

SUBSIDIARY BOARD RESOLUTION NOTING PARENT'S EXCLUSION
AND
RESOLUTION TO EXCLUDE PARENT ORGANIZATION

I, (Full Name) , the duly elected Secretary of (Name of Subsidiary Organization) , a corporation organized in the State of , located at (Address of Subsidiary Organization) , 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 , 2 .

RESOLVED that officials of (Name and Address of Parent) , the parent organization of (Name of Subsidiary Organization) , shall not require and shall not have access to the classified information and/or special nuclear material in the custody of (Name of Subsidiary Organization) , a subsidiary organization.

BE IT FURTHER RESOLVED that (Name of Subsidiary Organization) hereby officially acknowledges the adoption by the Board of Directors of (Parent Name and Address) , the parent organization of (Name of Subsidiary Organization) , of resolutions (1) excluding (Name of Parent) , its Directors and Officers, acting as such, from access to all classified information and/or special nuclear material in the custody of (Name of Subsidiary Organization) ; (2) providing that such Directors and Officers, acting as such, do not occupy positions that would enable them to affect adversely the policies and practices of (Name of Subsidiary Organization) in performing classified contracts; and (3) acknowledging that (Name of Subsidiary Organization) has been delegated full authority to act completely independent of (Name of Parent) in all matters relating to responsibility to safeguard classified information and/or special nuclear material.

BE IT FURTHER RESOLVED that (Name of Subsidiary Organization) acknowledges certificates executed by the below listed individuals who are officers and/or directors of (Name of Parent) and (Name of Subsidiary Organization) and who have been granted or are being processed for access authorizations as a condition of clearing (Name of Subsidiary Organization) , that they will not disclose classified information and/or special nuclear material to (Name of Parent) or any of its agents.

 (Full Name and Position)

 (Full Name and Position)

BE IT FURTHER RESOLVED that these actions of the Board of Directors of the (Name of Subsidiary Organization) are taken for the purpose of excluding the (Name of Parent) from the necessity of obtaining a Facility Clearance equivalent to that held by (Name of Subsidiary Organization) in conformity with the National Industrial Security Program.

BE IT FURTHER RESOLVED that the (Name of Corporation) shall ensure that classified information and/or special nuclear material in the custody of (Name of Corporation) is only disclosed to (i) employees who possess the appropriate access authorization (i.e., security clearance) and who require the classified information and/or special nuclear material to satisfy contractual obligations on a need-to-know basis, and/or (ii) another cleared contractor/subcontractor when access is necessary for the performance of tasks or services essential to the fulfillment of a prime contract or a subcontract. Furthermore, (Name of Corporation) shall ensure that classified information and/or special nuclear material which (Name of Corporation) received or generated under a contract/subcontract from one federal agency is not disclosed to any other federal agency unless specifically authorized by the agency that has classification jurisdiction over the classified information and/or special nuclear material.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of
_____ this ____ day of _____.

(Signature)

(SEAL)