A Program Solicitation
By the Bridge Program at the Department of War Innovation Unit (DIU)
Classified Access to Address Critical Technology (CLASS ACT)

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OVERVIEW

In accordance with the FY25 National Defense Authorization Act (NDAA) §874, Establishment of Pilot Program for Access to Shared Classified Commercial Infrastructure, the Department of War Innovation Unit (DIU) would like to expand the number of available Nontraditional Defense Contractors seeking access to, and competing for, classified contracts issued by the Department of War (DoW). This pilot solicitation titled, "Classified Access to Address Critical Technology (CLASS ACT)", seeks to assist entities with capabilities or technology highly relevant to the DOW to gain facility clearances so that they can bring their innovation to the Department, and help solve classified technical challenges.

This solicitation and its accompanying instructions constitute a pilot program under 10 U.S.C. § 4022. DIU anticipates that topic areas, submission and evaluation criteria, and administrative guidelines will undergo active iteration and amendments following initial implementation based on operational insights and participant feedback. Potential offerors should reference amendments to this solicitation for updated guidance and revised solicitation instructions.

PILOT SOLICITATION
Department of War Innovation Unit (DIU)
The Bridge Program
Classified Access to Address Critical Technology (CLASS ACT)

1.0 BACKGROUND & PROBLEM STATEMENT

The Bridge Program's Classified Access to Address Critical Technology (CLASS ACT) effort seeks to facilitate security clearances in order to connect nontraditional defense contractors with the Department of War (DoW)'s most challenging classified problems. CLASS ACT aims to support entities that a) do not have a facility clearance (FCL), b) meet the definition of a nontraditional defense contractor, and c) demonstrate they can provide capability and value to the DoW.

A significant portion of the U.S. defense industrial base, particularly non-traditional entities and small businesses with innovative solutions, are systematically excluded from classified concept development because of a lack of an FCL. These entities face a structural impediment: a classified contract is required to obtain an FCL, yet an FCL is required to compete for and perform on a classified contract. This circular barrier prevents the Department from accessing innovative solutions to priority Joint Operational Problems identified by the Joint Chiefs of Staff, precisely when rapid, non-traditional input is most urgently needed. Existing contracting and security-sponsorship pathways are too slow and administratively burdensome for small entities to navigate alone, particularly under the compressed timelines tied to technical exchange and integration events.

Currently, a contract or agreement with the DOW is required to sponsor a company for a FCL and complete the appropriate clearance paperwork, known as a Department of Defense Form 254 (DD254). Typically, this process is not initiated until contracting is complete, delaying the timelines to achieve a clearance and inhibiting the speed of the commercial solution.

On the investment side, due to budgeting cycles, it can take two years (or more) between when DoW decides to invest in a capability and when funding becomes available for acquisition. This system does not support start-up or commercial timetables and contributes to time lost that could be used to generate new ideas, mature existing ones, begin scaling production, or other endeavors that support DoW priorities.

To bridge these gaps, CLASS ACT is soliciting nontraditional defense contractors with promising capabilities, ideas, or technology related to specific topic areas of interest to the DoW. If selected, CLASS ACT performers will be sponsored for Top Secret (TS) FCL to enable interactions with DoW (and other Government) personnel for the purpose of understanding classified challenges, threats, requirements, and other data needed to ultimately deliver commercial capabilities to the government. The end goal is for CLASS ACT participants to understand DOW requirements such that they can leverage or adapt their capabilities to these critical DoW needs.

1.2 Acquisition Strategy

CLASS ACT will run for 36 months in length. DIU's Bridge Program will periodically release priority topic areas under the Bridge Pathways in DIU Work With Us page and then accept proposal submissions in the form of white papers (maximum 5 pages). These topic areas will be open for a limited amount of time and target nontraditional defense contractors that do not currently have an FCL. DIU may reissue topic areas or decide not to award after a topic area closes. CLASS ACT offerors should submit white papers to topic areas in accordance with 3.0 GUIDELINES FOR SUBMISSIONS and any specific instructions in the topic area. Offerors should only submit white papers to the specific topic areas listed under Bridge Pathways on the DIU Work With Us page. This document serves to notify and inform potential offerors of the CLASS ACT effort and submission criteria. All CLASS ACT topic areas will be unclassified. CLASS ACT is designed as an adaptive pilot initiative. As a pilot, DIU reserves the right to refine, modify, or restructure solicitation instructions, application criteria, and operational mechanisms throughout the 36-month period as lessons are learned during execution.

Selected entities may receive an Other Transaction (OT) for Prototype Project award or a bailment agreement, as appropriate. If an entity is selected, the Government expects the entity to meet eligibility requirements to obtain an FCL to access top secret classified information. DIU will coordinate industrial security support to each CLASS ACT performer to assist in navigating and completing the FCL process. CLASS ACT performers will need to develop specific deliverables and artifacts unique to the topic area, which could potentially lead to further development, testing, or other efforts. CLASS ACT performers should expect to receive a minimum of $2,500 for their efforts on a prototype OT award or no monetary compensation on a bailment agreement. An agreement may be terminated if a participant fails to obtain or maintain its FCL.

For information on requirements and expectations regarding FCLs please reference the DCSA website on FCLs: https://www.dcsa.mil/FCL/. Specifically, the FCL Orientation Handbook and the 32 CFR Part 117 – National Industrial Security Program Operating Manual (NISPOM) should be reviewed before applying to CLASS ACT to ensure the offeror understands the process and requirements of obtaining and maintaining an FCL. An entity's ability to be awarded and stay awarded a CLASS ACT OTA is dependent on their ability to obtain an FCL.

2.0 ACQUISITION AUTHORITY

This pilot solicitation for CLASS ACT is issued under the authority of 10 U.S.C. § 4022, *Authority of the Department of Defense to Carry Out Certain Prototype Projects*, and may result in entities being eligible for award of an Other Transaction for Prototype Project agreement, a bailment agreement, or a combination thereof. DIU reserves the right to award an OT agreement under 10 U.S.C. § 4022, a bailment agreement, a combination, or to make no award at all.

As this solicitation governs a pilot program (CLASS ACT), governing procedures and award structures remain subject to continuous evaluation and amendment by DIU.

3.0 GUIDELINES FOR SUBMISSIONS

3.1 General Guidelines

a. Do not include elaborate marketing materials or proposals.

b. Use of a diagram(s) or figure(s) to depict the essence of the proposed solution is permitted.

c. All submissions shall be no higher than CUI. The only acceptable category of CUI is proprietary information.

d. Offerors are responsible for clearly identifying proprietary information. Submissions containing proprietary information must have the cover page and each page containing such information clearly marked with a label such as "Proprietary" or "Company Proprietary." NOTE: "Confidential" is a classification marking used to control the dissemination of U.S. Government National Security Information as dictated in Executive Order 13526 and should not be used to identify proprietary business information.

e. Offerors are responsible for reviewing the DCSA FCL Orientation Handbook and NISPOM before preparing a proposal.

f. White papers must be submitted electronically, in response to specific topic areas, via the DIU website: https://diu.mil/work-with-us/open-solicitations.

g. Submissions sent through other mediums, channels, or after the deadline will not be considered, reviewed, or evaluated.

h. Offerors providing white papers that are not invited to join CLASS ACT will be notified in writing as soon as practical.

3.2 Required Submission Content

a. Submission application should be in the form of white paper, not to exceed five (5) pages.

b. For CUI submissions, the CUI cover page will not count against the page limit.

c. Any citations must be included on a separate page and will not count against the page limit.

d. Include a title page (will not count against the page limit) with Offeror Name, Title, Topic Area, Point of Contact Name, Email, Phone, Address, CAGE code and SAM UEI (offerors must have an active SAM registration). The title page should also: Certify that offeror has an active SAM registration; Certify that offeror is a nontraditional defense contractor; Certify that Key Management Personnel (KMP) are U.S. Citizens (reference DCSA FCL Orientation Handbook for more on KMP); Agree to provide updates related to investment activity; Certify that the offeror does not have or has not had a facility clearance.

3.2.1 Capability/Technology Provider Submissions shall include:

a. Capability alignment. Provide an overview of the offeror's technology or capability including technology readiness level (TRL) and supplementary information to justify the selected TRL. Include relevant capability specifications and clearly mark those that are not yet observed in operational environments. Include rationale for CLASS ACT participation. Elaborate on the value the offeror's technology or capability can provide DoW, supported with metrics associated with time, money, and outcomes.

b. Company Viability.

- Include total number of employees, a table that lists fundraising details such as amount, date, type (equity financing, debt, grant, etc), a summary of the top-line (gross sales/revenues), and Manufacturing Readiness Level of the capability or technology (as applicable). Discuss manufacturing strategy and associated timelines. Highlight any unique organizational capabilities around manufacturing.
- Provide relevant biographical information on leadership team members. Certify that individuals holding KMP positions are U.S. citizens. State whether any of these key individuals have dual citizenship, major financial liabilities, or criminal histories that could affect their eligibility for a Top Secret security clearance, which is needed to obtain an FCL.

c. National Security Traction. Include a table documenting awarded contracts or agreements (clearly label any SBIR/STTR grants), that includes period of performance, funding sponsor, succinct description of the work performed or items delivered, and funded amount (not ceiling), with DoW components or other parts of the national security ecosystem. Also provide a list of any Government-sponsored exercises or test events where data was collected about your solutions performance.

d. Certify and document whether the entity meets the statutory criteria under 10 U.S.C § 4022 as a Nontraditional Defense Contractor

e. State whether the company currently has a basic self-assessment score uploaded to the DoD's Supplier Performance Risk System (SPRS) in compliance with either the 15 basic safeguarding requirements and procedures to protect covered contractor information systems found within FAR clause 52.204-21 **OR** the security requirements found in NIST SP 800-171 Revision 2 to handle CUI. If not, outline the company's plan and timeline to implementation.

f. Provide Foreign, Ownership, Control, or Influence (FOCI) information.

- Provide a capitalization summary (cap table) detailing the percentage of foreign equity ownership, and state whether any foreign investor holds board observer rights, or veto rights over corporate decisions.
- Provide a list of existing equity holders, including restricted stock unit (RSU) and option holders (vested and unvested), debt holders, including debentures and convertible notes, and beneficiaries of contractual obligations to provide equity in the future, including but not limited to Simple Agreements for Future Equity (SAFEs) (collectively "Investors") that confers board representation,

board observer rights, voting rights exceeding five percent (5%), or access to non-public technical data, CUI, or operational software. Confirm that you agree to provide any updates to information required by this section within 15 business days of any new investment activity. Such notification shall include the name, nationality (including whether the investor holds dual citizenship), and equity holding of such Investor. With respect to RSU holders, option holders, debt holders, and SAFE holders, the COMPANY shall disclose the fully vested and as-converted equity position of such Investors. Such disclosures are necessary for the Government to perform a risk assessment relating to critical technology and national defense.

3.2.2 Investor Submissions shall include:

a. Provide the offeror's rationale for participating in CLASS ACT.

b. **Investor information:**

- Provide relevant, but short, biographical information of key leadership positions, key investors, or limited partners. Certify that individuals holding KMP positions are U.S. citizens. State whether any of these key individuals have dual citizenship, major financial liabilities, or criminal histories that could affect their eligibility for a Top Secret security clearance, which is needed to obtain an FCL.
- Provide detail on your approach and preferences with respect to identifying and maintaining key leadership positions, key investors, or limited partners associated with your entity.
- Include a table detailing any national security related agreements, contracts, or funding arrangements that reinforce the offeror's focus on national security priorities. Include details of active participation on DoW boards or other national security focused collaborative initiatives.
- Certify whether the firm, its managing partners, or general partners have been subject to any active or pending federal regulatory investigations (e.g., SEC, FINRA, CFIUS, or Department of Justice) within the past five (5) years.
- FOCI Disclosure: Detail the identity, citizenship, and country of origin of any foreign national or foreign entity holding more than a 5% economic or voting, or equity interest in the fund, or holding a board/observer seat in the fund's managing entity. Detail any other information regarding the firm's foreign ownership, control, or influence.

d. **Investments Information:**

- Identify total available capital (dry powder) and expected deployment timeline. Detail the percentage that is ready to invest in DoW-related priority areas, and specify what percentage is targeted at entities in the co-listed CLASS ACT topic area, which is also listed on DIU Work With Us page.

- List total assets under management. Detail the offeror's stage preferences and support this preference by providing approximate percentages as they apply to existing portfolio of investments (e.g., seed, early-stage, growth-stage). Detail percentage of deals where the investor is a lead and percentage of deals where the investor was a follower. List the average investment size. Detail exit-related metrics that you'd like to highlight.
- List relevant technology areas that the offeror prioritizes and provide a high-level overview of the criteria you use to identify and evaluate potential investments in these technology areas.
- List (in table format) DoW-related investments and clearly identify those that specifically apply to the co-listed topic area, which can also be found on the DIU website. Include name of company, year first investment was made, lead or follow, total $ investment made to date, and % of the fund that it comprised.
- Provide 2 short narratives that showcase how the offeror's non-monetary investment helped 2 portfolio companies contribute to U.S. national security.

e. Disclose any direct, indirect or beneficial owner of equity, convertible or debt securities of the firm or any of its indirect or beneficial owners that are or becomes (i) person or entities with whom transactions are prohibited or limited under any economic sanctions law, including those administered by the United States Department of Commerce, the sanctions, embargoes and restriction administered by the United States Department of Treasury's Office of Foreign Assets Control, the anti-boycott regulations administered by the United States Department of Commerce and regulations administered by the United States Department of Treasury) (the "Sanctions"); (ii) located or ordinarily resident in Cuba, Iran, North Korea, Sudan, Syria, or the Crimea region of Ukraine or another country or territory that is the subject of any Sanctions (the "Sanctioned Countries"); (iii) located or ordinarily resident in the Russian Federation or the People's Republic of China ("Prohibited Countries"); (iv) located ordinarily resident in any country or territory that is not (A) a party to the British-U.S. Communication Intelligence Agreement dated March 5, 1946 (as amended), for the avoidance of doubt, those parties being the Commonwealth of Australia, Canada, New Zealand, the United Kingdom, and the United States, or (B) a member of the North Atlantic Treaty Organization or a territory of such a member (together, the "Non-Treaty Countries"); or (v) a person associated with, or currently or formerly a member of, any Government Entity not of the United States (the "Prohibited Associations"). Failure of disclosure or delayed disclosures are grounds for termination of agreement.

3.3. Submissions – Basis of Evaluation

Individual proposals will be evaluated against the minimum evaluation criteria described below:

a. **Capability/Technology Proposals Evaluation criteria**

- **Alignment:** Is the proposed technology or capability aligned with the topic area?
- **Maturity:** Minimum TRL 7 (Tested in operational environment) and raised at least $10m in equity financing
- **Company viability:** Must have booked annual revenues of at least $2,000,000; and must not be backed by adversarial capital.
- **National Security Traction:** Must have been awarded recent FAR or non-FAR- based instruments (prototype agreements, SBIRs, task orders, etc) with DOW components or others in the national security ecosystem OR participated in Government sponsored exercises or test events where the Government sponsor collected performance data.

b. **Investor Proposals Evaluation Criteria**

- **Dry Powder:** Availability of capital to invest is at least $100m from non-adversarial capital sources
- **Investment Alignment:** Demonstrates a track record of making investments in the co-listed topic area and has an average investment size of $5m in companies that enable U. S. national security

4.0 AI TOOLS & 3rd PARTY HOSTING ENVIRONMENTS

The Government may utilize artificial intelligence (AI) tools, machine-learning software, and automated data processing systems to assist in the review, summarization, tracking, and administrative analysis of submitted applications. By submitting an application, the Applicant explicitly acknowledges and grants the Government permission to store, host, process, and analyze all submitted materials—including any data sanitized, redacted, or reformatted for machine processing—on secure third-party host platforms and cloud environments operating under applicable federal security standards. Any outputs generated by automated or AI tools are advisory in nature. All final assessments and determinations will be made exclusively by authorized Government personnel.

5.0 AWARDS

5.1 General Guidelines

Upon favorable review of the submission and subject to the availability of funds, DIU may choose to award an OT prototype agreement, a bailment agreement, or a combination thereof for CLASS ACT. In the event DIU receives more submissions than it has the resources to award, all submissions will be fairly evaluated, however, DIU reserves the right to limit the number of vendors invited to participate in this pilot program.

To be eligible for an agreement:

a. Offerors must have an **active** registration in the System for Award Management (SAM) at SAM.gov.

b. Offerors will also need to set up an account in the Procurement Integrated Enterprise Environment (PIEE) and the Wide Area Workflow (WAWF) module, to submit invoices in performance of the agreement.

c. Offerors must be determined to be responsible by the DIU Agreements Officer (AO) and must not be suspended or debarred from an award by the Federal Government nor be prohibited by Presidential Executive Order and/or law from receiving an award.

d. Offerors may receive a Request for Prototype Proposal (RPP) or a proposed bailment agreement. Being asked to submit a proposal does not guarantee that an offeror will receive an award. DIU reserves the right not to make an award and will not reimburse offerors for costs associated with proposal preparation.

5.2 Controlled Unclassified Information (CUI) and Controlled Technical Information (CTI) on Non-DoW Information Systems

Further information on CUI identification, marking, protecting, and control, to include processing on Non-DoW Information Systems, is incorporated herein and can be found at www.DIU.mil/work-with-us/additional-baa.

5.3 Competition Sensitive Information

DIU policy is to treat all submissions as competition-sensitive and to disclose their contents only for the purpose of evaluation. Restrictive notices notwithstanding, during the evaluation process, submissions may be handled by support contractors for administrative purposes and/or to assist with technical evaluation. All DIU support contractors performing this role are expressly prohibited from performing DIU-sponsored technical research and are bound by appropriate non-disclosure agreements. Input on technical aspects of the proposals may be solicited by DIU from non-government consultants/experts who are strictly bound by the appropriate non-disclosure requirements.

6.0 DEFINITIONS

"Nontraditional Defense Contractor" is defined in 10 U.S.C. § 3014 as an entity that is not currently performing and has not performed, for at least the one-year period preceding the solicitation of sources by the DoW for the procurement or transaction, any contract or subcontract for the DoW that is subject to full coverage under the cost accounting standards prescribed pursuant to 41 U.S.C. § 1502 and the regulations implementing such section. This includes all small business concerns under the criteria and size standards in 15 U.S.C. § 632 and 13 C.F.R. Part 121.

"Other Transaction Agreement" refers to the type of agreement that may be awarded as a result of this PS. This type of OTA is authorized by 10 U.S.C. § 4022 for prototype projects directly relevant to enhancing the mission effectiveness of military personnel and the supporting platforms, systems, components, or materials proposed to be acquired or developed by the DoW or for the improvement of platforms, systems, components, or materials in use by the armed forces.

“Bailment Agreement” is defined as the process whereby access to classified information and spaces is temporarily provided by the Government to a recipient with the understanding that access will be terminated, materials (if any) returned at an appointed time, and information shared subject to the appropriate protections as dictated by the cognizant security office. The Government retains legal title to such information and material even though the borrowing organization has possession and/or access during the stated period. This is a no-cost agreement in which no funds are exchanged and no payment is expected. The parties enter into this agreement for a mutually beneficial exchange of information for a period of time. In the context of CLASS ACT, the Government may offer to enter into a bailment agreement which will permit the recipient to apply for a facilities clearance. Under the terms of the bailment agreement, the Government may share protected information with cleared recipients for the purpose of business development and future contract or other transaction awards in the classified space.

“Small Business Concerns” is defined in the Small Business Act (15 U.S.C. § 632).

"Prototype Project" as defined by 10 U.S.C. § 4022(e)(5)

7.0 ACRONYMS

CUI: Controlled Unclassified Information
DIU: Department of War Innovation Unit
DoW: Department of War
OTA: Other Transaction Agreement
PIA: Procurement Integrity Act
POC: Point of Contact
SAM: System for Award Management