Project Cost Eligibility

Each applicant will present a project outlining the plan of activity or activities that make up the total scope of work for the proposed use of CALF loan proceeds. See Budget Guidelines (Section 2.5) for further description.

## 2.3 CALF Requirements

### 2.3.1 Borrower’s Cost Share

The program requires a 25 percent minimum borrower contribution (Cost Share) to support allowable project costs. Approved sources of Cost Share are equity, convertible debt, revenue, available cash, or loan proceeds from an unsecured or subordinated commercial credit facility. In-kind contributions, government funds (either grants or loans), or similar items are not acceptable as Cost Share.

### 2.3.2 Term of Project

The “Project” is the plan of activity or activities that make up the total scope of work for the proposed use of CALF loan proceeds. The Project must be completed within three (3) years from execution of the loan agreement. The Project period should be consistent with applicant’s application. See Application (Appendix B).

### 2.3.3 Professional Investment Validation

The CALF program focuses on applications with a minimum of \$1,000,000 of investment-validating capital from professional angel organizations, venture capital funds or strategic investors. Funds

derived from government grants or loans, or individual investors who have not completed sufficient and acceptable due diligence will not be considered investment-validating capital.

#### **2.3.4 Previous State Assistance**

Applicants who have received previous State assistance must be in compliance with any outstanding incentives at the time of loan approval, and eligibility recommendation for the CALF loan will consider performance and compliance with previous government incentives.

However, previous, possible or current borrowers of DSA, Innovation Ohio Loan Fund (IOLF) or JobsOhio loans are ineligible for participation.

#### **2.3.5 Job Creation/Retention Requirements**

Entities awarded a CALF loan are required to commit to create and/or retain jobs within the State. There is not a specified dollar amount per job ratio, but the number of jobs committed as well as the annual payroll will be considered in the evaluation process.

#### **2.3.6 Professional Services Required**

The applicant must have qualified support staff or third-party contractors responsible for invoicing, bookkeeping and preparation of the submitted financial statements or the applicant will be disqualified. In addition, the applicant's chief executive or operating officer may not concurrently perform the role of chief financial officer, controller or bookkeeper.

Legal counsel (outside) is also required to provide various opinions consistent with the loan documents.

#### **2.3.7 Other Requirements**

The entity that submits an application will be legally and financially responsible for the administration of any resulting award by the Commission. The eligible applicant's principal place of business must be located in the State or the applicant must anticipate re-locating to the State in connection with the Project. A principal place of business is a facility: 1) located in the State; for an entity registered with the Secretary of State to conduct business in Ohio; and 2) where the entity maintains physical operations that are staffed and managed by a senior representative (authorized to make decisions and to obligate the applicant and its resources).

The entity that is awarded a CALF loan will be legally and financially responsible to adhere to DSA's reporting requirements throughout the life of the loan. Reporting requirements include, but are not limited to: 1) Quarterly Reporting; 2) Semi-Annual Reporting; and 3) Annual Reporting.

See Form of Term Sheet (Exhibit I) and Form of Loan Agreement (Exhibit III) for detailed requirements.

Moreover, review this Request for Applications in full and all appendices and exhibits to fully understand the eligibility requirements, limitations, restrictions and responsibilities of an entity awarded a CALF loan.

## **2.4 CALF Restrictions and Pledges**

### **2.4.1 Salary and Bonus Limitations**

Compensation may be restricted or the loan may require additional payments of principal during the repayment period when salary increases or bonuses are being paid to managing members or certain shareholders. See Form of Loan Agreement (Exhibit III).

### **2.4.2 Security and Collateral**

DSA will typically require a first lien security position on all business assets, including:

- Demand deposit control agreements for lien on financial accounts;
- Intellectual property security and escrow agreements; and
- Pledge and conditional assignments for intellectual property licensed by the borrower.

DSA may also require additional credit support, such as:

- Personal guaranty from founders with significant holdings;
- Corporate guaranty from affiliated entities;
- Life insurance policies on key business owners and/or managers; and
- Other forms of collateral enhancements as deemed necessary by DSA.

### **2.4.3 Other Prohibitions**

Applicants' lenders, if any, may have to agree to subordinate to DSA in both payment and priority. In addition, a CALF loan borrower may be restricted or prohibited from incurring or repaying any other financing debt.

See Form of Loan Agreement (Exhibit III) which includes a number of other required provisions, which applicant should review prior to submitting its application.

## **2.5 Budget Guidelines**

Each applicant will present a budget outlining the sources and uses of funds within the application (Appendix B). The total of such budget is defined as the Project amount. The sources of funds will comprise the applicant's cost share (See Section 2.3.1 – Borrower's Cost Share) and the CALF loan funds which determines the loan percentage. The uses of funds will comprise of various budget categories with assigned dollars totaling the Project amount.

Standard use budget categories include, but are not limited to:

- Furniture and fixtures;
- Intellectual property;
- Inventory;
- Land and building;
- Leasehold improvements;
- Machinery and equipment;
- Research and development; and
- Sales, general and administrative expenses.

Budget categories may not include any portion of a non-eligible expense, unless approved by DSA in advance. Non-eligible expenses include, but may not be limited to:

- Bank fees and late fees;

- Gifts;
- Travel;
- Subcontracting work or activities, unless pre-authorized;
- Expenses at a non-approved Project site(s);
- Application preparation and/or application consultancy costs;
- Bonuses to shareholders or employees;
- Loans to shareholders or employees;
- Consulting fees paid to directors, shareholders and/or members;
- Unemployment insurance;
- Worker's compensation premiums (or payments for self-insured);
- Out of State employee compensation, unless pre-authorized;
- Lobbyists or lobbying related expenses;
- Related entities' expenses, unless pre-authorized;
- Cost Share on any government loans or grants;
- Expenses identified as non-eligible in loan agreement; and
- Expenses not defined by the Project budget.

Disbursement of loan funds are subject to: 1) the loan percentage; 2) amounts available per use budget category; 3) the Project period, which is defined as the period between the Project start date and the Project completion date; and 4) milestone achievements. Loan funds are disbursed by tranches, which include at least one (1) milestone requirement per tranche for the borrower to achieve. Loan funds will be released upon DSA's approval of the achievement of such milestone(s).

At the time of disbursement, the borrower is required to provide documentation of Project expenditures by budget category. Loan disbursement will be in accordance with the loan funding percentage (i.e. Loan funding percentage is 50%. The borrower submits receipts for \$100,000 of purchased inventory, and DSA disburses loan funds in the amount of \$50,000 against the inventory budget category.).

In consultation with the applicant, the budget may be revised during the third party evaluation and underwriting period by DSA and third-party evaluators as necessary.

See Form of Term Sheet (Exhibit I) and Form of Loan Agreement (Exhibit III) which sets forth the terms and conditions of the budget and loan disbursement requirements.

### 3. Submission Requirements

#### 3.1 General Instructions

Applicants must complete and submit the **Intent to Apply** by the deadline to be **eligible** to submit an **Application**.

Applicants must submit the Intent to Apply, the Application and all required attachments using the Document Submission Portal (Portal) located within the [Commercial Acceleration Loan Fund Website](#). The Submission Instructions (Appendix C) details the step by step instructions to register, enter and submit within the Portal. Applicants are advised to become familiar with the instructions prior to registering and entering the Portal.

**NOTE:** The Document Submission Portal will be open one (1) week before the submission deadlines and availability will be posted on the [Commercial Acceleration Loan Fund Website](#).

All submissions received after the deadline will **not** be considered.

DSA is not responsible for any technological errors resulting in late submissions. If the Portal is inoperative, submit all required documents *via* email to: [earlystagecapital@development.ohio.gov](mailto:earlystagecapital@development.ohio.gov).

##### 3.1.1 Intent to Apply Submission

**DEADLINE FOR SUBMISSION: 4:00 PM EST, APRIL 1, 2016**

Using best efforts, DSA will contact applicants regarding preliminary eligibility after Intent to Apply submission and prior to Application submission.

##### 3.1.2 Application Submission

**DEADLINE FOR SUBMISSION: 4:00 PM EST, APRIL 12, 2016**

It is the responsibility of each applicant to ensure that DSA's Office of Small Business and Entrepreneurship receives the completed application before the submission deadline. Late applications will not be reviewed or considered.

The applicant is solely responsible to ensure its Application is complete, accurate and complies with all requirements set forth in this RFA. Applicants are advised to read this RFA in its entirety to ensure a complete understanding of the application requirements. The form, format, additional attachments and content of all applications must follow the directions provided within this Request for Applications, Application (Appendix B) and content contained in Submission Instructions (Appendix C)

The applicant must be willing and able to enter into a loan agreement with the State substantially in the form included as Exhibit III.

Note: All costs incurred during the preparation, submission and review of an application shall be borne by the applicant and its team. Application preparation costs and/or application consultancy costs are not recoverable from Ohio Third Frontier funds nor will they be considered as Cost Share to the Project. The State shall not otherwise contribute to or be liable for the costs of application preparation.

### 3.1.3 Documents Required for Submission

Intent to Apply:

Applicant must complete the CALF Intent to Apply (DSA Format Required <sup>(1)</sup>) and submit within the Portal prior to the Intent to Apply deadline.

Application: Applicant must complete or prepare the following documents and submit within the Portal prior to the application deadline:

- CALF Application; DSA Format Required<sup>(1)</sup>
- Technology Roadmap; Applicant Prepared
- Commercialization Roadmap; Applicant Prepared
- Combined Roadmaps; (not required if prepared separately) Applicant Prepared
- Historical Financials with Notes (FY 2013) <sup>(2)</sup> Applicant Prepared
- Historical Financials with Notes (FY 2014) <sup>(2)</sup> Applicant Prepared
- Historical Financials with Notes (FY 2015) <sup>(2)</sup> Applicant Prepared
- Current Financials with Notes (Year to Date) <sup>(2)</sup> Applicant Prepared
- Financial Projections with Narrative Assumptions Applicant Prepared
- Bank Statement (Most Recent) Applicant Prepared
- Capitalization Table DSA Format Required<sup>(1)</sup>
- Asset List Applicant Prepared
- Intellectual Property Table DSA Format Required<sup>(1)</sup>
- Team Composition (two (2) pages or less) Applicant Prepared
- Evidence of Board Notification Applicant Prepared
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<sup>(1)</sup> DSA Format Required Forms are found down the left hand side of the [Commercial Acceleration Loan Fund Website](#) .

<sup>(2)</sup> If company not organized within indicated year, attachment not required.

## 3.2 Communications

### 3.2.1 Questions and Answers

All questions regarding the RFA **must be submitted in writing** via email to: [earlystagecapital@development.ohio.gov](mailto:earlystagecapital@development.ohio.gov) and using subject lines as illustrated below:

CALF Q&A – {Short Description of Question} – {Company Name}  
Example: CALF Q&A – Professional Investment Eligibility – ABC Company

Substantive questions and answers will be posted within the link “Frequently Asked Questions (FAQ)” within the [Commercial Acceleration Loan Fund Website](#). DSA reserves the right to edit questions for brevity and clarity.

### 3.2.2 Prohibited Contact

There will be a prohibition on initiating direct contact with any Commission member, DSA’s external evaluators for this RFA, and/or DSA staff during the Application period. The Application period is defined as the date the Request for Application is posted and available to applicants through the date of the Application submission deadline. No applicant, or others acting on its behalf, may initiate contact with any Commission member, DSA’s external evaluators for this RFA, and/or DSA staff other

than the method described in the above section “Questions and Answers” about the Project during the Application period. If an applicant, and/or others acting on its behalf makes prohibited contact, DSA may eliminate the application from the RFA process.

### **3.3 Awards Process and Execution**

Ohio Third Frontier uses a competitive, objective and transparent process to make awards to projects based on applications that reflect meritorious content, sound outreach plans and high potential for positive impacts on the economic conditions in the State.

The Ohio Third Frontier Advisory Board helps prepare, and the Commission approves in open public meetings, the annual strategic plan providing the Ohio Third Frontier its directional framework and financial allocations. Following the Commission’s direction, this RFA establishes specific award criteria and will be subject to a competitive peer review process. Thus, this RFA process complies with Section 184.02(B) of the Ohio Revised Code, which states:

*In addition to the powers and duties under sections 184.10 to 184.20 and 184.37 of the Revised Code, the Commission shall do all of the following: (1) Establish a competitive process for the award of grants and loans that is designed to fund the most meritorious applications and, when appropriate, provide for peer review of applications;...*

The Ohio Third Frontier’s Awards Process will consist of: 1) application review and evaluation; 2) the award; and, 3) award agreement preparation and execution.

#### **3.3.1 Application Review and Evaluation Procedures**

Only the most meritorious applications are sought for funding. Applications will be evaluated based on responsiveness to all the requirements of this RFA. Implicit in those requirements and evaluation criteria is the quality of the statement of work and budget. Upon receipt of applications, DSA staff will review the applications to screen for compliance with the RFA’s requirements. Examples of application elements checked in the screening process include: eligibility, application completeness and likelihood to pass third-party evaluation. Applications found to not comply with this RFA’s requirements may be eliminated from the competition and not reviewed further.

Applications will be scored based on the following criteria:

- Alignment of the application with the CALF purposes, goals, objectives, eligibility and funding requirements as described in Sections 2 and 3 of this RFA;
- Quality of the responses to the requirements of this RFA as outlined in Appendix C (Application);
- Financial review;
- Technology and market review; and
- Benefit to the State.

After the applications are submitted for this RFA, the Commission reserves the right to request additional information from any or all applicants to assist in its evaluation process.

#### **3.3.2 Award Decision**

Applications recommended for funding will be presented, along with necessary programmatic details including information about funds available and program goals and criteria, at a public meeting (the

Commission meeting). If requested, applicants must attend the Commission meeting at which the applications are considered for funding. Both the external evaluator for this Ohio Third Frontier program and DSA staff will be available to respond to questions from Commission members.

Commission members will deliberate and exercise their independent judgment regarding award decisions based on all the information exchanged. The Commission may approve awards subject to conditions identified during its deliberation. The Commission acts by the affirmative vote of majority of its members. Applicants will be notified of the outcome of their applications after the Commission makes its funding decisions.

### **3.3.3 Award Agreement Preparation and Execution**

Awards of Ohio Third Frontier funds will be made based on applications as submitted (including any such modifications that may be identified during the review and evaluation process and as may be agreed by the applicant), the Project budget, and any conditions set forth by the Commission. Following Commission approval, an award must be approved by the State's Controlling Board, a legislative body that reviews appropriation of state funds. DSA will request Controlling Board following the Commission's funding decision. This process typically takes 45 to 60 days or more to complete following Commission approval.

DSA will prepare a loan agreement, substantially in the form of Appendix E, setting forth the terms and conditions upon which Ohio Third Frontier funds are awarded and the respective rights and obligations of the applicant and the State for the Project. The loan agreement will incorporate the application and Project budget, as either may have been modified during the RFA process.

A borrower is required to complete the Project as described in the borrower's Application as submitted, and with only those modifications as agreed by the borrower and DSA in finalizing the Loan Agreement. DSA will assign a program manager who will work with the borrower throughout the Project period. DSA staff and the borrower will develop performance metrics that will be used to measure progress of the Project consistent with the Loan Agreement.

Borrowers will be required to submit to DSA quarterly progress and metrics reports, as well as invoices and expenditures reports, to document achievement of Project milestones, to report Project-related success stories, and to submit post-Project completion annual reports for a period of time to be determined by DSA. All reports and invoices will be submitted in the form and format required by DSA, which are subject to change.

The applicant must be willing and able to enter into a loan agreement with the State of Ohio substantially in the form included in Appendix E (Form of Loan Agreement). Applicants that become borrowers must maintain eligibility while the loan is outstanding. A borrower that is no longer eligible or relocates out of the State forfeits its award and may be required to immediately repay the State in the full amount of monies borrowed, plus all additional amounts required under the loan agreement.

## **3.4 Trade Secret Information**

Applicants are strongly discouraged from including any information that is considered to be "trade secret," as that term is defined in Section 1333.61(D) of the Ohio Revised Code. All information submitted in response to this RFA is public information unless a statutory exception exists that exempts it from public release under the Ohio Public Records Act in Section 149.43 of the Ohio Revised Code, such as Section 122.36 of the Ohio Revised Code.

If any information submitted is to be treated as a trade secret, it must:

- Check “does include” information considered a “trade secret” within the ITA; and
- Click the Red Trade Secret Box included with applicable questions within the Application.

To determine what qualifies as trade secret information, refer to the definition of “trade secret” in Section 1333.61(D) of the Ohio Revised Code, which is reproduced below for reference:

*(D) “Trade Secret” means information, including the whole or any portion or phase of any scientific or technical information, design, process, procedure, formula, pattern, compilation, program, device, method, technique, or improvement, or any business information or plans, financial information, or listing of names, addresses, or telephone numbers, that satisfies both of the following:*

*(1) It derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use.*

*(2) It is the subject of efforts that are reasonable under the circumstances to maintain its secrecy.*

DSA requires non-disclosure agreements from all non-DSA persons who may have access to applications containing trade secret information, including evaluators.